

SINCLAIR BROADCAST GROUP INC  
Form 10-Q  
May 06, 2011  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

**FORM 10-Q**

(Mark One)

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended March 31, 2011

OR

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from \_\_\_\_\_ to \_\_\_\_\_.

COMMISSION FILE NUMBER: 000-26076

# SINCLAIR BROADCAST GROUP, INC.

(Exact name of Registrant as specified in its charter)

**Maryland**

**52-1494660**

(State or other jurisdiction of  
Incorporation or organization)

(I.R.S. Employer Identification No.)

**10706 Beaver Dam Road**

**Hunt Valley, Maryland 21030**

(Address of principal executive office, zip code)

**(410) 568-1500**

(Registrant's telephone number, including area code)

**None**

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such file). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

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Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes o No x

Indicate the number of share outstanding of each of the issuer's classes of common stock as of the latest practicable date.

<b>Title of each class</b>	<b>Number of shares outstanding as of April 29, 2011</b>
Class A Common Stock	52,021,003
Class B Common Stock	28,933,859

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SINCLAIR BROADCAST GROUP, INC.

FORM 10-Q

FOR THE QUARTER ENDED MARCH 31, 2011

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Table of Contents**PART 1. FINANCIAL INFORMATION****ITEM 1. FINANCIAL STATEMENTS****SINCLAIR BROADCAST GROUP, INC.****CONSOLIDATED BALANCE SHEETS****(In thousands, except share and per share data) (Unaudited)**

	As of March 31, 2011	As of December 31, 2010
<b>ASSETS</b>		
<b>CURRENT ASSETS:</b>		
Cash and cash equivalents	\$ 123,367	\$ 21,695
Current portion of restricted cash		5,058
Accounts receivable, net of allowance for doubtful accounts of \$3,082 and \$3,216, respectively	113,303	120,977
Affiliate receivable	60	88
Current portion of program contract costs	28,381	37,000
Prepaid expenses and other current assets	6,086	5,996
Deferred barter costs	3,718	3,156
Assets held for sale	36,797	35,067
Deferred tax assets	9,658	9,658
Total current assets	321,370	238,695
PROGRAM CONTRACT COSTS, less current portion	7,988	8,729
PROPERTY AND EQUIPMENT, net	270,786	272,221
RESTRICTED CASH, less current portion	223	223
GOODWILL	659,605	659,605
BROADCAST LICENSES	47,002	47,375
DEFINITE-LIVED INTANGIBLE ASSETS, net	146,562	150,738
OTHER ASSETS	117,654	108,338
Total assets	\$ 1,571,190	\$ 1,485,924
<b>LIABILITIES AND EQUITY (DEFICIT)</b>		
<b>CURRENT LIABILITIES:</b>		
Accounts payable	\$ 2,340	\$ 5,807
Accrued liabilities	81,751	64,645
Income taxes payable	1,884	298
Current portion of notes payable, capital leases and commercial bank financing	87,718	19,556
Current portion of notes and capital leases payable to affiliates	3,083	3,196
Current portion of program contracts payable	55,156	68,301
Deferred barter revenues	3,317	2,522
Liabilities held for sale	25,753	24,660
Total current liabilities	261,002	188,985
<b>LONG-TERM LIABILITIES:</b>		
Notes payable, capital leases and commercial bank financing, less current portion	1,147,186	1,148,673
Notes payable and capital leases to affiliates, less current portion	18,834	19,573
Program contracts payable, less current portion	27,226	29,593

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Deferred tax liabilities	216,248	210,335
Other long-term liabilities	45,273	45,847
Total liabilities	1,715,769	1,643,006

EQUITY (DEFICIT):

SINCLAIR BROADCAST GROUP SHAREHOLDERS EQUITY (DEFICIT):

Class A Common Stock, \$.01 par value, 500,000,000 shares authorized, 51,965,487 and 50,284,052 shares issued and outstanding, respectively	520	503
Class B Common Stock, \$.01 par value, 140,000,000 shares authorized, 28,933,859 and 30,083,819 shares issued and outstanding, respectively, convertible into Class A Common Stock	289	301
Additional paid-in capital	616,600	609,640
Accumulated deficit	(766,265)	(771,953)
Accumulated other comprehensive loss	(3,873)	(3,914)
Total Sinclair Broadcast Group shareholders' deficit	(152,729)	(165,423)
Noncontrolling interests	8,150	8,341
Total deficit	(144,579)	(157,082)
Total liabilities and equity (deficit)	\$ 1,571,190	\$ 1,485,924

The accompanying notes are an integral part of these unaudited consolidated financial statements.

Table of Contents**SINCLAIR BROADCAST GROUP, INC.****CONSOLIDATED STATEMENTS OF OPERATIONS****(In thousands, except per share data) (Unaudited)**

	<b>Three Months Ended March 31,</b>	
	<b>2011</b>	<b>2010</b>
<b>REVENUES:</b>		
Station broadcast revenues, net of agency commissions	\$ 155,859	\$ 147,922
Revenues realized from station barter arrangements	17,222	14,776
Other operating divisions revenues	6,406	4,767
Total revenues	179,487	167,465
<b>OPERATING EXPENSES:</b>		
Station production expenses	42,345	35,918
Station selling, general and administrative expenses	30,562	30,642
Expenses recognized from station barter arrangements	15,727	13,231
Amortization of program contract costs and net realizable value adjustments	12,618	15,914
Other operating divisions expenses	6,503	5,676
Depreciation of property and equipment	8,058	9,621
Corporate general and administrative expenses	8,664	6,577
Amortization of definite-lived intangible assets	4,550	4,259
Total operating expenses	129,027	121,838
Operating income	50,460	45,627
<b>OTHER INCOME (EXPENSE):</b>		
Interest expense and amortization of debt discount and deferred financing costs	(28,880)	(28,763)
Loss from extinguishment of debt	(924)	(289)
Income from equity and cost method investments	11	543
Gain on insurance settlement	1,723	
Other income, net	469	644
Total other expense	(27,601)	(27,865)
Income from continuing operations before income taxes	22,859	17,762
<b>INCOME TAX PROVISION</b>	<b>(8,025)</b>	<b>(6,949)</b>
Income from continuing operations	14,834	10,813
<b>DISCONTINUED OPERATIONS:</b>		
Income from discontinued operations, includes income tax provision of \$332 and \$204, respectively	293	181
<b>NET INCOME</b>	<b>15,127</b>	<b>10,994</b>
Net loss attributable to the noncontrolling interests	152	526
<b>NET INCOME ATTRIBUTABLE TO SINCLAIR BROADCAST GROUP</b>	<b>\$ 15,279</b>	<b>\$ 11,520</b>
Dividends declared per share	\$ 0.12	\$
<b>BASIC AND DILUTED EARNINGS PER COMMON SHARE ATTRIBUTABLE TO SINCLAIR BROADCAST GROUP:</b>		
Earnings per share from continuing operations	\$ 0.19	\$ 0.14
Earnings per share from discontinued operations	\$	\$
Earnings per share	\$ 0.19	\$ 0.14
Weighted average common shares outstanding	80,579	79,957
Weighted average common and common equivalent shares outstanding	80,836	79,957
<b>AMOUNTS ATTRIBUTABLE TO SINCLAIR BROADCAST GROUP COMMON SHAREHOLDERS:</b>		
Income from continuing operations, net of tax	\$ 15,137	\$ 11,479
Income from discontinued operations, net of tax	142	41



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Net income	\$	15,279	\$	11,520
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The accompanying notes are an integral part of these unaudited consolidated financial statements.

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**SINCLAIR BROADCAST GROUP, INC.**  
**CONSOLIDATED STATEMENT OF EQUITY (DEFICIT)**  
**FOR THE THREE MONTHS ENDED MARCH 31, 2011**

(In thousands) (Unaudited)

	Sinclair Broadcast Group Shareholders				Other Comprehensive Loss	Noncontrolling Interests	Total Equity (Deficit)
	Class A Common Stock	Class B Common Stock	Additional Paid-In Capital	Accumulated Deficit			
BALANCE, December 31, 2010	\$ 503	\$ 301	\$ 609,640	\$ (771,953)	\$ (3,914)	\$ 8,341	\$ (157,082)
Dividends declared on Class A and Class B Common Stock				(9,591)			(9,591)
Class A Common Stock issued pursuant to employee benefit plans	5		4,520				4,525
Class B Common Stock converted into Class A Common Stock	12	(12)					
Class A Common Stock sold by variable interest entity			1,808				1,808
Tax benefit on share based awards			632				632
Distributions to noncontrolling interest						(39)	(39)
Amortization of net periodic pension benefit costs, net of taxes					41		41
Net income (loss)				15,279		(152)	15,127
BALANCE, March 31, 2011	\$ 520	\$ 289	\$ 616,600	\$ (766,265)	\$ (3,873)	\$ 8,150	\$ (144,579)

**SINCLAIR BROADCAST GROUP, INC.**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**

(In thousands) (Unaudited)

	Three months ended March 31,	
	2011	2010
Net income	\$ 15,127	\$ 10,994
Amortization of net periodic pension benefit costs, net of taxes	41	72
Comprehensive income	15,168	11,066
Comprehensive loss attributable to the noncontrolling interests	152	526
Comprehensive income attributable to Sinclair Broadcast Group	\$ 15,320	\$ 11,592

The accompanying notes are an integral part of these unaudited consolidated financial statements.

