UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q

(Mark One)

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

For the quarterly period ended June 30, 2010

OR

o 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 x No o

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 o No o

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 o	Accelerated filer x
Non-accelerated filer o	Smaller reporting company o

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.

Title of each class	**Number of shares outstanding as of July 26, 2010**
Class A Common Stock	49,349,586
Class B Common Stock	30,977,859

SINCLAIR BROADCAST GROUP, INC.

FORM 10-Q

FOR THE QUARTER ENDED JUNE 30, 2010

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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 June 30, 2010	As of December 31, 2009
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	$ 42,820	$ 23,224
Current portion of restricted cash	22,446	27,667
Accounts receivable, net of allowance for doubtful accounts of $3,075 and $2,932, respectively	112,707	106,792
Affiliate receivable	67	69
Current portion of program contract costs	25,310	43,741
Income taxes receivable	7,382	8,073
Prepaid expenses and other current assets	6,488	6,130
Deferred barter costs	3,862	2,825
Deferred tax assets	7,277	7,277
Total current assets	228,359	225,798
PROGRAM CONTRACT COSTS, less current portion	11,603	16,417
PROPERTY AND EQUIPMENT, net	281,433	296,227
RESTRICTED CASH, less current portion	386	37,216
GOODWILL	660,017	660,017
BROADCAST LICENSES	51,988	51,988
DEFINITE-LIVED INTANGIBLE ASSETS, net	186,493	193,405
OTHER ASSETS	119,566	116,653
Total assets	$ 1,539,845	$ 1,597,721
LIABILITIES AND EQUITY (DEFICIT)		
CURRENT LIABILITIES:		
Accounts payable	$ 3,794	$ 3,746
Accrued liabilities	64,946	60,523
Current portion of notes payable, capital leases and commercial bank financing	37,421	40,632
Current portion of notes and capital leases payable to affiliates	3,316	2,995
Current portion of program contracts payable	63,256	91,995
Deferred barter revenues	3,481	2,810
Total current liabilities	176,214	202,701
LONG-TERM LIABILITIES:		
Notes payable, capital leases and commercial bank financing, less current portion	1,235,508	1,297,964
Notes payable and capital leases to affiliates, less current portion	21,077	24,717
Program contracts payable, less current portion	36,334	48,448
Deferred tax liabilities	193,217	177,219
Other long-term liabilities	47,863	48,894

Total liabilities		1,710,213		1,799,943
EQUITY (DEFICIT):				
SINCLAIR BROADCAST GROUP SHAREHOLDERS EQUITY (DEFICIT):				
Class A Common Stock, $.01 par value, 500,000,000 shares authorized, 49,330,309 and 47,375,437 shares issued and outstanding, respectively		493		474
Class B Common Stock, $.01 par value, 140,000,000 shares authorized, 30,997,859 and 32,453,859 shares issued and outstanding, respectively, convertible into Class A Common Stock		310		325
Additional paid-in capital		609,136		605,340
Accumulated deficit		(785,083)		(813,876)
Other comprehensive loss		(4,068)		(4,213)
Total Sinclair Broadcast Group shareholders deficit		(179,212)		(211,950)
Noncontrolling interests		8,844		9,728
Total deficit		(170,368)		(202,222)
Total liabilities and equity (deficit)	$	1,539,845	$	1,597,721

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

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SINCLAIR BROADCAST GROUP, INC.

CONSOLIDATED STATEMENTS OF OPERATIONS

(In thousands, except per share data) (Unaudited)

	Three Months Ended June 30, 2010	Three Months Ended June 30, 2009	Six Months Ended June 30, 2010	Six Months Ended June 30, 2009
REVENUES:				
Station broadcast revenues, net of agency commissions	$ 158,709	$ 133,008	$ 306,631	$ 264,313
Revenues realized from station barter arrangements	17,985	13,919	32,761	25,817
Other operating divisions revenues	8,857	11,345	15,787	22,880
Total revenues	185,551	158,272	355,179	313,010
OPERATING EXPENSES:				
Station production expenses	38,645	36,889	74,563	71,832
Station selling, general and administrative expenses	30,554	31,993	61,196	62,903
Expenses recognized from station barter arrangements	15,748	11,293	28,979	21,521
Amortization of program contract costs and net realizable value adjustments	15,303	19,865	31,217	40,623
Other operating divisions expenses	7,580	10,891	14,357	23,142
Depreciation of property and equipment	9,097	10,528	18,722	22,461
Corporate general and administrative expenses	7,250	6,017	13,827	12,376
Amortization of definite-lived intangible assets and other assets	4,683	6,252	9,400	11,453
Gain on asset exchange		(1,280)		(2,516)
Impairment of goodwill, intangible and other assets				130,098
Total operating expenses	128,860	132,448	252,261	393,893
Operating income (loss)	56,691	25,824	102,918	(80,883)
OTHER INCOME (EXPENSE):				
Interest expense and amortization of debt discount and deferred financing costs	(28,377)	(17,646)	(57,351)	(36,020)
(Loss) gain from extinguishment of debt	(149)		(438)	18,986
(Loss) income from equity and cost method investments	(1,024)	463	(481)	18
Other income, net	571	412	1,210	1,113
Total other expense	(28,979)	(16,771)	(57,060)	(15,903)
Income (loss) from continuing operations before income taxes	27,712	9,053	45,858	(96,786)
INCOME TAX (PROVISION) BENEFIT	(10,692)	(6,358)	(17,778)	12,442
Income (loss) from continuing operations	17,020	2,695	28,080	(84,344)
DISCONTINUED OPERATIONS:				
Loss from discontinued operations, includes income tax provision of $68, $109, $134 and $217, respectively	(68)	(109)	(134)	(217)
NET INCOME (LOSS)	16,952	2,586	27,946	(84,561)
Net loss attributable to the noncontrolling interests	321	197	847	1,689
NET INCOME (LOSS) ATTRIBUTABLE TO SINCLAIR BROADCAST GROUP	$ 17,273	$ 2,783	$ 28,793	$ (82,872)
EARNINGS (LOSS) PER COMMON SHARE ATTRIBUTABLE TO SINCLAIR BROADCAST GROUP:				
Basic earnings (loss) per share from continuing operations	$ 0.22	$ 0.04	$ 0.36	$ (1.03)
Basic earnings (loss) per share	$ 0.22	$ 0.04	$ 0.36	$ (1.03)

