

BARRINGTON BROADCASTING GROUP LLC

CODE OF ETHICS

Introduction

Set forth herein is the Code of Ethics (the “Code”) adopted by Barrington Broadcasting Group LLC (the “Company”). The purpose of this Code is to set standards for the Chief Executive Officer, Chief Operating Officer, Chief Financial Officer, Vice President of Finance and Administration, Vice President of Acquisitions and Development and other officers performing similar functions for the Company and its subsidiaries and controlled affiliates (each a “Senior Officer” and collectively, the “Senior Officers”) as are reasonably necessary to promote (a) honest and ethical conduct; (b) avoidance of conflicts of interest; (c) full, fair, accurate, timely and understandable disclosure in the reports and documents that the Company files or submits to the Securities and Exchange Commission (the “SEC”), any governmental agencies governing the Company and in any other public communications by the Company; and (d) compliance with applicable governmental laws, rules and regulations. This Code covers a wide range of business practices and procedures, but it does not address every applicable law or respond to every ethical question or concern that may arise.

This Code of Ethics may be revised or supplemented from time to time to reflect changing laws and ethical standards. Each Senior Officer is responsible for maintaining a working knowledge and understanding of this Code of Ethics. Every Senior Officer has a duty to adhere to this Code and those who violate the standards in this Code will be subject to disciplinary action which may include suspension or dismissal and/or the reporting of violative conduct to appropriate regulatory and criminal authorities. If you are involved in a situation which you believe may violate or lead to a violation of this Code, follow the guidelines described in Section 11 of this Code.

1. Due Professional Care

Senior Officers must exercise due professional care in the performance of their duties and responsibilities for the Company.

(a) Senior Officers are expected to carry out their duties and responsibilities with due professional care and a genuine interest in serving the Company, customers and investors of the Company, governmental authorities and the general public. Senior Officers are expected to provide quality services in a manner that demonstrates commitment to a level of professionalism consistent with this Code.

(b) Senior Officers who are certified public accountants are expected to carry out their duties and responsibilities in a manner consistent with the principles governing the certified public accounting profession, including any guidelines or principles issued by the American Institute of Certified Public Accountants from time to time.

2. **Integrity**

Senior Officers must perform their duties and responsibilities for the Company with the highest sense of integrity. Integrity requires Senior Officers to perform their work with honesty, diligence, responsibility and in accordance with applicable laws. In the performance of their work, Senior Officers must not knowingly be a party to any illegal activity or engage in acts that are discreditable to the Company. Integrity requires Senior Officers to observe both the form and the spirit of the ethical principles contained in this Code.

3. **Competency and Diligence**

Senior Officers must perform their duties and responsibilities for the Company with competence and diligence.

(a) Diligence requires Senior Officers to carry out their responsibilities and duties carefully, thoroughly and in a timely manner, and to observe applicable technical standards and the ethical principles contained in this Code.

(b) Competence requires Senior Officers to undertake only those duties and responsibilities for which they have the necessary knowledge, skills and experience, or can reasonably expect to obtain the necessary knowledge, skills and experience through training, supervision or otherwise.

(c) The maintenance of competence requires Senior Officers to be committed to learning and professional improvement throughout their professional lives.

4. **Conflicts of Interest**

A “conflict of interest” exists when a person’s personal private interest interferes in any way - or even appears to interfere in any way - with the interests of the Company. A conflict situation can arise when a Senior Officer takes actions or has interests in connection with or as a result of a material transaction or relationship that may make it difficult for him or her or others to perform work or make decisions objectively and effectively in the Company’s interest. Conflicts of interest may also arise when a Senior Officer or members of his or her family receives improper personal benefits as a result of his or her position in the Company. Conflicts of interest, unless approved in accordance with this Code, as applicable, are prohibited as a matter of Company policy. Examples include the following:

(a) **Employment/Outside Employment**

In consideration of their employment with the Company, Senior Officers are expected to devote their full attention to the business interests of the Company. Senior Officers are prohibited from engaging in any activity that interferes with their performance or responsibilities to the Company or is otherwise in conflict with or prejudicial to the Company. Our policies prohibit any Senior Officer from accepting simultaneous employment with a client, credit source, supplier, or competitor, or from taking part in any activity that enhances or supports a competitor's position. If you have any questions regarding this requirement, you should contact the Chief Financial Officer.