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**SINCLAIR BROADCAST GROUP, INC.**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(In thousands) (Unaudited)

	<b>Three Months Ended March 31,</b>	
	<b>2011</b>	<b>2010</b>
<b>CASH FLOWS FROM (USED IN) OPERATING ACTIVITIES:</b>		
Net income	\$ 15,127	\$ 10,994
Adjustments to reconcile net income to net cash flows from operating activities:		
Depreciation of property and equipment	8,125	9,691
Recognition of deferred revenue	(3,728)	(3,867)
Amortization of definite-lived intangible and other assets	5,195	4,717
Amortization of program contract costs and net realizable value adjustments	12,618	15,914
Deferred tax provision	5,918	6,682
Change in assets and liabilities:		
Decrease in accounts receivable, net	7,579	5,392
Decrease in income taxes receivable		179
(Increase) decrease in prepaid expenses and other current assets	(139)	672
Increase in other assets	(531)	(841)
Increase in accounts payable and accrued liabilities	17,358	10,845
Increase in income taxes payable	2,218	
Increase (decrease) in other long-term liabilities	40	(169)
Payments on program contracts payable	(18,771)	(27,399)
Other, net	3,487	3,140
Net cash flows from operating activities	54,496	35,950
<b>CASH FLOWS FROM (USED IN) INVESTING ACTIVITIES:</b>		
Acquisition of property and equipment	(6,085)	(1,759)
Purchase of alarm monitoring contracts	(1,755)	(1,199)
Decrease in restricted cash	5,058	26,556
Dividends and distributions from equity and cost method investees	832	41
Investments in equity and cost method investees	(8,064)	(2,972)
Proceeds from insurance settlement	1,736	
Proceeds from the sale of assets	26	
Loans to affiliates	(61)	(33)
Proceeds from loans to affiliates	89	46
Net cash flows (used in) from investing activities	(8,224)	20,680
<b>CASH FLOWS FROM (USED IN) FINANCING ACTIVITIES:</b>		
Proceeds from notes payable, commercial bank financing and capital leases	128,333	4,845
Repayments of notes payable, commercial bank financing and capital leases	(61,714)	(30,427)
Proceeds from exercise of stock options, including excess tax benefits of share based payments of \$0.6 million and \$0 million, respectively	1,737	
Dividends paid on Class A and Class B Common Stock	(9,591)	
Payments for deferred financing costs	(4,282)	(1,221)
Proceeds from Class A Common Stock sold by variable interest entity	1,808	
Noncontrolling interests distributions	(39)	
Repayments of notes and capital leases to affiliates	(852)	(717)
Net cash flows from (used in) financing activities	55,400	(27,520)
<b>NET INCREASE IN CASH AND CASH EQUIVALENTS</b>	<b>101,672</b>	<b>29,110</b>
<b>CASH AND CASH EQUIVALENTS, beginning of period</b>	<b>21,695</b>	<b>23,224</b>
<b>CASH AND CASH EQUIVALENTS, end of period</b>	<b>\$ 123,367</b>	<b>\$ 52,334</b>

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The accompanying notes are an integral part of these unaudited consolidated financial statements.

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**SINCLAIR BROADCAST GROUP, INC.**

**NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS**

**1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:**

*Principles of Consolidation*

The consolidated financial statements include our accounts and those of our wholly-owned and majority-owned subsidiaries and variable interest entities (VIEs) for which we are the primary beneficiary. Noncontrolling interest represents a minority owner's proportionate share of the equity in certain of our consolidated entities. All intercompany transactions and account balances have been eliminated in consolidation.

*Discontinued Operations*

It is our intent to divest Alarm Funding Associates, LLC (Alarm Funding). In accordance with the Financial Accounting Standards Board (FASB), we reported the financial position and results of operations of Alarm Funding as assets and liabilities held for sale in the accompanying consolidated balance sheets and income from discontinued operations in the consolidated statements of operations. Discontinued operations have not been segregated in the consolidated statements of cash flows; therefore, amounts for certain captions will not agree with the accompanying consolidated balance sheets and consolidated statements of operations. The operating results of Alarm Funding are not included in our consolidated results of operations from continuing operations for the three months ended March 31, 2011 and 2010.

*Interim Financial Statements*

The consolidated financial statements for the three months ended March 31, 2011 and 2010 are unaudited. In the opinion of management, such financial statements have been presented on the same basis as the audited consolidated financial statements and include all adjustments, consisting only of normal recurring adjustments necessary for a fair statement of the consolidated balance sheets, consolidated statements of operations and consolidated statements of cash flows for these periods as adjusted for the adoption of recent accounting pronouncements discussed below.

As permitted under the applicable rules and regulations of the Securities and Exchange Commission (SEC), the consolidated financial statements do not include all disclosures normally included with audited consolidated financial statements and, accordingly, should be read together with the audited consolidated financial statements and notes thereto in our Annual Report on Form 10-K for the year ended December 31, 2010 filed with the SEC. The consolidated statements of operations presented in the accompanying consolidated financial statements are not necessarily representative of operations for an entire year.

*Variable Interest Entities*

In determining whether we are the primary beneficiary of a VIE for financial reporting purposes, we consider whether we have the power to direct the activities of the VIE that most significantly impact the economic performance of the VIE and whether we have the obligation to absorb losses or the right to receive returns that would be significant to the VIE. We consolidate VIEs when we are the primary beneficiary. The assets of our consolidated VIEs can only be used to settle the obligations of the VIE. All the liabilities including debt held by our VIEs are non-recourse to us. However the VIE debt of Cunningham Broadcasting Corporation (Cunningham) contains cross-default provisions under our senior secured credit facility (Bank Credit Agreement). See *Note 5, Related Person Transactions* for more information.

We have entered into Local Marketing Agreements (LMAs) to provide programming, sales and managerial services for television stations of Cunningham, the license owner of seven television stations as of March 31, 2011. We pay LMA fees to Cunningham and also reimburse all operating expenses. We also have an acquisition agreement in which we have a purchase option to buy the license assets of the television stations which includes the FCC license and certain other assets used to operate the station (License Assets). Our applications to acquire the Federal Communications Commission (FCC) licenses are pending approval. We have determined that the Cunningham stations are VIEs and that based on the terms of the agreements, we are the primary beneficiary of the variable interests because we have the power to direct the activities which significantly impact the economic performance of the VIE through the sales and managerial services we provide and we absorb losses and returns that would be considered significant to Cunningham. See *Note 5, Related Person Transactions* for more information on our arrangements with Cunningham. Included in the accompanying consolidated statements of operations for the three months ended March 31, 2011 and 2010 are net revenues of \$23.3 million and \$22.0 million, respectively, that relate to LMAs with Cunningham.

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We have outsourcing agreements with other license owners, which we provide certain non-programming related sales, operational and administrative services. We pay a fee to the license owner based on a percentage of broadcast cash flow and we reimburse all operating expenses. We also have a purchase option to buy the License Assets. For the same reasons noted above regarding our LMAs, we have determined that the outsourced license station assets are VIEs and we are the primary beneficiary.

As of the dates indicated, the carrying amounts and classification of the assets and liabilities of the VIEs mentioned above which have been included in our consolidated balance sheets were as follows (in thousands):

	As of March 31, 2011	As of December 31, 2010
<b>ASSETS</b>		
<b>CURRENT ASSETS:</b>		
Cash and cash equivalents	\$ 6,996	\$ 5,319
Income taxes receivable	6	
Current portion of program contract costs	379	480
Prepaid expenses and other current assets	124	105
Total current asset	7,505	5,904
PROGRAM CONTRACT COSTS, less current portion	428	491
PROPERTY AND EQUIPMENT, net	7,269	7,461
GOODWILL	6,357	6,357
BROADCAST LICENSES	4,208	4,183
DEFINITE-LIVED INTANGIBLE ASSETS, net	6,851	6,959
OTHER ASSETS	909	914
Total assets	\$ 33,527	\$ 32,269
<b>LIABILITIES</b>		
<b>CURRENT LIABILITIES:</b>		
Accounts payable	\$ 37	\$ 37
Accrued liabilities	350	773
Income taxes payable		44
Current portion of notes payable, capital leases and commercial bank financing	11,060	11,056
Current portion of program contracts payable	544	649
Total current liabilities	11,991	12,559
<b>LONG-TERM LIABILITIES:</b>		
Notes payable, capital leases and commercial bank financing, less current portion	10,718	13,484
Program contracts payable, less current portion	131	190
Total liabilities	\$ 22,840	\$ 26,233

The amounts above represent the consolidated assets and liabilities of the VIEs related to our LMA and outsourcing agreements and have been aggregated as they all relate to our broadcast business. In addition the risk and reward characteristics of the VIEs are similar.

We consolidate the assets and liabilities of one real estate entity pursuant to guidance based on voting-interests. We have investments in other real estate ventures and investment companies which are considered VIEs. However, we do not participate in the management of these entities including the day-to-day operating decisions or other decisions which allow us to control the entity, and therefore, we are not considered the primary beneficiary of the VIE. We account for these entities using the equity or cost method of accounting.



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The carrying amounts of our investments in these VIEs for which we are not the primary beneficiary as of March 31, 2011 and December 31, 2010 are as follows (in thousands):

	As of March 31, 2011		As of December 31, 2010	
	Carrying amount	Maximum exposure	Carrying amount	Maximum exposure
Investments in real estate ventures	\$ 8,085	\$ 8,085	\$ 7,769	\$ 7,769
Investments in investment companies	26,432	26,432	24,872	24,872
<b>Total</b>	<b>\$ 34,517</b>	<b>\$ 34,517</b>	<b>\$ 32,641</b>	<b>\$ 32,641</b>

The carrying amounts above are included in other assets in the consolidated balance sheets. The income and loss related to these investments are recorded in income from equity and cost method investments in the consolidated statement of operations. We recorded income of less than \$0.1 million and \$0.9 million in the quarters ended March 31, 2011 and 2010, respectively.

Our maximum exposure is equal to the carrying value of our investments. As of March 31, 2011 and December 31, 2010, our unfunded commitments totaled \$12.9 million and \$14.9 million, respectively.

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***Recent Accounting Pronouncements***

In December 2010, the FASB issued amended guidance with respect to goodwill impairment. The amended guidance requires that step two of the goodwill impairment test be performed if the carrying amount of a reporting unit is zero or negative and it is more likely than not that a goodwill impairment exists based on any adverse qualitative factors including an evaluation of the triggering circumstances noted in the guidance. The change is effective for fiscal years and interim changes within those years beginning after December 15, 2010. We do not believe that this guidance will have a material impact on our consolidated financial statements.

***Use of Estimates***

The preparation of financial statements in accordance with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses in the consolidated financial statements and in the disclosures of contingent assets and liabilities. Actual results could differ from those estimates.

***Restricted Cash***

In October 2009, we established a cash collateral account with the proceeds from the sale of 9.25% Senior Secured Second Lien Notes due 2017 (the 9.25% Notes). The cash collateral account restricted the use of cash therein to repurchase the 3.0% Convertible Senior Notes due 2027 (the 3.0% Notes) and our 4.875% Convertible Senior Notes due 2018 (the 4.875% Notes) upon, or prior to, the expiration of the put periods for such notes in May 2010 and January 2011, respectively. Upon expiration of the put period for the 4.875% Notes in January 2011, the unused cash was used to reduce our overall debt balance pursuant to our Bank Credit Agreement. During 2010, we used \$53.6 million of restricted cash to redeem the 3.0% and 4.875% Notes. As of December 31, 2010, all of the restricted cash classified as current related to the 4.875% Notes January 2011 put option. As of March 31, 2011, we had no restricted cash classified as current.