Diluted earnings (loss) per share from continuing operations	$	0.21	$	0.04	$	0.36	$	(1.03)
Diluted earnings (loss) per share	$	0.21	$	0.04	$	0.36	$	(1.03)
Weighted average common shares outstanding		80,307		79,566		80,133		80,187
Weighted average common and common equivalent shares outstanding		86,985		79,566		81,175		80,187
AMOUNTS ATTRIBUTABLE TO SINCLAIR BROADCAST GROUP COMMON SHAREHOLDERS:								
Income (loss) from continuing operations	$	17,341	$	2,892	$	28,927	$	(82,655)
Loss from discontinued operations		(68)		(109)		(134)		(217)
Net income (loss)	$	17,273	$	2,783	$	28,793	$	(82,872)

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 SIX MONTHS ENDED JUNE 30, 2010

(In thousands) (Unaudited)

	Sinclair Broadcast Group Shareholders						
	Class A Common Stock	Class B Common Stock	Additional Paid-In Capital	Accumulated Deficit	Other Comprehensive Loss	Noncontrolling Interests	Total Equity (Deficit)
BALANCE, December 31, 2009	$ 474	$ 325	$ 605,340	$ (813,876)	$ (4,213)	$ 9,728	$ (202,222)
Class A Common Stock issued pursuant to employee benefit plans	4		3,796				3,800
Class B Common Stock converted into Class A Common Stock	15	(15)					
Distributions to noncontrolling interest						(37)	(37)
Amortization of net periodic pension benefit costs					145		145
Net income (loss)				28,793		(847)	27,946
BALANCE, June 30, 2010	$ 493	$ 310	$ 609,136	$ (785,083)	$ (4,068)	$ 8,844	$ (170,368)

SINCLAIR BROADCAST GROUP, INC.

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)

(In thousands) (Unaudited)

	Three months ended June 30, 2010	Three months ended June 30, 2009	Six months ended June 30, 2010	Six months ended June 30, 2009
Net income (loss)	$ 16,952	$ 2,586	$ 27,946	$ (84,561)
Amortization of net periodic pension benefit costs	73	52	145	105
Comprehensive income (loss)	17,025	2,638	28,091	(84,456)
Comprehensive loss attributable to the noncontrolling interests	321	197	847	1,689
Comprehensive income (loss) attributable to Sinclair Broadcast Group	$ 17,346	$ 2,835	$ 28,938	$ (82,767)

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)

