Description of *Pro Forma* Transaction

This application and other concurrently-filed applications seek consent of the Commission to a *pro forma* reorganization (the "Reorganization") of ION Media Stations, Inc., a Florida corporation ("IMStations"), a wholly owned subsidiary of ION Media Networks, Inc., and certain IMStations subsidiaries. The reorganized licensees (each a "Licensee" and collectively the "Licensees") and the television broadcast stations (the "Stations") that each Licensee holds are listed on Exhibit A attached hereto.

IMStations currently owns the Licensees indirectly through intermediate subsidiaries (each a "Company" and collectively, the "Companies"); and directly owns ION Television License, LLC, a Delaware limited liability company ("ION TV License").

The Reorganization involves two related aspects: first, the merger of the Companies with and into IMStations, and, second, the merger of the Licensees with and into ION TV License (the "Mergers"). *See* attached Exhibit B. The Mergers will involve various state filings in accordance with the Florida Business Corporation Act and the Delaware Limited Liability Act. Following the consummation of the Reorganization, the separate corporate existence of each Company shall cease. Furthermore, the separate corporate existence of each Licensee shall cease and ION TV License shall continue as the surviving entity and new licensee of the Stations.

Pursuant to the Commission's rules, the proposed Reorganization qualifies for *pro forma* treatment because it is being undertaken solely for internal entity restructuring and simplification purposes, and it involves no change in the ownership or control above the level of IMStations. The changes to the commonly owned and controlled entities are non-material to the existing upstream ownership chain, thus, the ultimate ownership and control of the Stations remain unchanged.

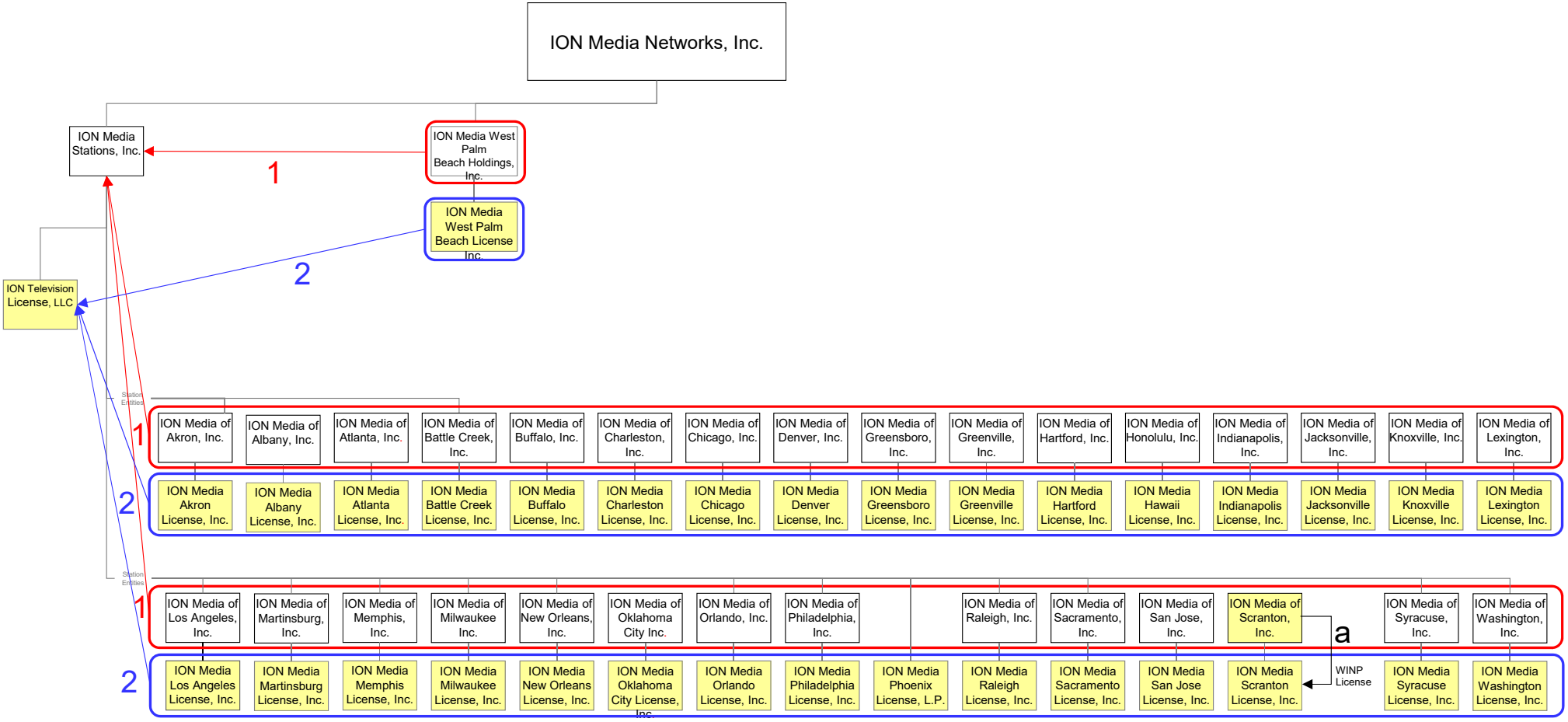
The Reorganization will involve various organizational, governance and transfer documents necessary to effectuate the Reorganization, as described above. These agreements, which will comply with the Commission's rules and policies, will be filed with the Commission upon execution to the extent required by Section 73.3613 of the Commission's rules. The applicants respectfully request that the applications be processed and approved concurrently.