Additionally, under the terms of certain lease agreements, as of March 31, 2011 and December 31, 2010, we were required to hold \$0.2 million of restricted cash related to the removal of analog equipment from some of our leased towers.

***Dividends***

In February 2011, our Board of Directors reinstated our dividend policy, declaring a quarterly common stock dividend of \$0.12 per share.

***Revenue Recognition***

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In first quarter 2011, we adopted the Emerging Issue Task Force's amended guidance on accounting for revenue arrangements with multiple deliverables. The amended guidance clarifies that each deliverable within our multiple-deliverable revenue arrangements is accounted for as a separate unit of accounting if the delivered item or items have value to the client on a standalone basis and for an arrangement that includes a general right of return relative to the delivered item(s), delivery or performance of the undelivered item(s) is considered probable and substantially in the control of the company. The guidance requires us to determine an estimated selling price (ESP) for all deliverables within an arrangement if vendor-specific objective evidence (VSOE) or third-party evidence does not exist. Application of this guidance has not changed the allocation of the arrangement revenue to the elements in our multiple-deliverable arrangements.

We enter into multiple-deliverable revenue arrangements with multi-channel video programming distributors (MVPD's) that may include a combination of retransmission consent fees, advertising, and other marketing elements. We have determined that the retransmission consent fees and advertising elements have value on a standalone basis. The other marketing elements are not valued on a stand alone basis because they are immaterial to the overall arrangement. We include the value of other marketing elements with the retransmission consent fee element.

Due to the complexities and uniqueness of each arrangement, we have determined that our ESP for the retransmission consent fee element is based upon the market, the MVPD, the network affiliation, the number of subscribers, the length of the contract and other factors. We recognize the revenue applicable to the retransmission consent element of the arrangement ratably over the life of the agreement which is representative of the delivery of our television broadcast signal. Each arrangement's life varies, typically ranging one to five years in length.

The advertising element of our multiple-deliverable arrangements is recognized in the period during which the time spots are aired. The advertising revenue is valued using VSOE which is calculated using the average selling unit rate for the advertising spot in which the commercial aired.

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Our arrangements generally do not include any performance, cancellation, or refund provisions. Under certain agreements, the counterparty may terminate the agreement if particular actions occur such as the transmission failure of our broadcast signal for a certain period of time.

***Income Taxes***

Our income tax provision for all periods consists of federal and state income taxes. The tax provision for the three months ended March 31, 2011 and 2010, is based on the estimated effective tax rate applicable for the full year after taking into account discrete tax items and the effects of the noncontrolling interests.

***Reclassifications***

Certain reclassifications have been made to prior years' consolidated financial statements to conform to the current year's presentation.

**2. COMMITMENTS AND CONTINGENCIES:**

***Litigation***

We are party to lawsuits and claims from time to time in the ordinary course of business. Actions currently pending are in various preliminary stages and no judgments or decisions have been rendered by hearing boards or courts in connection with such actions. After reviewing developments to date with legal counsel, our management is of the opinion that the outcome of our pending and threatened matters will not have a material adverse effect on our consolidated balance sheets, consolidated statements of operations or consolidated statements of cash flows.

Various parties have filed petitions to deny or informal objections against our applications for the following stations' license renewals: KGAN, Cedar Rapids, Iowa; WTTO, Birmingham, Alabama; WBFF, Baltimore, Maryland; WVAH, Charleston, West Virginia; WTTE, Columbus, Ohio; WRGT, Dayton, Ohio; WXLV-TV, Winston-Salem, North Carolina; WMYV-TV, Greensboro, North Carolina; WLFL-TV, Raleigh/Durham, North Carolina; WRDC-TV, Raleigh/Durham, North Carolina; WLOS-TV, Asheville, North Carolina; WMMP-TV, Charleston, South Carolina; WTAT-TV, Charleston, South Carolina; WMYA-TV, Anderson, South Carolina; WICS-TV, Springfield/Champaign, Illinois and WCGV-TV Milwaukee, Wisconsin. The FCC is in the process of considering the renewal applications and we believe the petitions have no merit.

**3. NOTES PAYABLE AND COMMERCIAL BANK FINANCING**

***Bank Credit Agreement***

On January 15, 2011, the put right period for the 4.875% Notes expired and no holders exercised their put rights. Pursuant to our Bank Credit Agreement the \$5.1 million in restricted cash held to pay for the put of any 4.875% Notes was used towards reducing our debt balance in March 2011. On January 15, 2011, the 4.875% Notes cash interest rate of 4.875% changed to 2.0% through maturity with the difference of 2.875% being accrued and then paid at maturity. As of March 31, 2011, the face amount of the outstanding 4.875% Notes was \$5.7 million.

On March 15, 2011, we entered into an amendment (the Amendment) of our Bank Credit Agreement. The final terms of the Amendment are as follows:

- A new Term Loan A facility (Term Loan A) of \$115.0 million. The Term Loan A bears interest at LIBOR plus 2.25%. The Term Loan A is repayable in quarterly installments, amortizing as follows:

- 1.875% per quarter commencing March 31, 2012 to December 31, 2012
- 2.50% per quarter commencing March 31, 2013 to December 31, 2013
- 3.125% per quarter commencing March 31, 2014 to December 31, 2015
- remaining unpaid principal due at maturity on March 15, 2016

- We paid down \$45.0 million of the outstanding \$270.0 million Term Loan B facility (Term Loan B). Interest on the Term Loan B was reduced to LIBOR plus 3.00% with a 1.0% LIBOR floor. Principal will continue to amortize at a rate of \$825,000 per quarter through September 30, 2016 ending with a final payment of the remaining unpaid principal due at maturity on October 29, 2016.

- Other amended terms provide us with incremental term loan capacity of \$300.0 million and more flexibility to use our cash balances and the revolving credit facility for restricted payments and television acquisitions, including in certain circumstances the ability to make up to \$100.0 million in unrestricted annual cash payments including but not limited to dividends and other strategic investments.

Table of Contents**6.0% Convertible Subordinated Debentures due 2012**

On April 15, 2011, we completed the redemption of all \$70.0 million of the 6.0% Convertible Subordinated Debentures, due 2012 (the 6.0% Notes) at 100% of the face value of such notes. We used the proceeds from our Term Loan A to pay for the redemption.

**4. EARNINGS PER SHARE**

The following table reconciles income (numerator) and shares (denominator) used in our computations of earnings per share for the three months ended March 31, 2011 and 2010 (in thousands):

	<b>Three Months Ended March 31,</b>	
	<b>2011</b>	<b>2010</b>
<b>Income (Numerator)</b>		
Income from continuing operations	\$ 14,834	\$ 10,813
Income impact of assumed conversion of the 4.875% Notes, net of taxes	42	
Net loss attributable to noncontrolling interests included in continuing operations	303	666
Numerator for diluted earnings per common share from continuing operations	15,179	11,479
Income from discontinued operations	293	181
Net income attributable to noncontrolling interests from discontinued operations	(151)	(140)
Numerator for diluted earnings attributable to Sinclair Broadcast Group	\$ 15,321	\$ 11,520
<b>Shares (Denominator)</b>		
Weighted-average common shares outstanding	80,579	79,957
Dilutive effect of outstanding stock options	3	
Dilutive effect of 4.875% Notes	254	
Weighted-average common and common equivalent shares outstanding	80,836	79,957

Potentially dilutive securities representing 4.0 million and 8.9 million shares of common stock for the three months ended March 31, 2011 and 2010, respectively, were excluded from the computation of diluted earnings per common share for these periods because their effect would have been antidilutive. The decrease in potentially dilutive securities is primarily related to the partial redemption of our 6.0% Notes and the inclusion of outstanding stock options and 4.875% Notes in dilutive earnings per share. The net income per share amounts are the same for Class A and Class B Common Stock because the holders of each class are legally entitled to equal per share distributions whether through dividends or in liquidation.

**5. RELATED PERSON TRANSACTIONS**

David, Frederick, Duncan and Robert Smith (collectively, the controlling shareholders) are brothers and hold substantially all of the Class B Common Stock and some of our Class A Common Stock. Since the end of our last fiscal year, we engaged in the following transactions with them and/or entities in which they have substantial interests.

*Related Person Leases.* Certain assets used by us and our operating subsidiaries are leased from Cunningham Communications, Inc., Keyser Investment Group, Gerstell Development Limited Partnership and Beaver Dam, LLC (entities owned by the controlling shareholders). Lease payments made to these entities were \$1.1 million and \$1.2 million for the three months ended March 31, 2011 and 2010.

*Bay TV.* In January 1999, we entered into a LMA with Bay Television, Inc. (Bay TV), which owns the television station WTTA-TV in Tampa/St. Petersburg, Florida market. Our controlling shareholders own a substantial portion of the equity of Bay TV. Payments made to Bay TV were \$0.8 million and \$0.4 million for the three months ended March 31, 2011 and 2010, respectively. We received \$0.1 million for the three months ended March 31, 2010, from Bay TV for certain equipment leases, which expired in 2010.

*Cunningham Broadcasting Corporation.* We have options from trusts established by Carolyn C. Smith, the mother of our controlling shareholders, for the benefit of her grandchildren that will grant us the right to acquire, subject to applicable FCC rules and regulations, 100% of the capital stock of Cunningham Broadcasting Corporation (Cunningham) or 100% of the capital stock or

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assets of Cunningham's individual subsidiaries. As of March 31, 2011, Cunningham is the owner-operator and FCC licensee of: WNUV-TV in Baltimore, Maryland; WRGT-TV in Dayton, Ohio; WVAH-TV in Charleston, West Virginia; WTAT-TV in Charleston, South Carolina; WMYA-TV in Anderson, South Carolina; WTTE-TV in Columbus, Ohio; and WDBB-TV in Birmingham, Alabama.