	Six Months Ended June 30, 2010	Six Months Ended June 30, 2009
CASH FLOWS FROM (USED IN) OPERATING ACTIVITIES:		
Net income (loss)	$ 27,946	$ (84,561)
Adjustments to reconcile net income (loss) to net cash flows from operating activities:		
Amortization of debt discount, net of debt premium	2,521	5,578
Depreciation of property and equipment	18,857	22,649
Recognition of deferred revenue	(10,606)	(13,626)
Impairment of goodwill, intangible and other assets		130,098
Amortization of definite-lived intangible and other assets	9,400	11,453
Amortization of program contract costs and net realizable value adjustments	31,217	40,623
Loss (gain) on extinguishment of debt, non-cash portion	438	(18,986)
Deferred tax provision (benefit) related to operations	15,902	(12,439)
Change in assets and liabilities:		
(Increase) decrease in accounts receivable, net	(5,917)	15,351
Decrease (increase) in income taxes receivable	691	(430)
(Increase) decrease in prepaid expenses and other current assets	(260)	364
Increase in other assets	(169)	(1,986)
Increase in accounts payable and accrued liabilities	17,261	818
Increase (decrease) in other long-term liabilities	60	(359)
Payments on program contracts payable	(48,833)	(42,680)
Other, net	1,657	(408)
Net cash flows from operating activities	60,165	51,459
CASH FLOWS FROM (USED IN) INVESTING ACTIVITIES:		
Acquisition of property and equipment	(4,662)	(4,882)
Purchase of alarm monitoring contracts	(3,391)	(7,618)
Decrease in restricted cash	42,051	
Dividends and distributions from equity and cost method investees	143	1,398
Investments in equity and cost method investees	(6,362)	(6,662)
Proceeds from the sale of assets		38
Loans to affiliates	(68)	(82)
Proceeds from loans to affiliates	70	82
Net cash flows from (used in) investing activities	27,781	(17,726)
CASH FLOWS FROM (USED IN) FINANCING ACTIVITIES:		
Proceeds from notes payable, commercial bank financing and capital leases	9,025	113,964
Repayments of notes payable, commercial bank financing and capital leases	(74,611)	(129,259)
Purchase of subsidiary shares from noncontrolling interests		(3,000)
Repurchase of Class A Common Stock		(1,454)
Dividends paid on Class A and Class B Common Stock		(16,038)
Payments for deferred financing costs	(1,228)	(108)
Noncontrolling interests (distributions) contributions	(37)	226
Repayments of notes and capital leases to affiliates	(1,499)	(1,454)
Net cash flows used in financing activities	(68,350)	(37,123)
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	19,596	(3,390)
CASH AND CASH EQUIVALENTS, beginning of period	23,224	16,470
CASH AND CASH EQUIVALENTS, end of period	$ 42,820	$ 13,080

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 interests represent a minority owner s proportionate share of the equity in certain of our consolidated entities. All significant intercompany transactions and account balances have been eliminated in consolidation.

Interim Financial Statements

The consolidated financial statements for the three and six months ended June 30, 2010 and 2009 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, 2009 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 June 2009, the Financial Accounting Standards Board (FASB) issued amended guidance on the consolidation of variable interest entities (VIEs). The intent of this guidance is to improve financial reporting by enterprises involved with VIEs and to provide more relevant and reliable information to users of financial statements. The new guidance will require a number of new disclosures and companies are required to perform ongoing reassessments of whether they are the primary beneficiary of a VIE for financial reporting purposes. This guidance is effective as of the beginning of each reporting entity s first annual reporting period that begins after November 15, 2009, for interim periods within that first annual reporting period and for interim and annual reporting periods thereafter.

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 4, Related Person Transactions* for more information.

We have a Local Marketing Agreement (LMA) to provide programming, sales and managerial services to Cunningham, the license owner for six television stations. 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 4, Related Person Transactions* for more information on our arrangements with Cunningham.

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 the LMA, we have determined that the outsourced license station assets are VIEs and we are the primary beneficiary.

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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 June 30, 2010	As of December 31, 2009
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	$ 4,826	$ 4,127
Income taxes receivable	29	33
Current portion of program contract costs	364	430
Prepaid expenses and other current assets	177	129
Deferred tax assets	27	27
Total current asset	5,423	4,746
PROGRAM CONTRACT COSTS, less current portion	512	649
PROPERTY AND EQUIPMENT, net	7,848	8,239
GOODWILL	6,357	6,357
BROADCAST LICENSES	4,320	4,320
DEFINITE-LIVED INTANGIBLE ASSETS, net	7,225	7,393
OTHER ASSETS	176	213
Total assets	$ 31,861	$ 31,917
LIABILITIES		
CURRENT LIABILITIES:		
Accounts payable	$ 37	$ 37
Accrued liabilities	514	774
Current portion of notes payable, capital leases and commercial bank financing	11,047	11,039
Current portion of program contracts payable	479	576
Total current liabilities	12,077	12,426
LONG-TERM LIABILITIES:		
Notes payable, capital leases and commercial bank financing, less current portion	19,015	24,540
Program contracts payable, less current portion	284	444
Deferred tax liabilities	218	218
Total liabilities	$ 31,594	$ 37,628

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.

Under the previously applicable accounting guidance for consolidation, we had determined that we had a variable interest in four real estate ventures and that we were the primary beneficiary of those VIEs and should consolidate the assets and liabilities of those entities. However, under the new accounting guidance for consolidation which is effective January 1, 2010, we no longer consider one of these investments to be a VIE since the investment does not meet the VIE criteria under the new accounting guidance. We still consolidate the assets and liabilities of this entity pursuant to other accounting guidance based on voting-interests. Under the new accounting guidance for consolidation, we no longer consider ourselves the primary beneficiary of the other three real estate ventures since as the manager of the venture, the other partner holds the power to direct activities that significantly impact the economic performance of the VIE and can participate in returns that would be considered significant to the VIE. The effect of this change is not material to our consolidated financial statements.

