

CURRENT REPORT

of

BARRINGTON BROADCASTING GROUP LLC BARRINGTON BROADCASTING CAPITAL CORPORATION

2500 W. Higgins Road, Suite 155
Hoffman Estates, IL 60169
(847) 884-1877

February 5, 2009

Pursuant to Section 4.3(a) of the Indenture, dated as of August 11, 2006, as supplemented by the Supplemental Indenture, dated as of March 19, 2008, by and among Barrington Broadcasting Group LLC, a Delaware limited liability company (“Barrington Group” or the “Company”), Barrington Broadcasting Capital Corporation, a Delaware corporation (“Barrington Capital”), U.S. Bank National Association, as trustee, and the guarantors named therein, relating to the 10½% Senior Subordinated Notes due 2014 (the “Notes”), Barrington Group and Barrington Capital are furnishing the information contained herein to holders of the Notes.

Approval of the Credit Facility Amendment

On February 5, 2009, the Company entered into Amendment No. 1 (the “Amendment”) with Bank of America, N.A. (“Bank of America”), as administrative agent, and the lenders party thereto (the “Lenders”), amending that certain Credit Agreement, dated August 11, 2006, by and among the Company, as borrower, all subsidiaries thereof and Barrington Broadcasting LLC, as guarantors, Bank of America, as administrative agent, and the lenders party thereto (the “Credit Facility”). The Amendment will become effective on the date Pilot Group LP contributes \$16 million of cash to the Company and certain other conditions precedent are satisfied.

Set forth below is a summary of the material terms of the Amendment.

- The Company is permitted to use up to \$13.0 million of cash to purchase and retire a portion of the Notes for one year following the effective date of the Amendment, subject to a restriction on the maximum weighted average price payable for the Notes, and is also permitted to effect exchanges of qualified capital stock for the Notes.
- The applicable margin for both the term facility and the revolving facility was increased to 4.25% for LIBOR based loans and 3.25% for base rate loans.

- The percentage of annual excess cash flow the Company is required to use to prepay term loans was increased from 50% to 100%.
- The uncommitted \$50 million incremental term loan facility was eliminated.
- The Company's ability to make certain dividends or other distributions to, or to redeem or repurchase equity from, equity holders was eliminated.

The Lenders that consented to the Amendment will be paid an aggregate amendment fee of \$1.69 million.

Retirement or Purchase of the Notes

The Company may from time to time seek to retire or purchase the Notes through cash purchases and/or exchanges for qualified equity securities, in open market purchases, privately negotiated transactions or otherwise. Such repurchases or exchanges, if any, will depend on prevailing market conditions, the Company's liquidity requirements, contractual restrictions and other factors. The amounts involved may be material.

SIGNATURE

Pursuant to the requirements of Section 4.3(a) of the indenture, the Issuers have duly caused current report to be signed on its behalf by the undersigned thereunto duly authorized.

BARRINGTON BROADCASTING GROUP LLC
BARRINGTON BROADCASTING CAPITAL CORPORATION

Date: February 10, 2009

By: /s/ Warren Spector _____

Name: Warren Spector
Title: Director and Chief Financial Officer