In addition to the option agreement, we provide programming under LMA's to Cunningham for airing on WNUV-TV, WRGT-TV, WVAH-TV, WTAT-TV, WMYA-TV, WTTE-TV and WDBB-TV. In February 2011, Cunningham purchased the FCC license for WDBB-TV. We have an LMA with WDBB-TV, which our counterparty assigned to Cunningham in conjunction with Cunningham's purchase.

We made payments to Cunningham under the LMAs and other agreements of \$4.2 million and \$4.5 million for the three months ended March 31, 2011 and 2010, respectively.

Our Bank Credit Agreement contains certain cross-default provisions with certain material third-party licensees. As of March 31, 2011, Cunningham was the sole material third-party licensee.

*Atlantic Automotive Corporation.* We sold advertising time to and purchased vehicles and related vehicle services from Atlantic Automotive Corporation (Atlantic Automotive), a holding company which owns automobile dealerships and an automobile leasing company. David Smith, our President and Chief Executive Officer, has a controlling interest in, and is a member of the Board of Directors of Atlantic Automotive. We received payments for advertising time totaling less than \$0.1 million for each of the three months ended March 31, 2011 and 2010. We paid \$0.2 million and \$0.1 million for vehicles and related vehicle services from Atlantic Automotive during the three months ended March 31, 2011 and 2010, respectively.

*Thomas & Libowitz P.A.* Basil A. Thomas, a member of our Board of Directors, is the father of Steven A. Thomas, a partner and founder of Thomas & Libowitz, P.A. (Thomas & Libowitz), a law firm providing legal services to us on an ongoing basis. We paid fees of \$0.1 million and \$0.2 million to Thomas & Libowitz during the three months ended March 31, 2011 and 2010, respectively.

**6. SEGMENT DATA:**

We measure segment performance based on operating income (loss). Our broadcast segment includes stations in 35 markets located predominately in the eastern, mid-western and southern United States. Our other operating divisions segment primarily earned revenues from sign design and fabrication; regional security alarm operating and bulk acquisitions and real estate ventures. In 2011, we determined that primarily all of the regional security alarm operating and bulk acquisition company results should be accounted for as discontinued operations and therefore are not presented in the tables below for the three months ended March 31, 2011 and 2010. All of our other operating divisions are located within the United States. Corporate costs primarily include our costs to operate as a public company and to operate our corporate headquarters location. Corporate is not a reportable segment. We had approximately \$168.7 million and \$163.1 million of intercompany loans between the broadcast segment, operating divisions segment and corporate as of March 31, 2011 and 2010, respectively. We had \$4.8 million and \$4.7 million in intercompany interest expense related to intercompany loans between the broadcast segment, other operating divisions segment and corporate for the three months ended March 31, 2011, and 2010, respectively. Intercompany loans and interest expense are excluded from the tables below. All other intercompany transactions are immaterial.



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Financial information for our operating segments are included in the following tables for the three months ended March 31, 2011 and 2010 (in thousands).

<b>For the three months ended March 31, 2011</b>	<b>Broadcast</b>	<b>Other Operating Divisions</b>	<b>Corporate</b>	<b>Consolidated</b>
Revenue	\$ 173,081	\$ 6,406	\$ 405	\$ 179,487
Depreciation of property and equipment	7,345	308	405	8,058
Amortization of definite-lived intangible assets and other assets	4,353	197		4,550
Amortization of program contract costs and net realizable value adjustments	12,618			12,618
General and administrative overhead expenses	7,632	282	750	8,664
Operating income (loss)	52,517	(897)	(1,160)	50,460
Interest expense		340	28,540	28,880
Loss from equity and cost method investments		11		11

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For the three months ended March 31, 2010	Broadcast	Other Operating Divisions	Corporate	Consolidated
Revenue	\$ 162,698	\$ 4,767	\$	\$ 167,465
Depreciation of property and equipment	8,890	299	432	9,621
Amortization of definite-lived intangible assets and other assets	4,055	204		4,259
Amortization of program contract costs and net realizable value adjustments	15,914			15,914
General and administrative overhead expenses	5,880	211	486	6,577
Operating income (loss)	48,238	(1,689)	(922)	45,627
Interest expense		333	28,430	28,763
Income from equity and cost method investments		543		543

**7. FAIR VALUE MEASUREMENTS:**

Accounting guidance provides for valuation techniques, such as the market approach (comparable market prices), the income approach (present value of future income or cash flow), and the cost approach (cost to replace the service capacity of an asset or replacement cost). A fair value hierarchy using three broad levels prioritizes the inputs to valuation techniques used to measure fair value. The following is a brief description of those three levels:

- *Level 1:* Observable inputs such as quoted prices (unadjusted) in active markets for identical assets or liabilities.
- *Level 2:* Inputs other than quoted prices that are observable for the asset or liability, either directly or indirectly. These include quoted prices for similar assets or liabilities in active markets and quoted prices for identical or similar assets or liabilities in markets that are not active.
- *Level 3:* Unobservable inputs that reflect the reporting entity's own assumptions.

The carrying value and fair value of our notes, debentures, program contracts payable and non-cancelable commitments as of March 31, 2011 and December 31, 2010 were as follows (in thousands):

	March 31, 2011		December 31, 2010	
	Carrying Value	Fair Value	Carrying Value	Fair Value
6.0% Convertible Subordinated Debentures due 2012 (a)	\$ 66,559	\$ 70,035	\$ 66,019	\$ 70,385
4.875% Convertible Senior Notes due 2018	5,719	5,719	5,685	5,685
3.0% Convertible Senior Notes due 2027	5,400	5,400	5,400	5,400
8.375% Senior Notes due 2018	246,571	267,187	246,493	258,750
9.25% Senior Secured Second Lien Notes due 2017	488,040	560,715	487,724	544,690

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Bank Credit Agreement, Term Loan A	115,000	114,713		
Bank Credit Agreement, Term Loan B	218,794	224,094	264,352	273,240
Cunningham Bank Credit Facility	19,192	19,548	21,933	22,452
Active program contracts payable	82,382	78,937	97,894	89,145
Future program liabilities (b)	121,399	104,722	88,510	72,823

(a) On April 15, 2011, we completed the redemption of all \$70.0 million of these debentures at face value. We used the proceeds from the Term Loan A issuance to pay for the redemption.

(b) Future program liabilities reflect a license agreement for program material that is not yet available for its first showing or telecast and is, therefore, not recorded as an asset or liability on our balance sheet.

The fair value of our 8.375% Senior Notes due 2018 (the 8.375% Notes) and 9.25% Notes is determined using quoted prices. The carrying value of our 3.0% and 4.875% Notes approximates their fair value. The face value of our 6.0% Notes approximates their fair value. Our Term Loan A, Term Loan B and Cunningham's bank credit facility are fair valued using Level 2 hierarchy inputs described above.

Our estimates of active program contracts payable and future program liabilities were based on discounted cash flows using Level 3 inputs described above. The discount rate represents an estimate of a market participants return and risk applicable to program contracts.

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**8. CONDENSED CONSOLIDATING FINANCIAL STATEMENTS:**

Sinclair Television Group, Inc. (STG), a wholly-owned subsidiary and the television operating subsidiary of Sinclair Broadcast Group, Inc. (SBG), is the primary obligor under the Bank Credit Agreement, the 8.375% Notes and the 9.25% Notes and was the primary obligor under the 8.0% Senior Subordinated Notes due 2012 (the 8.0% Notes) until they were fully redeemed in 2010. Our Class A Common Stock, Class B Common Stock, the 6.0% Notes, the 4.875% Notes and the 3.0% Notes, as of March 31, 2011 were obligations or securities of SBG and not obligations or securities of STG. SBG is a guarantor under the Bank Credit Agreement, the 9.25% Notes and the 8.375% Notes. As of March 31, 2011 our consolidated total debt of \$1,256.8 million included \$1,119.7 million of debt related to STG and its subsidiaries of which SBG guaranteed \$1,068.4 million.

SBG, KDSM, LLC, a wholly-owned subsidiary of SBG, and STG's wholly-owned subsidiaries (guarantor subsidiaries), have fully and unconditionally guaranteed all of STG's obligations. Those guarantees are joint and several. There are certain contractual restrictions on the ability of SBG, STG or KDSM, LLC to obtain funds from their subsidiaries in the form of dividends or loans.

The following condensed consolidating financial statements present the consolidated balance sheets, consolidated statements of operations and consolidated statements of cash flows of SBG, STG, KDSM, LLC and the guarantor subsidiaries, the direct and indirect non-guarantor subsidiaries of SBG and the eliminations necessary to arrive at our information on a consolidated basis. These statements are presented in accordance with the disclosure requirements under SEC Regulation S-X, Rule 3-10.

Table of Contents**CONDENSED CONSOLIDATING BALANCE SHEET****AS OF MARCH 31, 2011**

(in thousands) (unaudited)

	Sinclair Broadcast Group, Inc.	Sinclair Television Group, Inc.	Guarantor Subsidiaries and KDSM, LLC	Non- Guarantor Subsidiaries	Eliminations	Sinclair Consolidated						
Cash	\$	\$	108,911	\$	265	\$	14,191	\$	123,367			
Accounts and other receivables		19	32	109,287	4,157	(132)	113,363					
Other current assets		928	5,714	38,741	2,745	(285)	47,843					
Assets held for sale					36,797		36,797					
Total current assets		947	114,657	148,293	57,890	(417)	321,370					
Property and equipment, net		9,452	7,090	163,606	97,361	(6,723)	270,786					
Investment in consolidated subsidiaries			624,245			(624,245)						
Restricted cash long-term				223			223					
Other long-term assets		82,635	330,647	9,552	96,947	(394,139)	125,642					
Total other long-term assets		82,635	954,892	9,775	96,947	(1,018,384)	125,865					
Acquired intangible assets				828,364	30,387	(5,582)	853,169					
Total assets	\$	93,034	\$	1,076,639	\$	1,150,038	\$	282,585	\$	(1,031,106)	\$	1,571,190
Accounts payable and accrued liabilities	\$	396	\$	37,037	\$	44,205	\$	4,090	\$	(1,637)	\$	84,091
Current portion of long-term debt		66,936	5,456	457	14,869		87,718					
Current portion of affiliate long-term debt		901		2,182	44	(44)	3,083					
Other current liabilities				59,819	538		60,357					
Liabilities held for sale					25,753		25,753					
Total current liabilities		68,233	42,493	106,663	45,294	(1,681)	261,002					
Long-term debt		13,005	1,062,949	37,957	33,275		1,147,186					
Affiliate long-term debt		8,161		10,673	230,441	(230,441)	18,834					
Dividends in excess of investment in consolidated subsidiaries		75,722				(75,722)						
Other liabilities		80,642	1,671	371,039	49,860	(214,465)	288,747					
Total liabilities		245,763	1,107,113	526,332	358,870	(522,309)	1,715,769					
Common stock		809		10		(10)	809					
Additional paid-in capital		616,600	114,321	387,585	47,373	(549,279)	616,600					
Accumulated (deficit) earnings		(766,265)	(142,427)	237,869	(124,656)	29,214	(766,265)					
Accumulated other comprehensive (loss) income		(3,873)	(2,368)	(1,758)	998	3,128	(3,873)					
Total Sinclair Broadcast Group (deficit) equity		(152,729)	(30,474)	623,706	(76,285)	(516,947)	(152,729)					
Noncontrolling interests in consolidated subsidiaries						8,150	8,150					