(b) **Business Interests**

If you are considering investing in a client, credit source, supplier or competitor, great care must be taken to ensure that these investments do not compromise your responsibilities to the Company. Many factors should be considered in determining whether a conflict exists, including the size and nature of the investment; your ability to influence the Company's decisions; your access to confidential information of the Company or of the other company; and the nature of the relationship between the Company and the other company. The Audit Committee of the Company's Board of Directors (the "Board") must approve in advance any such investment (other than purchases of \$50,000 or less of stock of a publicly traded company).

(c) **Related Parties**

As a general rule, you should avoid conducting business or engaging in a transaction on behalf of the Company with a family member or significant other, or with a company or firm with which you or a family member or significant other is a significant owner or associated or employed in a significant role or position. "Family members" include any person related by blood, adoption or marriage, including grandparents, aunts, uncles, nieces, nephews, cousins, stepchildren, stepparents, and in-laws. "Significant others" include co-habitants, domestic partners, and persons with whom a Senior Officer has (or reasonably expects to have) a consensual romantic, sexual, intimate or dating relationship.

The Audit Committee must review and approve in advance all material related party transactions or business or professional relationships. All instances involving such potential related party transactions or business or professional relationships must be reported to the Chief Financial Officer who will assess the materiality of the transaction or relationship and elevate the matter to the Audit Committee as appropriate. You must not enter into, develop or continue any such material transaction or relationship without obtaining such prior Audit Committee approval. The Company must report all material related party transactions and business or professional relationships under applicable accounting rules and the SEC's rules and regulations. Any dealings with a related party must be conducted in such a way as to avoid preferential treatment and assure that the terms obtained by the Company are no less favorable than could be obtained from unrelated parties on an arm's-length basis.

Conflicts of interest or the material nature of a transaction or relationship may not always be clear-cut; if questions arise, you should consult with the Chief Financial Officer before entering into, developing or continuing a transaction that could reasonably be expected to give rise to a conflict of interest.

(d) **Other Situations**

Because other conflicts of interest may arise, it would be impractical to attempt to list all possible situations. Any Senior Officer who becomes aware of a conflict of interest or a potential conflict of interest should bring it to the attention of the Chief Financial Officer or other appropriate personnel or consult the guidelines described in Section 11 of this Code.

5. **Public Disclosure**

The Company is committed to providing full, fair, accurate, timely and understandable disclosure in the periodic reports and other information it files with or submits to the SEC and in other public communications, such as press releases, earnings conference calls and industry conferences, made by the Company. In meeting such standards for disclosure, the Company's Senior Officers shall at all times strive to comply with the Company's disclosure obligations and, as necessary, appropriately consider and balance the need or desirability for confidentiality with respect to non-public negotiations or other business developments. The Company's Chief Executive Officer and Chief Financial Officer are responsible for establishing effective disclosure controls and procedures and internal controls over financial reporting within the meaning of applicable SEC rules and regulations. The Company expects the Chief Executive Officer and Chief Financial Officer to take a leadership role in implementing such controls and procedures and to position the Company to comply with its disclosure obligations and otherwise meet the foregoing standards for public disclosure.

No Senior Officer should interfere with, hinder or obstruct the Company's efforts to meet the standards for public disclosure set forth above.

6. **Preparation of Financial Statements**

Senior Officers must not knowingly make any misrepresentations regarding the Company's financial statements or any facts in the preparation of the Company's financial statements, and must comply with all applicable laws, standards, principles, guidelines, rules and regulations in the preparation of the Company's financial statements.

(a) Senior Officers must not knowingly make any misrepresentations regarding any facts in the preparation of the Company's financial statements, records or related information, which includes knowingly:

(i) making, or permitting or directing another to make, materially false or misleading entries in an the Company's financial statements or records;

(ii) failing to correct the Company's financial statements or records that are materially false or misleading when he or she has the authority to record an entry; and

(iii) signing or directing another to sign a document containing materially false or misleading financial information.

(b) Senior Officers must be diligent in their application of generally accepted accounting principles. Senior Officers must not (i) express an opinion or state affirmatively that the financial statements or other financial data of the Company are presented in conformity with generally accepted accounting principles, or (ii) state that he or she is not aware of any material modifications that should be made to such statements or data in order for them to be in conformity with generally accepted accounting principles, if such statements or data contain any departure from generally accepted accounting principles then in effect in the United States.