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 June 30, 2010 and December 31, 2009 are as follows (in thousands):

	As of June 30, 2010		As of December 31, 2009	
	Carrying amount	Maximum exposure	Carrying amount	Maximum exposure
Investments in real estate ventures	$ 8,379	$ 8,379	$ 8,796	$ 8,796
Investments in investment companies	23,953	23,953	21,108	21,108
Total	$ 32,332	$ 32,332	$ 29,904	$ 29,904

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 (loss) income from equity and cost method investments in the consolidated statement of operations. We recorded a loss of $0.4 million and income of $0.1 million in the quarters ended June 30, 2010 and 2009, respectively. We recorded income of $0.5 million and a loss of $0.5 million for the six months ended June 30, 2010 and 2009, respectively.

Our maximum exposure is equal to the carrying value of our investments. As of June 30, 2010 and December 31, 2009, our unfunded commitments totaled $14.8 million and $16.8 million, respectively.

Recent Accounting Pronouncements

In September 2009, the FASB ratified the Emerging Issues Task Force s amended guidance on accounting for revenue arrangements with multiple deliverables. The amended guidance allows the use of an estimated selling price for the undelivered units of accounting in transactions in which vendor-specific objective evidence (VSOE) or third-party evidence (TPE) does not exist. The amended guidance no longer allows the use of the residual method when allocating arrangement consideration between the delivered and undelivered units of accounting if VSOE and TPE of the selling price does not exist for all units of accounting. Entities are required to estimate the selling price of the deliverables, when VSOE and TPE are not available, and then allocate the consideration based on the relative selling prices of the deliverables. This guidance also requires additional disclosures including the amount of revenue recognized each reporting period and the amount of deferred revenue as of the end of each reporting period under this guidance. This guidance is effective for revenue arrangements entered into or materially modified in fiscal years beginning after June 15, 2010 and should be applied on a prospective basis. We have not determined the impact that this guidance will have on our consolidated financial statements.

In January 2010, the FASB amended the guidance on fair value measurements and disclosures to add two new disclosure provisions to the current fair value disclosure guidance, including (1) details of transfers in and out of level 1 and level 2 measurements, and (2) gross presentation of activity within the level 3 roll forward. The guidance also amends two existing fair value disclosure requirements so that entities are required to disclose (1) the valuation techniques and inputs used to develop fair value measurements for assets and liabilities that are measured at fair value on both a recurring basis and nonrecurring basis in periods subsequent to initial recognition and (2) fair value measurement disclosures for each class of assets and liabilities. A class is defined as a subset of assets or liabilities within a line item in the statement of financial position. The guidance is for interim and annual reporting periods beginning after December 15, 2009, except for the changes to the level 3 roll forward which are effective for fiscal years beginning after December 15, 2010. We have added the required disclosures under this guidance to our consolidated financial statements beginning with the first quarter of 2010.

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 and Debt Redemptions

In October 2009, we established a cash collateral account with the proceeds from the sale of 9.25% Senior Subordinated Second Lien Notes due 2017 (the 9.25% Notes). The cash collateral account restricted the use of cash therein to repurchase our 3.0% Convertible Senior Notes due 2027 (the 3.0% Notes) and 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 such put periods, the unused cash is released to us to be used for general corporate purposes.

During the first quarter of 2010, we completed tender offers to purchase for cash any and all of the outstanding 3.0% Notes and 4.875% Notes at 100% of the face value of such notes. We used $26.6 million of restricted cash to pay for such redemptions. We redeemed approximately $12.3 million and $14.3 million of the 3.0% and 4.875% Notes, respectively. During the second quarter of 2010, the put right period for the 3.0% Notes expired and holders representing $10.0 million in principal amount of the 3.0% Notes exercised their put rights. We used $10.0 million of restricted cash to pay for such exercises. After the expiration of the 3.0% Notes put rights $5.4 million of unused funds from the cash collateral account were released to us for general corporate purposes. Additionally, during the second quarter of 2010, we made an early repayment of $25.0 million on our Term Loan B and repurchased, on the open market, $6.1 million of the 6.0% Notes. As of June 30, 2010, we held $22.4 million in the restricted cash collateral account to be used for the redemption of the remaining $22.7 million aggregate principal amount of 4.875% Notes. Any unused funds in the cash collateral account after expiration of the put period in January 2011 with respect to the 4.875% Notes will be released to us and used for general corporate purposes. All of the restricted cash classified as current as of June 30, 2010 relates to the January 2011 put option. Additionally, under the terms of certain lease agreements, as of June 30, 2010, we are required to hold $0.4 million of restricted cash related to the removal of analog equipment from some of our leased towers. As of December 31, 2009, we were required to hold $0.5 million of restricted cash related to the removal of analog tower equipment.

Income Taxes

Our income tax provision for all periods consists of federal and state income taxes. The tax provision for the three and six months ended June 30, 2010 and 2009, 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.

FCC License Renewals

In May 2010, the FCC granted the license renewal application of WUCW-TV in Minneapolis/St. Paul, Minnesota.