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Total liabilities and equity (deficit)	\$	93,034	\$	1,076,639	\$	1,150,038	\$	282,585	\$	(1,031,106)	\$	1,571,190
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Table of Contents**CONDENSED CONSOLIDATING BALANCE SHEET****AS OF DECEMBER 31, 2010**

(in thousands)

	Sinclair Broadcast Group, Inc.	Sinclair Television Group, Inc.	Guarantor Subsidiaries and KDSM, LLC	Non- Guarantor Subsidiaries	Eliminations	Sinclair Consolidated						
Cash	\$	\$	5,071	\$	1,022	\$	15,602	\$	21,695			
Restricted cash - current			5,058						5,058			
Accounts and other receivables	43	99	115,615	5,459	(151)	121,065						
Other current assets	1,477	5,492	46,231	2,894	(284)	55,810						
Assets held for Sale				35,067		35,067						
Total current assets	1,520	15,720	162,868	59,022	(435)	238,695						
Property and equipment, net	9,856	2,669	169,260	97,209	(6,773)	272,221						
Investment in consolidated subsidiaries		609,737			(609,737)							
Restricted cash - long term			223			223						
Other long-term assets	79,184	318,137	10,207	89,878	(380,339)	117,067						
Total other long-term assets	79,184	927,874	10,430	89,878	(990,076)	117,290						
Acquired intangible assets			829,884	30,368	(2,534)	857,718						
Total assets	\$	90,560	\$	946,263	\$	1,172,442	\$	276,477	\$	(999,818)	\$	1,485,924
Accounts payable and accrued liabilities	\$	512	\$	19,733	\$	46,734	\$	4,539	\$	(1,066)	\$	70,452
Current portion of long-term debt	363	3,300	391	15,502		19,556						
Current portion of affiliate long-term debt	870		2,326	92	(92)	3,196						
Other current liabilities			70,428	693		71,121						
Liabilities held for sale				24,729	(69)	24,660						
Total current liabilities	1,745	23,033	119,879	45,555	(1,227)	188,985						
Long-term debt	79,091	995,269	38,098	36,215		1,148,673						
Affiliate long-term debt	8,403		11,170	224,159	(224,159)	19,573						
Dividends in excess of investment in consolidated subsidiaries	122,994				(122,994)							
Other liabilities	43,750	1,709	394,192	47,132	(201,008)	285,775						
Total liabilities	255,983	1,020,011	563,339	353,061	(549,388)	1,643,006						
Common stock	804		10	282	(292)	804						
Additional paid-in capital	609,640	123,695	445,577	78,637	(647,909)	609,640						
Accumulated (deficit) earnings	(771,953)	(195,049)	165,316	(154,656)	184,389	(771,953)						
Accumulated other comprehensive (loss) income	(3,914)	(2,394)	(1,800)	(847)	5,041	(3,914)						
Total Sinclair Broadcast Group shareholders' (deficit) equity	(165,423)	(73,748)	609,103	(76,584)	(458,771)	(165,423)						
					8,341	8,341						

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Noncontrolling interest in consolidated subsidiaries

Total liabilities and equity (deficit)	\$	90,560	\$	946,263	\$	1,172,442	\$	276,477	\$	(999,818)	\$	1,485,924
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Table of Contents**CONDENSED CONSOLIDATING STATEMENT OF OPERATIONS****FOR THE THREE MONTHS ENDED MARCH 31, 2011**

(in thousands) (unaudited)

	Sinclair Broadcast Group, Inc.	Sinclair Television Group, Inc.	Guarantor Subsidiaries and KDSM, LLC	Non- Guarantor Subsidiaries	Eliminations	Sinclair Consolidated
Net revenue	\$	\$	\$ 173,357	\$ 8,376	\$ (2,246)	\$ 179,487
Program and production		307	43,984	94	(2,040)	42,345
Selling, general and administrative	754	7,628	30,111	829	(96)	39,226
Depreciation, amortization and other operating expenses	405	135	39,468	7,416	32	47,456
Total operating expenses	1,159	8,070	113,563	8,339	(2,104)	129,027
Operating (loss) income	(1,159)	(8,070)	59,794	37	(142)	50,460
Equity in earnings of consolidated subsidiaries	17,402	35,323			(52,725)	
Interest expense	(1,958)	(25,489)	(1,232)	(5,258)	5,057	(28,880)
Gain on sales of securities				391	(391)	
Other income (expense)	100	5,435	(4,538)	396	(114)	1,279
Total other income (expense)	15,544	15,269	(5,770)	(4,471)	(48,173)	(27,601)
Income tax benefit (provision)	894	8,245	(17,739)	575		(8,025)
(Loss) income from discontinued operations		(107)		400		293
Net income (loss)	15,279	15,337	36,285	(3,459)	(48,315)	15,127
Net loss attributable to the noncontrolling interests					152	152
Net income (loss) attributable to Sinclair Broadcast Group	\$ 15,279	\$ 15,337	\$ 36,285	\$ (3,459)	\$ (48,163)	\$ 15,279

**CONDENSED CONSOLIDATING STATEMENT OF OPERATIONS****FOR THE THREE MONTHS ENDED MARCH 31, 2010**

(in thousands) (unaudited)

	Sinclair Broadcast Group, Inc.	Sinclair Television Group, Inc.	Guarantor Subsidiaries and KDSM, LLC	Non- Guarantor Subsidiaries	Eliminations	Sinclair Consolidated
Net revenue	\$	\$	\$ 163,002	\$ 7,356	\$ (2,893)	\$ 167,465

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Program and production		292	38,036	82	(2,492)	35,918
Selling, general and administrative	490	5,865	30,222	834	(192)	37,219
Depreciation, amortization and other operating expenses	431	79	41,517	6,668	6	48,701
Total operating expenses	921	6,236	109,775	7,584	(2,678)	121,838
Operating (loss) income	(921)	(6,236)	53,227	(228)	(215)	45,627
Equity in earnings of consolidated subsidiaries	14,039	27,380			(41,419)	
Interest expense	(4,024)	(23,125)	(1,380)	(5,133)	4,899	(28,763)
Other income (expense)	1,083	5,426	(5,152)	(437)	(22)	898
Total other income (expense)	11,098	9,681	(6,532)	(5,570)	(36,542)	(27,865)
Income tax benefit (provision)	1,343	8,969	(18,325)	1,064		(6,949)
(Loss) income from discontinued operations			(66)	247		181
Net income (loss)	11,520	12,414	28,304	(4,487)	(36,757)	10,994
Net loss attributable to the noncontrolling interests					526	526
Net income (loss) attributable to Sinclair Broadcast Group	\$ 11,520	\$ 12,414	\$ 28,304	\$ (4,487)	\$ (36,231)	\$ 11,520

Table of Contents**CONDENSED CONSOLIDATING STATEMENT OF CASH FLOWS****FOR THE THREE MONTHS ENDED MARCH 31, 2011**

(in thousands) (unaudited)

	Sinclair Broadcast Group, Inc.	Sinclair Television Group, Inc.	Guarantor Subsidiaries and KDSM, LLC	Non- Guarantor Subsidiaries	Eliminations	Sinclair Consolidated
NET CASH FLOWS (USED IN) FROM OPERATING ACTIVITIES	\$ (2,759)	\$ (6,823)	\$ 68,570	\$ (3,206)	\$ (1,286)	\$ 54,496
CASH FLOWS (USED IN) FROM INVESTING ACTIVITIES:						
Acquisition of property and equipment		(4,580)	(1,394)	(111)		(6,085)
Purchase of alarm monitoring contracts				(1,755)		(1,755)
Distributions from investments				832		832
Investment in equity and cost method investees	(2,000)			(6,064)		(8,064)
Decrease in restricted cash		5,058				5,058
Proceeds from sales of assets			26			26
Proceeds from sale of securities				1,808	(1,808)	
Proceeds from insurance settlement			1,736			1,736
Loans to affiliates	(61)					(61)
Proceeds from loans to affiliates	89					89
Net cash flows (used in) from investing activities	(1,972)	478	368	(5,290)	(1,808)	(8,224)
CASH FLOWS FROM (USED IN) FINANCING ACTIVITIES:						
Proceeds from notes payable, commercial bank financing and capital leases		124,719		3,614		128,333
Repayments of notes payable, commercial bank financing and capital leases	(86)	(55,467)	(99)	(6,062)		(61,714)
Proceeds from exercise of stock options, including excess tax benefits of share based payments	1,737					1,737
Proceeds from Class A Common Stock sold by variable interest entity					1,808	1,808
Payments for deferred financing costs		(4,216)		(66)		(4,282)
Distributions to noncontrolling interest				(39)		(39)
Dividends paid on Class A and Class B Common Stock	(9,684)				93	(9,591)
Repayment of notes and capital leases to affiliates	(210)		(642)			(852)
Increase (decrease) in intercompany payables	12,974	45,149	(68,954)	9,638	1,193	
Net cash flows from (used in) financing activities	4,731	110,185	(69,695)	7,085	3,094	55,400
NET INCREASE IN CASH AND CASH EQUIVALENTS		103,840	(757)	(1,411)		101,672
CASH AND CASH EQUIVALENTS, beginning of period		5,071	1,022	15,602		21,695
	\$	\$ 108,911	\$ 265	\$ 14,191	\$	\$ 123,367