(c) Senior Officers must follow the laws, standards, principles, guidelines, rules and regulations established by all applicable governmental bodies, commissions or other regulatory agencies in the preparation of financial statements, records and related information. If a Senior Officer prepares financial statements, records or related information (such as "Management's Discussion and Analysis of Financial Condition and Results of Operations") for purposes of reporting to such bodies, commissions or regulatory agencies, the Senior Officer should follow the requirements of such organizations in addition to generally accepted accounting principles.

(d) Senior Officers must coordinate and consult with the Company's Chief Financial Officer and Audit Committee to ensure they are aware of and carry out their duties and responsibilities in accordance with all relevant disclosure obligations of the Company.

7. Obligations to the Company's Independent Auditor

Senior Officers must be candid in all dealings with the Company's independent auditor.

(a) In dealing with the Company's independent auditor, Senior Officers must be candid and not knowingly misrepresent facts or knowingly fail to disclose material facts, and must respond to specific inquiries and requests by the Company's independent auditor.

(b) Senior Officers must not take any action, or direct any person to take any action, to fraudulently influence, coerce, manipulate or mislead the Company's independent auditor in the performance of an audit of the Company's financial statements for the purpose of rendering such financial statements materially misleading.

8. **Compliance with Laws, Rules and Regulations**

Obeying the law, both in letter and in spirit, is the foundation on which this Company's ethical standards are built. All Senior Officers must respect and obey the laws of the cities and states in which we operate and the rules and regulations applicable to the Company's business. Although Senior Officers are not expected to know all of the details of these laws, rules and regulations, it is important to know enough to determine when to seek advice from legal counsel. Compliance with the law does not obviate the need to act with the highest honest and ethical standards.

9. **Corporate Opportunities**

Senior Officers are prohibited from exploiting for their own personal gain opportunities that are discovered through the use of corporate property, information or position unless the opportunity is fully disclosed to the Board and the Board declines to pursue such opportunity. No Senior Officer may use corporate property, information, or position for improper personal gain, and no Senior Officer may compete with the Company directly or indirectly. Senior Officers owe a duty to the Company to advance the Company's legitimate interest when the opportunity to do so arises.

10. **Fair Dealing**

The purpose of business entertainment and gifts in a commercial setting is to create good will and sound working relationships, not to gain unfair advantage with customers. No gift or entertainment should ever be offered, given, provided or accepted by any Senior Officer or family member of any Senior Officer unless it:

- is not a cash gift,
- is consistent with customary business practices,
- is not excessive in value,
- cannot be construed as a bribe or payoff and does not create an appearance of impropriety, and
- is in compliance with the Company's policy on gifts and gratuities and does not violate any laws or rules or regulations.

Please discuss with the Chief Financial Officer any gifts or proposed gifts which you are not certain are appropriate.

11. **Reporting of Illegal or Unethical Behavior**

Senior Officers should report any conduct or actions by a Senior Officer that do not comply with the law or with this Code.

(a) Any Senior Officer who questions whether a practice is acceptable must immediately report such practice to the Audit Committee or to legal counsel, who must report such situation or activity to the Audit Committee upon becoming advised of such situation or activity.

(b) The members of the Audit Committee will confer and issue a written advisory to such Senior Officer as to whether or not the reported practice is in fact acceptable. The Audit Committee will not be responsible for monitoring or enforcing this reporting of violations policy, but rather each Senior Officer is responsible for self-compliance with this reporting of violations policy.

(c) If the Audit Committee determines that a Senior Officer violated this Code, failed to report a known or suspected violation of this Code, or provided intentionally false or malicious information in connection with an alleged violation of this Code, the Company may take disciplinary action against any such Senior Officer to the extent the Audit Committee deems appropriate. No Senior Officer will be disciplined for reporting a concern in good faith.

(d) To the extent possible, as allowed by law, communications of violations or concerns will be kept confidential to the extent feasible and appropriate, and except as required by law.

(e) The Company may report violations of the law to the appropriate authorities.

12. **Administration**

No code, including this one, can cover all situations. Similarly, exceptional circumstances may occur which do not fit neatly within the guidelines of this Code or where strict application of this Code may not produce a fair result. Overall administration of this Code including its interpretation and amendment is under the authority of the Audit Committee of the Board.

13. **Waivers of this Code**

A copy of this Code shall be posted on the Company's website, www.barringtontv.com. Any waiver of this Code may be made only by the Board or a committee of independent members of the Board to which such responsibility has been delegated, and must be promptly disclosed on the Company's website.