Network Affiliation Agreements

Our ABC network affiliation agreements were scheduled to expire December 31, 2009. We extended these affiliation agreements until March 31, 2010, while we continued negotiations. On March 25, 2010, we agreed to terms on a renewal of the ABC network affiliation agreements, expiring August 31, 2015. Pursuant to the terms we are required to pay an annual license fee to ABC for network programming.

Our FOX affiliation agreements require us to receive FOX s consent prior to entering into retransmission consent agreements that include content provided by FOX. FOX has recently begun conditioning its consent on its affiliates agreeing to pay FOX compensation related to such retransmission consent agreements. Sinclair, and other FOX affiliates, are currently negotiating with FOX on this issue. As of June 30, 2010, the net book value of our FOX network affiliation assets was $31.8 million.

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3. EARNINGS (LOSS) PER SHARE

The following table reconciles income (loss) (numerator) and shares (denominator) used in our computations of earnings (loss) per share for the three and six months ended June 30, 2010 and 2009 (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2010	**2009**	**2010**	**2009**
Income (Loss) (Numerator)				
Income (loss) from continuing operations	$ 17,020	$ 2,695	$ 28,080	$ (84,344)
Income impact of assumed conversion of the 4.875% Notes, net of taxes	166		332	
Income impact of assumed conversion of the 6.0% Debentures, net of taxes	1,151			
Net loss attributable to noncontrolling interests included in continuing operations	321	197	847	1,689
Numerator for diluted earnings (loss) per common share from continuing operations	18,658	2,892	29,259	(82,655)
Loss from discontinued operations	(68)	(109)	(134)	(217)
Numerator for diluted earnings (loss) attributable to Sinclair Broadcast Group	$ 18,590	$ 2,783	$ 29,125	$ (82,872)
Shares (Denominator)				
Weighted-average common shares outstanding	80,307	79,566	80,133	80,187
Dilutive effect of stock-settled appreciation rights and stock options	56		28	
Dilutive effect of 4.875% Notes	1,014		1,014	
Dilutive effect of 6.0% Debentures	5,608			
Weighted-average common and common equivalent shares outstanding	86,985	79,566	81,175	80,187

Potentially dilutive securities representing 1.4 million and 28.7 million for the three months ended June 30, 2010 and 2009, respectively, and 7.0 million and 28.7 million for the six months ended June 30, 2010 and 2009, respectively, were excluded from the computation of diluted earnings (loss) 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 3.0% Notes and the inclusion of the 6.0% Debentures and 4.875% Notes in dilutive earnings (loss) per share. The net income (loss) 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.

4. 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.

Cunningham Broadcasting Corporation. We have options from trusts established by Carolyn C. Smith, a parent 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 assets of Cunningham s individual subsidiaries. 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; and WTTE-TV in Columbus, Ohio.

We made payments to Cunningham under the LMAs of $4.3 million and $1.5 million for the three months ended June 30, 2010 and 2009, respectively. For the six months ended June 30, 2010 and 2009, we made payments to Cunningham of $8.8 million and $3.1 million, respectively, related to the LMAs.

For the three and six months ended June 30, 2010, Cunningham s stations provided us with approximately $23.3 million and $45.3 million, respectively, of total revenue. The financial statements for Cunningham are included in our consolidated financial statements for all periods presented. Our Bank Credit Agreement contains certain cross-default provisions with certain material third-party licensees. As of June 30, 2010, Cunningham was the sole material third-party licensee.

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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 some or all of the controlling shareholders). Lease payments made to these entities were $1.1 million for each of the three months ended June 30, 2010 and 2009. Lease payments made to these entities were $2.2 million and $2.3 million for the six months ended June 30, 2010 and 2009, respectively.

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 $0.3 million and $0.4 million for the three months ended June 30, 2010 and 2009, respectively, and $0.8 million and $2.2 million for the six months ended June 30, 2010 and 2009, respectively. We received $0.1 million for each of the three months ended June 30, 2010 and 2009 and $0.3 million for each of the six months ended June 30, 2010 and 2009 from Bay TV for certain equipment leases.

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. Our stations in Baltimore, Maryland and Norfolk, Virginia received payments for advertising time totaling less than $0.1 million for each of the three months ended June 30, 2010 and 2009. For the six months ended June 30, 2010 and 2009, we received payments for advertising time totaling $0.1 million and $0.2 million, respectively. We paid $0.2 million and less than $0.1 million for vehicles and related vehicle services from Atlantic Automotive during the three months ended June 30, 2010 and 2009, respectively. For the six months ended June 30, 2010 and 2009, we paid $0.3 million and $0.2 million, respectively, for vehicles and related vehicle services.

Thomas & Libowitz P.A. Basil A. Thomas, a member of our Board of Directors, is the father of a partner and founder of Thomas & Libowitz, P.A., a law firm providing legal services to us on an ongoing basis. We paid fees of $0.1 million and $0.4 million to Thomas & Libowitz during the three months ended June 30, 2010 and 2009, respectively. For the six months ended June 30, 2010 and 2009, we paid fees of $0.3 million and $0.6 million to Thomas & Libowitz, respectively.