CASH AND CASH EQUIVALENTS, end of  
period

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(in thousands) (unaudited)

	Sinclair Broadcast Group, Inc.	Sinclair Television Group, Inc.	Guarantor Subsidiaries and KDSM, LLC	Non- Guarantor Subsidiaries	Eliminations	Sinclair Consolidated
NET CASH FLOWS (USED IN) FROM OPERATING ACTIVITIES	\$ (3,810)	\$ (15,583)	\$ 55,655	\$ (4,449)	\$ 4,137	\$ 35,950
CASH FLOWS FROM (USED IN) INVESTING ACTIVITIES:						
Acquisition of property and equipment		(34)	(766)	(959)		(1,759)
Purchase of alarm monitoring contracts				(1,199)		(1,199)
Distributions from investments				41		41
Investments in equity and cost method investees	(2,000)			(972)		(2,972)
Decrease in restricted cash		26,556				26,556
Loans to affiliates	(33)					(33)
Proceeds from loans to affiliates	46					46
Net cash flows (used in) from investing activities	(1,987)	26,522	(766)	(3,089)		20,680
CASH FLOWS FROM (USED IN) FINANCING ACTIVITIES:						
Proceeds from notes payable, commercial bank financing and capital leases				4,845		4,845
Repayments of notes payable, commercial bank financing and capital leases	(25,570)		(70)	(4,787)		(30,427)
Payments for deferred financing costs		(1,221)				(1,221)
Repayments of notes and capital leases to affiliates	(182)		(535)			(717)
Increase (decrease) in intercompany payables	31,549	18,226	(54,125)	8,487	(4,137)	
Net cash flows from (used in) financing activities	5,797	17,005	(54,730)	8,545	(4,137)	(27,520)
NET INCREASE IN CASH AND CASH EQUIVALENTS		27,944	159	1,007		29,110
CASH AND CASH EQUIVALENTS, beginning of period		10,364	217	12,643		23,224
CASH AND CASH EQUIVALENTS, end of period	\$	\$ 38,308	\$ 376	\$ 13,650	\$	\$ 52,334

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**ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

This report includes or incorporates forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, Section 21E of the Securities Exchange Act of 1934, as amended (the Exchange Act) and the U.S. Private Securities Litigation Reform Act of 1995. We have based these forward-looking statements on our current expectations and projections about future events. These forward-looking statements are subject to risks, uncertainties and assumptions about us, including, among other things, the following risks:

**General risks**

- the impact of changes in national and regional economies and credit and capital markets;
- consumer confidence;
- the activities of our competitors;
- terrorist acts of violence or war and other geopolitical events;
- natural disasters such as the earthquake and tsunami devastation in Japan;

**Industry risks**

- the business conditions of our advertisers particularly in the automotive and service industries;
- competition with other broadcast television stations, radio stations, multi-channel video programming distributors (MVPDs), internet and broadband content providers and other print and media outlets serving in the same markets;
- availability and cost of programming and the continued volatility of networks and syndicators that provide us with programming content;
- the effects of the Federal Communications Commission's (FCC's) National Broadband Plan and the potential reallocation of some of our broadcasting spectrum;
- the effects of governmental regulation of broadcasting or changes in those regulations and court actions interpreting those regulations, including ownership regulations, indecency regulations, retransmission regulations and political or other advertising restrictions;
- labor disputes and legislation and other union activity associated with film, acting, writing and other guilds;
- the broadcasting community's ability to develop a viable mobile digital broadcast television (mobile DTV) strategy and platform and the consumer's appetite for mobile television;

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- the operation of low power devices in the broadcast spectrum, which could interfere with our broadcast signals;
- the effects of new ratings system technologies including people meters and set-top boxes, and the ability of such technologies to be a reliable standard that can be used by advertisers;
- changes in the makeup of the population in the areas where our stations are located;

### Risks specific to us

- the effectiveness of our management;
- our ability to attract and maintain local and national advertising;
- our ability to service our substantial debt obligations and operate our business under restrictions contained in our financing agreements;
- our ability to successfully renegotiate retransmission consent agreements;
- our ability to renew our FCC licenses;
- our ability to maintain our affiliation and programming service agreements with our networks and program service providers and at renewal, to successfully negotiate these agreements with favorable terms;
- our ability to effectively respond to technology affecting our industry and to increasing competition from other media providers;
- the impact of reverse network compensation payments made by us to networks pursuant to our affiliation agreements requiring compensation for network programming and the resulting negative effect on our operating results;
- the popularity of syndicated programming we purchase and network programming that we air;
- the strength of ratings for our local news broadcasts including our news sharing arrangements;
- the successful execution of our multi-channel broadcasting initiatives including mobile DTV; and
- the results of prior year tax audits by taxing authorities.

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Other matters set forth in this report and our other reports filed with the SEC, including the *Risk Factors* set forth in Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2010 may also cause actual results in the future to differ materially from those described in the forward-looking statements. However, additional factors and risks not currently known to us or that we currently deem immaterial may also cause actual results in the future to differ materially from those described in the forward-looking statements. You are cautioned not to place undue reliance on any forward-looking statements, which speak only as of the date made. We undertake no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. In light of these risks, uncertainties and assumptions, the forward-looking statements discussed in this report might not occur.

The following table sets forth certain operating data for the three months ended March 31, 2011 and 2010:

## STATEMENTS OF OPERATIONS DATA

(in thousands, except for per share data) (Unaudited)

	Three Months Ended March 31,	
	2011	2010
<b>Statement of Operations Data:</b>		
Net broadcast revenues (a)	\$ 155,859	\$ 147,922
Revenues realized from station barter arrangements	17,222	14,776
Other operating divisions revenues	6,406	4,767
Total revenues	179,487	167,465
Station production expenses	42,345	35,918
Station selling, general and administrative expenses	30,562	30,642
Expenses recognized from station barter arrangements	15,727	13,231
Amortization of program contract costs and net realizable value adjustments	12,618	15,914
Depreciation and amortization expenses (b)	12,608	13,880
Other operating divisions expenses	6,503	5,676
Corporate general and administrative expenses	8,664	6,577
Operating income	50,460	45,627
Interest expense and amortization of debt discount and deferred financing costs	(28,880)	(28,763)
Loss from extinguishment of debt	(924)	(289)
Income from equity and cost method investees	11	543
Gain on insurance settlement	1,723	
Other income, net	469	644
Income from continuing operations before income taxes	22,859	17,762
Income tax provision	(8,025)	(6,949)
Income from continuing operations	14,834	10,813
Discontinued operations:		
Income from discontinued operations, net of taxes	293	181
Net income	15,127	10,994
Net loss attributable to the noncontrolling interests	152	526
Net income attributable to Sinclair Broadcast Group	\$ 15,279	\$ 11,520
<b>Basic and Diluted Earnings Per Common Share Attributable to Sinclair Broadcast Group:</b>		
Earnings per share from continuing operations	\$ 0.19	\$ 0.14
Earnings per share	\$ 0.19	\$ 0.14



	March 31, 2011	December 31, 2010
<b>Balance Sheet Data:</b>		
Cash and cash equivalents	\$ 123,367	\$ 21,695
Total assets	\$ 1,571,190	\$ 1,485,924
Total debt (c)	\$ 1,256,821	\$ 1,190,998
Total equity (deficit)	\$ (144,579)	\$ (157,082)

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(a) Net broadcast revenues is defined as broadcast revenues, net of agency commissions.

(b) Depreciation and amortization includes depreciation and amortization of property and equipment and amortization of definite-lived intangible assets and other assets.

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- (c) Total debt is defined as notes payable, capital leases and commercial bank financing, including the current and long-term portions.

The following Management's Discussion and Analysis provides qualitative and quantitative information about our financial performance and condition and should be read in conjunction with our consolidated financial statements and the accompanying notes to those statements. This discussion consists of the following sections:

Executive Overview financial events since December 31, 2010;

Results of Operations an analysis of our revenues and expenses for the three months ended March 31, 2011 and 2010, including comparisons between quarters and expectations for the three months ended June 30, 2011.

Liquidity and Capital Resources a discussion of our primary sources of liquidity, an analysis of our cash flows from or used in operating activities, investing activities and financing activities and an update of our debt refinancings during the three months ended March 31, 2011.

**EXECUTIVE OVERVIEW**

*First Quarter 2011 Events*

- In January, the put right period for the 4.875% Notes expired and no holders of the remaining \$5.7 million outstanding exercised put rights. There are no further put rights through final maturity on July 15, 2018;
- In January, we extended our program service arrangement with MyNetworkTV until Fall 2014;
- In January, we entered into a multi-year retransmission consent agreement with Bright House Networks, LLC for the carriage of six of the stations owned and/or operated by us in four markets;
- In February, our Board of Directors reinstated a quarterly common stock dividend of \$0.12 per share;
- In February, we entered into a multi-year retransmission consent agreement with Time Warner Cable for continued carriage of the 28 stations owned and/or operated by us in 17 markets;
- In February, revenue related to the Super Bowl, which aired on our 20 FOX affiliates was \$6.2 million, a 26.5% increase from revenue generated in 2008, the last time FOX aired the Super Bowl; and
- In March, we entered into an amendment of our Bank Credit Agreement. Under the amendment, we paid down \$45.0 million of the outstanding \$270.0 million balance of our Term Loan B. The Term Loan B maturity was extended one year to October 29, 2016 and we

established a \$115.0 million Term Loan A that matures March 15, 2016.

***Other Events***

- In April, we redeemed, in full, the outstanding \$70.0 million aggregate principal amount of our 6.0% Notes;
- In April, we reached an agreement with Comcast Corporation for a multi-year retransmission consent agreement for the continued carriage of the 36 stations in 22 markets owned and/or operated by us or to which we provide sales services; and
- In April, we entered into a multi-year retransmission consent agreement with Cox Communications for continued carriage of the eight stations owned and/or operated by us in five markets.

**RESULTS OF OPERATIONS**

In general, this discussion is related to the results of our continuing operations, except for discussions regarding our cash flows, which also include the results of our discontinued operations. Unless otherwise indicated, references in this discussion and analysis to the first quarter of 2011 and 2010 refer to the three months ended March 31, 2011 and 2010, respectively. Additionally, any references to the second, third or fourth quarter are to the three months ended June 30, September 30, and December 31, respectively, for the year being discussed. We have two reportable segments, broadcast and other operating divisions that are disclosed separately from our corporate activities.

***SEASONALITY/CYCLICALITY***

Our operating results are usually subject to seasonal fluctuations. Usually, the second and fourth quarter operating results are higher than first and third quarters operating results because advertising expenditures are increased in anticipation of certain seasonal and holiday spending by consumers.

Our operating results are usually subject to fluctuations from political advertising. In even numbered years, political spending is usually significantly higher than in odd numbered years due to advertising expenditures preceding local and national elections. Additionally, every four years, political spending is usually elevated further due to advertising expenditures preceding the presidential election.

Table of Contents**BROADCAST SEGMENT****Broadcast Revenue**

The following table presents our revenues from continuing operations, net of agency commissions, for the three months ended March 31, 2011 and 2010 (in millions):

	For the Three Months Ended March 31,		Percent Change
	2011	2010	
Local revenues:			
Non-political	\$ 120.7	\$ 112.2	7.6%
Political	0.2	0.2	(a)
Total local	120.9	112.4	7.6%
National revenues:			
Non-political	34.6	34.2	1.2%
Political	0.4	1.3	(a)
Total national	35.0	35.5	(1.4)%
Total net broadcast revenues	\$ 155.9	\$ 147.9	5.4%

(a) Political revenue is not comparable from year to year due to cyclicity of elections. See *Political Revenues* below for more information.

*Net broadcast revenues.* When comparing the first quarter 2011 to the same period in 2010, we showed increases in advertising revenues generated from the automotive, schools, furniture and pharmacy-cosmetics sectors. These increases were partially offset by a decrease in the restaurants, political, home products, paid programming and religion sectors. Automotive, which typically is our largest category, represented 20.4% of the quarter's net time sales and was up 22.7% in the first quarter 2011 compared to the same period in 2010.

From a network affiliation or program service arrangement perspective, the following table sets forth our affiliate percentages of net time sales which includes any network compensation for the three months ended March 31, 2011 and 2010:

	# of Stations	Percent of Net Time Sales for the Three months ended March 31,		Net Time Sales Percent Change	
		2011	2010		
FOX	20	49.3%	47.6%	8.3%	
ABC	9	18.4%	19.1%	1.2%	
MyNetworkTV	16	15.6%	16.3%	(0.2)%	
The CW	10	13.1%	13.7%	(0.3)%	
CBS	2	2.6%	2.6%	5.5%	
NBC	1	0.5%	0.6%	(13.4)%	

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Digital	(a)	0.5%	0.1%	207.4%
Total	58			

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(a) We broadcast programming from network affiliations or program service arrangements with TheCoolTV, The Country Network, MyNetworkTV, This TV and Estrella on 69 channels through our stations' second and third digital signals.

*Political Revenues.* Political revenues decreased by \$0.9 million to \$0.6 million for the first quarter 2011 when compared to the same period in 2010. Political revenues are typically higher in election years such as 2010.

*Local Revenues.* Excluding political revenues, our local broadcast revenues, which include local times sales, retransmission revenues and other local revenues, were up \$8.5 million for the quarter ended March 31, 2011 when compared to 2010. The increase is due to an increase in advertising spending particularly in the automotive sector, an increase in retransmission revenues from MVPDs, as well as an increase due to a change in networks for the Super Bowl programming from NBC to FOX.

*National Revenues.* Our national broadcast revenues, excluding political revenues and including national time sales and other national revenues, were up \$0.4 million for the first quarter 2011 compared to same period in 2010. This was primarily due to the rebound in advertising spending that began in 2010 and has continued into 2011.

Table of Contents**Broadcast Expenses**

The following table presents our significant expense categories in our broadcast segment for the three months ended March 31, 2011 and 2010 (in millions):

	For the Three Months Ended March 31,		Percent Change (Increase/ (Decrease))
	2011	2010	
Station production expenses	\$ 42.3	\$ 35.9	17.8%
Station selling, general and administrative expenses	\$ 30.6	\$ 30.6	%
Amortization of program contract costs and net realizable value adjustments	\$ 12.6	\$ 15.9	(20.8)%
Corporate general and administrative expenses	\$ 7.6	\$ 5.9	28.8%
Gain on insurance settlement	\$ 1.7	\$	100.0%

*Station production expenses.* Station production expenses increased during the first quarter 2011 compared to the same period in 2010 primarily due to an increase in fees pursuant to network affiliation agreements, increased compensation expense, increased promotional advertising expenses and increased rating service fees due to annual schedule rate increases. Additionally, news profit share expenses increased due to increased news performance which resulted in higher payments to our news share partners.

We expect station production and station selling, general and administrative expenses in second quarter 2011 to remain flat compared to first quarter 2011.

*Amortization of program contract costs and net realizable value adjustments.* The amortization of program contract costs decreased during the first quarter 2011 compared to the same period in 2010. Over the past few years we have purchased barter and short-term program contracts which are less expensive and result in lower contract cost amortization. We expect program contract amortization to trend higher in second quarter 2011 compared to first quarter 2011.

*Corporate general and administrative expenses.* See explanation under *Corporate and Unallocated Expenses*.

*Gain on insurance settlement.* In the third quarter 2010, our building for WCGV-TV and WVTM-TV in Milwaukee, Wisconsin flooded due to massive storms. In the first quarter 2011, we recognized a gain on insurance settlement of \$1.7 million related to repairing the building and replacing certain equipment.

**OTHER OPERATING DIVISIONS SEGMENT**

Triangle Sign & Service, LLC. (Triangle), a sign designer and fabricator and real estate ventures and other nominal businesses make up our other operating divisions segment. Revenues for our other operating divisions increased \$1.6 million to \$6.4 million during the first quarter 2011 compared to \$4.8 million during the same period in 2010. The increase is primarily due to increases in Triangle's sign and service contract volume and in leasing activity for our consolidated real estate ventures for properties previously being developed during the first quarter 2011 compared to the same period in 2010. Expenses including other operating divisions expenses, depreciation and amortization and applicable other income (expense) items such as interest expense increased \$0.8 million to \$7.4 million during the first quarter 2011 compared to \$6.6 million during the same period in 2010. This increase was in correlation with the increase in revenue activity.

*Income from Equity and Cost Method Investments.* Results of our equity and cost method investments in private investment funds and real estate ventures are included in income from equity and cost method investments in our consolidated statements of operations. During the quarter ended March 31, 2011, we recorded income of \$0.3 million related to our real estate ventures and a loss of \$0.3 million related to certain private investment funds. During the quarter ended March 31, 2010, we recorded income of \$1.0 million related to certain private investment funds and a loss of \$0.5 million related to our real estate ventures.

Primarily all of the operating results of Alarm Funding Associates, LLC, a regional security alarm operating and bulk acquisition company, are included in discontinued operations in our consolidated results of operations. Results increased as we continued to add to our alarm monitoring portfolio.

Table of Contents**CORPORATE AND UNALLOCATED EXPENSES**

	For the Three Months Ended			Percent Change (Increase/ (Decrease))
	2011	March 31, 2010		
Corporate general and administrative expenses	\$ 0.8	\$ 0.5		60.0%
Interest expense	\$ 28.5	\$ 28.4		0.4%
Loss from extinguishment of debt	\$ (0.9)	\$ (0.3)		200.0%
Income tax provision	\$ (8.0)	\$ (6.9)		15.9%

*Corporate general and administrative expenses.* We allocate most of our corporate general and administrative expenses to the broadcast segment. The explanation that follows combines the corporate general and administrative expenses found in the *Broadcast Segment* section with the corporate general and administrative expenses found in this section, *Corporate and Unallocated Expenses*. These results exclude general and administrative costs from our other operating divisions segment which are included in our discussion of expenses in the *Other Operating Divisions Segment* section.

Corporate general and administrative expenses increased in first quarter 2011 compared to the same period in 2010. This is primarily due to an increase in executive bonuses, stock-based compensation from the issuance of stock-settled appreciation rights, health and other insurance costs and an increase in workers compensation expense.

We expect corporate general and administrative expenses to decrease in the second quarter 2011 compared to first quarter 2011.

*Interest expense.* Interest expense has increased primarily due to the debt refinancings during 2010. As part of these debt refinancings, we issued new 8.375% Notes in fourth quarter 2010 and amended and restated our Bank Credit Agreement in third quarter 2010. Additionally, in first quarter 2011, we amended our Bank Credit Agreement and our interest rate was reduced, however, \$2.8 million in costs associated with the amendment were expensed as interest. These increases were partially offset by the redemption of our 8.0% Notes, a portion of our 6.0% Notes, 3.0% Notes and 4.875% Notes in 2010. We expect interest expense to decrease in second quarter 2011 compared to first quarter 2011.

*Loss from extinguishment of debt.* During the first quarter 2011, we amended our Bank Credit Agreement and paid down a portion of our Term Loan B resulting in a loss of \$0.9 million from extinguishment of debt. During the first quarter 2010, through tender offers, we redeemed \$14.3 million and \$12.3 million of our 4.875% and 3.0% Notes, respectively, resulting in a loss on extinguishment of \$0.2 million and \$0.1 million, respectively.

*Income tax provision.* The effective tax rate for the three months ended March 31, 2011 including the effects of the noncontrolling interest was a provision of 34.9% as compared to a provision of 38.0% during the same period in 2010. The decrease in the effective tax rate for the three months ended March 31, 2011 as compared to the same period in 2010 is primarily due to a greater valuation allowance provided for in 2010.

**LIQUIDITY AND CAPITAL RESOURCES**



As of March 31, 2011, we had \$123.4 million in cash and cash equivalent balances and working capital of approximately \$60.4 million. Cash generated by our operations and availability under the Revolving Credit Facility are used as our primary source of liquidity. As of March 31, 2011, we had \$135.9 million of borrowing capacity available on our Revolving Credit Facility. We anticipate that existing cash and cash equivalents, cash flow from our operations and borrowing capacity under the Revolving Credit Facility will be sufficient to satisfy our debt service obligations, capital expenditure requirements and working capital needs for the next twelve months. For our long-term liquidity needs, in addition to the sources described above, we may rely upon the issuance of long-term debt, the issuance of equity or other instruments convertible into or exchangeable for equity, or the sale of non-core assets. However, there can be no assurance that additional financing or capital or buyers of our non-core assets will be available, or that the terms of any transactions will be acceptable or advantageous to us.