5. 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. 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 $166.4 million and $106.6 million of intercompany loans between the broadcast segment, operating divisions segment and corporate as of June 30, 2010 and 2009, respectively. We had $4.8 million and $3.1 million in intercompany interest expense related to intercompany loans between the broadcast segment, other operating divisions segment and corporate for the three months ended June 30, 2010 and 2009, respectively. For the six months ended June 30, 2010 and 2009, we had $9.5 million and $6.2 million in intercompany interest expense. Intercompany loans and interest expense are excluded from the tables below. All other intercompany transactions are immaterial.

Financial information for our operating segments are included in the following tables for the three and six months ended June 30, 2010 and 2009 (in thousands).

For the three months ended June 30, 2010	Broadcast	Other Operating Divisions	Corporate	Consolidated
Revenue	$ 176,694	$ 8,857	$	$ 185,551
Depreciation of property and equipment	8,349	318	430	9,097
Amortization of definite-lived intangible assets and other assets	4,001	682		4,683
Amortization of program contract costs and net realizable value adjustments	15,303			15,303
General and administrative overhead expenses	6,382	233	635	7,250
Operating income (loss)	57,768	(13)	(1,064)	56,691
Interest expense		404	27,973	28,377
Loss from equity and cost method investments		(1,024)		(1,024)

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For the three months ended June 30, 2009	**Broadcast**	**Other Operating Divisions**	**Corporate**	**Consolidated**
Revenue	$ 146,927	$ 11,345	$	$ 158,272
Depreciation of property and equipment	9,815	239	474	10,528
Amortization of definite-lived intangible assets and other assets	5,743	509		6,252
Amortization of program contract costs and net realizable value adjustments	19,865			19,865
General and administrative overhead expenses	1,761	273	3,983	6,017
Operating income (loss)	30,762	(564)	(4,374)	25,824
Interest expense		330	17,316	17,646
Income from equity and cost method investments		463		463

For the six months ended June 30, 2010	**Broadcast**	**Other Operating Divisions**	**Corporate**	**Consolidated**
Revenue	$ 339,392	$ 15,787	$	$ 355,179
Depreciation of property and equipment	17,239	621	862	18,722
Amortization of definite-lived intangible assets and other assets	8,056	1,344		9,400
Amortization of program contract costs and net realizable value adjustments	31,217			31,217
General and administrative overhead expenses	12,262	444	1,121	13,827
Operating income (loss)	106,040	(1,136)	(1,986)	102,918
Interest expense		748	56,603	57,351
Loss from equity and cost method investments		(481)		(481)

For the six months ended June 30, 2009	**Broadcast**	**Other Operating Divisions**	**Corporate**	**Consolidated**
Revenue	$ 290,130	$ 22,880	$	$ 313,010
Depreciation of property and equipment	21,032	476	953	22,461
Amortization of definite-lived intangible assets and other assets	10,513	940		11,453
Amortization of program contract costs and net realizable value adjustments	40,623			40,623
Impairment of goodwill, intangible and other assets	130,098			130,098
General and administrative overhead expenses	3,713	587	8,076	12,376
Operating loss	(69,553)	(2,296)	(9,034)	(80,883)
Interest expense		619	35,401	36,020
Income from equity and cost method investments		18		18

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6. 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 June 30, 2010 and December 31, 2009 were as follows (in thousands):

	June 30, 2010		December 31, 2009	
	Carrying Value	Fair Value	Carrying Value	Fair Value
8.0% Senior Subordinated Notes, due 2012	$ 225,302	$ 220,170	$ 225,488	$ 220,731
6.0% Convertible Debentures, due 2012	118,710	115,194	122,482	111,991
4.875% Convertible Senior Notes, due 2018	22,685	22,118	37,016	36,091
3.0% Convertible Senior Notes, due 2027	5,400	5,279	27,383	27,044
9.25% Senior Secured Second Lien Notes, due 2017	487,102	505,000	486,519	518,125
Bank Credit Agreement, Term Loan B	299,004	304,030	323,551	314,306
Cunningham Bank Credit Facility	27,417	27,392	32,900	32,900
Active program contracts payable	99,590	86,541	140,443	124,951
Future program liabilities (a)	80,960	64,339	70,038	56,202
Total fair value	$ 1,366,170	$ 1,350,063	$ 1,465,820	$ 1,442,341

(a) 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.

Our notes and debentures payable are fair valued using Level 1 hierarchy inputs described above. Our 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.

7. 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, as amended, the 9.25% Notes and the 8.0% Senior Subordinated Notes, due 2012 (the 8.0% Notes). Our Class A Common Stock, Class B Common Stock, the 6.0% Debentures, the 4.875% Notes and the 3.0% Notes remain obligations or securities of SBG and are not obligations or securities of STG. As of June 30, 2010, our consolidated total debt of $1,297.3 million included $1,065.8 million of debt related to STG and its subsidiaries of which SBG guaranteed $1,012.9 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.