On January 15, 2011, the put right period for the 4.875% Notes expired and no holders exercised their put rights. Pursuant to our Bank Credit Agreement the \$5.1 million in restricted cash held to pay for the put of any 4.875% Notes was used towards reducing our debt balance in March 2011. On January 15, 2011, the 4.875% Notes cash interest rate of 4.875% changed to 2.0% through maturity with the difference of 2.875% being accrued and then paid at maturity. As of March 31, 2011, the face amount of the outstanding 4.875% Notes was \$5.7 million.

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On March 15, 2011, we entered into the Amendment of our Bank Credit Agreement. The final terms of the Amendment are as follows:

- A Term Loan A of \$115.0 million. The Term Loan A bears interest at LIBOR plus 2.25%. The Term Loan A is repayable in quarterly installments, amortizing as follows:
  - 1.875% per quarter commencing March 31, 2012 to December 31, 2012
  - 2.50% per quarter commencing March 31, 2013 to December 31, 2013
  - 3.125% per quarter commencing March 31, 2014 to December 31, 2015
  - remaining unpaid principal due at maturity on March 15, 2016
  
- We paid down \$45.0 million of the outstanding \$270.0 million of the Term Loan B. Interest on the Term Loan B was reduced to LIBOR plus 3.00% with a 1.0% LIBOR floor. Principal will continue to amortize at a rate of \$825,000 per quarter through September 30, 2016 ending with a final payment of the remaining unpaid principal due at maturity on October 29, 2016.
  
- Other amended terms provide us with incremental term loan capacity of \$300.0 million and more flexibility to use our cash balances and the revolving credit facility for restricted payments and television acquisitions, including in certain circumstances the ability to make up to \$100.0 million in unrestricted annual cash payments including but not limited to dividends and other strategic investments.

On April 15, 2011, we completed the redemption of all \$70.0 million of the 6.0% Notes at 100% of the face value of such notes. We used the proceeds from our Term Loan A to pay for the redemption.

***Sources and Uses of Cash***

The following table sets forth our cash flows for the three months ended March 31, 2011 and 2010 (in millions):

	<b>For the Three Months Ended</b>			
	<b>March 31,</b>			
	<b>2011</b>		<b>2010</b>	
Net cash flows from operating activities	\$	54.5	\$	36.0
Cash flows (used in) from investing activities:				
Acquisition of property and equipment	\$	(6.1)	\$	(1.7)

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Decrease in restricted cash	5.1	26.6
Dividends and distributions from cost method investees	0.8	
Purchase of alarm monitoring contracts	(1.8)	(1.2)
Investments in equity and cost method investees	(8.1)	(3.0)
Other	1.9	
Net cash flows (used in) from investing activities	\$ (8.2)	\$ 20.7
Cash flows from (used in) financing activities:		
Proceeds from notes payable, commercial bank financing and capital leases	\$ 128.3	\$ 4.8
Repayments of notes payable, commercial bank financing and capital leases	(61.7)	(30.4)
Payments for deferred financing costs	(4.3)	(1.2)
Dividends paid on Class A and Class B Common Stock	(9.6)	
Other	2.7	(0.7)
Net cash flows from (used in) financing activities	\$ 55.4	\$ (27.5)

*Operating Activities*

Net cash flows from operating activities increased during the first quarter 2011 compared to the same period in 2010. During 2011, we paid less cash interest and program payments.

We expect program payments to decrease in the second quarter 2011 compared to the first quarter 2011. We expect net interest expense to decrease in the second quarter 2011 compared to the first quarter 2011.

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***Investing Activities***

With the exception of restricted cash, net cash flows used in investing activities increased during the first quarter 2011 compared to the same period in 2010. We made additional equity investments primarily in real estate and increased capital expenditures primarily for news operations. We decreased our investment in restricted cash at the expiration of the put period for the 4.875% Notes and used the cash to pay down our debt balance pursuant to our Bank Credit Agreement.

In second quarter 2011, we anticipate incurring more capital expenditures than incurred in the first quarter 2011.

***Financing Activities***

Net cash flows from financing activities increased in the first quarter 2011 compared to the same period in 2010. In first quarter 2011, we amended our Bank Credit Agreement resulting in a new Term Loan A of \$115.0 million and reducing our Term Loan B by \$45.0 million. In February 2011, our Board of Directors reinstated a quarterly common stock dividend of \$0.12 per share. Future dividends on our common shares, if any, will be at the discretion of our Board of Directors and will depend on several factors including our results of operations, cash requirements and surplus, financial condition, covenant restrictions and other factors that the Board of Directors may deem relevant.

**CONTRACTUAL CASH OBLIGATIONS**

As of March 31, 2011, our contractual cash obligations increased from what was previously disclosed in our Annual Report on Form 10-K for the year ended December 31, 2010 primarily due to changes in our debt. As disclosed above under *Liquidity and Capital Resources*, during first quarter 2011, we borrowed \$115.0 million under the Term Loan A and used \$45.0 million to pay down the Term Loan B. On April 15, 2011, we used the remaining net proceeds to complete the redemption of all \$70.0 million of the 6.0% Notes at 100% of the face value of such notes.

**ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

On March 15, 2011, we entered into an amendment of our Bank Credit Agreement. The amendment includes a new Term Loan A of \$115.0 million. Under the amendment, we paid down \$45.0 million of the outstanding \$270.0 million balance under the Term Loan B. The Term Loan B will bear interest at LIBOR plus 3.0% with a 1.0% floor. The Term Loan A will bear interest at LIBOR plus 2.25%. Any outstanding amounts accrue interest with a variable rate and therefore increases our risk to increases from interest rates.

On April 15, 2011, we completed the redemption of all \$70.0 million of the 6.0% Notes at 100% of the face value of such notes.

Other than the foregoing, there have been no material changes from the quantitative and qualitative discussion about market risk previously disclosed in our Annual Report on Form 10-K for the year ended December 31, 2010.

#### ITEM 4. CONTROLS AND PROCEDURES

##### *Evaluation of Disclosure Controls and Procedures and Internal Control over Financial Reporting*

Our management, under the supervision and with the participation of our Chief Executive Officer and Chief Financial Officer, evaluated the design and effectiveness of our disclosure controls and procedures and our internal control over financial reporting as of March 31, 2011.

The term disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act, means controls and other procedures of a company that are designed to provide reasonable assurance that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to provide reasonable assurance that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is accumulated and communicated to the company's management, including its principal executive and principal financial officers, as appropriate, to allow timely decisions regarding required disclosure. Management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving their objectives and management necessarily applies its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

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The term internal control over financial reporting, as defined in Rules 13a-15d-15(f) under the Exchange Act, means a process designed by, or under the supervision of our Chief Executive and Chief Financial Officers and effected by our Board of Directors, management and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles (GAAP) and includes those policies and procedures that:

- pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and disposition of our assets;
- provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with GAAP and that our receipts and expenditures are being made in accordance with authorizations of management or our Board of Directors; and
- provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material adverse effect on our financial statements.

*Assessment of Effectiveness of Disclosure Controls and Procedures*

Based on the evaluation of our disclosure controls and procedures as of March 31, 2011, our Chief Executive Officer and Chief Financial Officer concluded that, as of such date, our disclosure controls and procedures were effective at the reasonable assurance level.

*Changes in Internal Control over Financial Reporting*

There have been no changes in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during the quarter ended March 31, 2011, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

*Limitations on the Effectiveness of Controls*

Management, including our Chief Executive Officer and Chief Financial Officer, do not expect that our disclosure controls and procedures or our internal control over financial reporting will prevent all errors and all fraud. A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within our company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by management's override of the control. The design of any system of controls also is based in part upon certain assumptions about the likelihood of future events and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions; over time, controls may become inadequate because of changes in conditions, or the degree of

compliance with the policies or procedures may deteriorate. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

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**PART II. OTHER INFORMATION**

**ITEM 1. LEGAL PROCEEDINGS**

We are a party to lawsuits and claims from time to time in the ordinary course of business. Actions currently pending are in various stages and no material judgments or decisions have been rendered by hearing boards or courts in connection with such actions. After reviewing developments to date with legal counsel, our management is of the opinion that the outcome of our pending and threatened matters will not have a material adverse effect on our consolidated balance sheets, consolidated statements of operations or consolidated statements of cash flows.

**ITEM 1A. RISK FACTORS**

There have been no material changes to the Risk Factors contained in our Annual Report on Form 10-K for the year ended December 31, 2010.

**ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS**

None.

**ITEM 3. DEFAULTS UPON SENIOR SECURITIES**

None.

**ITEM 4. REMOVED AND RESERVED**

**ITEM 5. OTHER INFORMATION**

None.





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**ITEM 6. EXHIBITS**

<b>Exhibit Number</b>	<b>Description</b>
10.1	Second Amendment to the Fourth Amended and Restated Credit Agreement, dated as of March 15, 2011, by and among Sinclair Television Group Inc., JP Morgan Chase Bank, N.A and the lenders party thereto. (Incorporated by reference from Registrant's Report on Form 8-K filed March 16, 2011).
10.2	Stock Appreciation Right Agreement between Sinclair Broadcast Group, Inc., and David D. Smith dated March 22, 2011.
31.1	Certification by David D. Smith, as Chairman and Chief Executive Officer of Sinclair Broadcast Group, Inc., pursuant to Rule 13a-14(a) of the Exchange Act (15 U.S.C. § 7241).
31.2	Certification by David B. Amy, as Chief Financial Officer of Sinclair Broadcast Group, Inc., pursuant to Rule 13a-14(a) of the Exchange Act (15 U.S.C. § 7241).
32.1	Certification by David D. Smith, as Chairman and Chief Executive Officer of Sinclair Broadcast Group, Inc., pursuant to Rule 13a-14(b) of the Exchange Act and § 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C § 1350).
32.2	Certification by David B. Amy, as Chief Financial Officer of Sinclair Broadcast Group, Inc., pursuant to Rule 13a-14(b) of the Exchange Act and § 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C § 1350).

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report on Form 10-Q to be signed on its behalf by the undersigned thereunto duly authorized on the 6th day of May 2011.

SINCLAIR BROADCAST GROUP, INC.

By:

/s/ David R. Bochenek  
David R. Bochenek  
Vice President/Chief Accounting Officer  
(Authorized Officer and Chief Accounting Officer)

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