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CONDENSED CONSOLIDATING BALANCE SHEET

AS OF JUNE 30, 2010

(in thousands) (unaudited)

	Sinclair Broadcast Group, Inc.	Sinclair Television Group, Inc.	Guarantor Subsidiaries and KDSM, LLC	Non-Guarantor Subsidiaries	Eliminations	Sinclair Consolidated
Cash	$	$ 28,619	$ 310	$ 13,891	$	$ 42,820
Restricted cash current		22,446				22,446
Accounts and other receivables	87	479	115,635	4,234	(279)	120,156
Other current assets	990	2,181	37,548	2,508	(290)	42,937
Total current assets	1,077	53,725	153,493	20,633	(569)	228,359
Property and equipment, net	10,736	2,373	178,278	96,976	(6,930)	281,433
Investment in consolidated subsidiaries		652,567			(652,567)	
Restricted cash long-term			386			386
Other long-term assets	74,038	301,212	20,850	92,794	(357,725)	131,169
Total other long-term assets	74,038	953,779	21,236	92,794	(1,010,292)	131,555
Acquired intangible assets			836,609	58,657	3,232	898,498
Total assets	$ 85,851	$ 1,009,877	$ 1,189,616	$ 269,060	$ (1,014,559)	$ 1,539,845
Accounts payable and accrued liabilities	$ 1,453	$ 20,345	$ 39,756	$ 7,961	$ (775)	$ 68,740
Current portion of long-term debt	23,832	1,525	2,859	12,484	37	40,737
Other current liabilities			66,258	479		66,737
Total current liabilities	25,285	21,870	108,873	20,924	(738)	176,214
Long-term debt	135,130	1,011,361	50,097	273,749	(213,752)	1,256,585
Dividends in excess of investment in consolidated subsidiaries	73,242				(73,242)	
Other liabilities	31,406	1,959	378,789	42,002	(176,742)	277,414
Total liabilities	265,063	1,035,190	537,759	336,675	(464,474)	1,710,213
Common stock	803		10	282	(292)	803
Additional paid-in capital	609,136	229,957	567,758	74,840	(872,555)	609,136
Accumulated (deficit) earnings	(785,083)	(252,777)	86,047	(140,775)	307,505	(785,083)
Accumulated other comprehensive loss	(4,068)	(2,493)	(1,958)	(1,962)	6,413	(4,068)
Total Sinclair Broadcast Group (deficit) equity	(179,212)	(25,313)	651,857	(67,615)	(558,929)	(179,212)
Noncontrolling interests in consolidated subsidiaries					8,844	8,844
Total liabilities and equity (deficit)	$ 85,851	$ 1,009,877	$ 1,189,616	$ 269,060	$ (1,014,559)	$ 1,539,845

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CONDENSED CONSOLIDATING BALANCE SHEET

AS OF DECEMBER 31, 2009

(in thousands) (unaudited)

	Sinclair Broadcast Group, Inc.	Sinclair Television Group, Inc.	Guarantor Subsidiaries and KDSM, LLC	Non-Guarantor Subsidiaries	Eliminations	Sinclair Consolidated
Cash	$	$ 10,364	$ 217	$ 12,643	$	$ 23,224
Restricted cash current		27,667				27,667
Accounts and other receivables	232	6,014	110,733	4,045	(6,090)	114,934
Other current assets	639	2,558	54,546	2,513	(283)	59,973
Total current assets	871	46,603	165,496	19,201	(6,373)	225,798
Property and equipment, net	11,597	2,135	194,139	95,437	(7,081)	296,227
Investment in consolidated subsidiaries		691,578			(691,578)	
Restricted cash long-term		36,732	484			37,216
Other long-term assets	69,876	273,806	26,271	58,342	(295,225)	133,070
Total other long-term assets	69,876	1,002,116	26,755	58,342	(986,803)	170,286
Acquired intangible assets			838,998	57,512	8,900	905,410
Total assets	$ 82,344	$ 1,050,854	$ 1,225,388	$ 230,492	$ (991,357)	$ 1,597,721
Accounts payable and accrued liabilities	$ 2,887	$ 20,742	$ 32,200	$ 19,373	$ (10,933)	$ 64,269
Current portion of long-term debt	28,448		2,530	12,646	3	43,627
Other current liabilities			94,229	576		94,805
Total current liabilities	31,335	20,742	128,959	32,595	(10,930)	202,701
Long-term debt	171,120	1,037,467	53,192	253,138	(192,236)	1,322,681
Dividends in excess of investment in consolidated subsidiaries	59,402				(59,402)	
Other liabilities	32,437	1,979	352,567	37,147	(149,569)	274,561
Total liabilities	294,294	1,060,188	534,718	322,880	(412,137)	1,799,943
Common stock	799		10	282	(292)	799
Additional paid-in capital	605,340	279,664	670,863	41,824	(992,351)	605,340
Accumulated (deficit) earnings	(813,876)	(286,414)	21,904	(131,677)	396,187	(813,876)
Accumulated other comprehensive loss	(4,213)	(2,584)	(2,107)	(2,817)	7,508	(4,213)
Total Sinclair Broadcast Group shareholders (deficit) equity	(211,950)	(9,334)	690,670	(92,388)	(588,948)	(211,950)
Noncontrolling interests in consolidated subsidiaries					9,728	9,728
Total liabilities and equity (deficit)	$ 82,344	$ 1,050,854	$ 1,225,388	$ 230,492	$ (991,357)	$ 1,597,721

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CONDENSED CONSOLIDATING STATEMENT OF OPERATIONS

FOR THE THREE MONTHS ENDED JUNE 30, 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	$	$	$ 177,013	$ 10,954	$ (2,416)	$ 185,551
Program and production		175	40,552	88	(2,170)	38,645
Selling, general and administrative	634	6,340	30,207	735	(112)	37,804
Depreciation, amortization and other operating expenses	430	119	42,825	9,081	(44)	52,411
Total operating expenses	1,064	6,634	113,584	9,904	(2,326)	128,860
Operating (loss) income	(1,064)	(6,634)	63,429	1,050	(90)	56,691
Equity in earnings of consolidated subsidiaries	20,244	34,178			(54,422)	
Interest income		12		6		18
Interest expense	(3,787)	(22,813)	(1,276)	(5,536)	5,035	(28,377)
Other income (expense)	92	4,929	(4,750)	(863)	(28)	(620)
Total other income (expense)	16,549	16,306	(6,026)	(6,393)	(49,415)	(28,979)
Income tax benefit (provision)	1,788	9,015	(22,230)	735		(10,692)
Loss from discontinued operations		As of March 30, 2013, the company carried out an evaluation, under the supervision and with the participation of the company's management, including the company's Chief Executive				

Officer and Chief Financial Officer, of the effectiveness of the company's disclosure controls and procedures. Based on the foregoing, the company's Chief Executive Officer and Chief Financial Officer concluded that the company's disclosure controls and procedures were effective as of the end of this period.

During the quarter ended March 30, 2013, there has been no change in the company's internal control over financial reporting that has materially affected, or is reasonably likely to materially affect, the company's internal control over financial reporting.

PART II. OTHER INFORMATION

The company was not required to report the information pursuant to Items 1 through 6 of Part II of Form 10-Q for the three months ended March 30, 2013, except as follows:

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

c) Issuer Purchases of Equity Securities

	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plan or Program	Maximum Number of Shares that May Yet be Purchased Under the Plan or Program
December 30, 2012 to January 26, 2013	13,251	$—	13,251	1,048,679
January 27 to February 23, 2013	229		229	1,048,450
February 24 to March 30, 2013	—	—	—	1,048,450
Quarter ended March 30, 2013	13,480	$—	13,480	1,048,450

In July 1998, the company's Board of Directors adopted a stock repurchase program that authorized the purchase of common shares in open market purchases. On February 22, 2013, the company's Board of Directors authorized the repurhcase of up to an additional 1,000,000 shares of common stock under the existing share repurchase program. As of March 30, 2013, 1,751,550 shares had been purchased under the 1998 stock repurchase program.

Item 6. Exhibits
Exhibits – The following exhibits are filed herewith:

Exhibit 10.1 –	Employment agreement, dated as of January 25, 2013, by and among The Middleby Corporation, Middleby Marshall, Inc. and Selim A. Bassoul, incorporated by reference to Exhibit 10.1 to the company's Form 8-K filed on January 29, 2013.
Exhibit 10.2 –	Employment agreement, dated as of March 21, 2013, by and among The Middleby Corporation, Middleby Marshall, Inc. and TImothy J. FitzGerald, incorporated by reference to Exhibit 10.1 to the company's Form 8-K filed on March 25, 2013.
Exhibit 31.1 –	Rule 13a-14(a)/15d -14(a) Certification of the Chief Executive Officer as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
Exhibit 31.2 –	Rule 13a-14(a)/15d -14(a) Certification of the Chief Financial Officer as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
Exhibit 32.1 –	Certification by the Principal Executive Officer of The Middleby Corporation Pursuant to Rule 13A-14(b) under the Exchange Act and Section 906 of the Sarbanes-Oxley Act of 2002(18 U.S.C. 1350).
Exhibit 32.2 –	Certification by the Principal Financial Officer of The Middleby Corporation Pursuant to Rule 13A-14(b) under the Exchange Act and Section 906 of the Sarbanes-Oxley Act of 2002(18 U.S.C. 1350).
Exhibit 101 –	Financial statements on Form 10-Q for the quarter ended March 30, 2013, filed on May 9, 2013, formatted in Extensive Business Reporting Language (XBRL); (i) condensed consolidated balance sheets, (ii) condensed consolidated statements of earnings, (iii) condensed statements of cash flows, (iv) notes to the condensed consolidated financial statements.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

THE MIDDLEBY CORPORATION
(Registrant)

Date:	May 9, 2013	By:	/s/ Timothy J. FitzGerald
			Timothy J. FitzGerald
			Vice President,
			Chief Financial Officer