Exhibit A – Licensees and Stations

Licensee	Call Sign	Facility ID	City of License	State	DMA
ION Media Akron License, Inc.	WVPX-TV	70491	Akron	Ohio	Cleveland
ION Media Albany License, Inc.	WYPX-TV	13933	Amsterdam	New York	Albany
ION Media Atlanta License, Inc.	WPXA-TV	51969	Rome	Georgia	Atlanta
ION Media Battle Creek License, Inc.	WZPX-TV	71871	Battle Creek	Michigan	Grand Rapids
ION Media Buffalo License, Inc.	WPXJ-TV	2325	Batavia	New York	Buffalo
ION Media Charleston License, Inc.	WLPX-TV	73189	Charleston	West Virginia	Charleston
ION Media Chicago License, Inc.	WCPX-TV	10981	Chicago	Illinois	Chicago
ION Media Denver License, Inc.	KPXC-TV	68695	Denver	Colorado	Denver
ION Media Greensboro License, Inc.	WGPX-TV	65074	Burlington	North Carolina	Greensboro
ION Media Greenville License, Inc.	WEPX-TV	81508	Greenville	North Carolina	Greenville-New Bern
ION Media Hartford License, Inc.	WHPX-TV	51980	New London	Connecticut	Hartford
ION Media Hawaii License, Inc.	KPXO-TV	77483	Kaneohe	Hawaii	Honolulu
ION Media Indianapolis License, Inc.	WIPX-TV	10253	Bloomington	Indiana	Indianapolis
ION Media Jacksonville License, Inc.	WPXU-TV	37971	Jacksonville	North Carolina	Greenville-New Bern
ION Media Knoxville License, Inc.	WPXK-TV	52628	Jellico	Tennessee	Knoxville
ION Media Lexington License, Inc.	WUPX-TV	23128	Richmond	Kentucky	Lexington
ION Media Los Angeles License, Inc.	KPXN-TV	58978	San Bernardino	California	Los Angeles
ION Media Martinsburg License, Inc.	WWPX-TV	23264	Martinsburg	West Virginia	Washington
ION Media Memphis License, Inc.	WPXX-TV	21726	Memphis	Tennessee	Memphis
ION Media Milwaukee License, Inc.	WPXE-TV	37104	Kenosha	Wisconsin	Milwaukee
ION Media New Orleans License, Inc.	WPXL-TV	21729	New Orleans	Louisiana	New Orleans
ION Media of Scranton, Inc.	WINP-TV	41314	Pittsburgh	Pennsylvania	Pittsburgh
ION Media Oklahoma City License, Inc.	KOPX-TV	2566	Oklahoma City	Oklahoma	Oklahoma City
ION Media Orlando License, Inc.	WOPX-TV	67602	Melbourne	Florida	Orlando
ION Media Philadelphia License, Inc.	WPPX-TV	51984	Wilmington	Delaware	Philadelphia, PA
ION Media Raleigh License, Inc.	WRPX-TV	20590	Rocky Mount	North Carolina	Raleigh
ION Media Sacramento License, Inc.	KSPX-TV	52953	Sacramento	California	Sacramento
ION Media San Jose License, Inc.	KKPX-TV	22644	San Jose	California	San Francisco
ION Media Scranton License, Inc.	WQPX-TV	64690	Scranton	Pennsylvania	Wilkes Barre-Scranton
ION Media Syracuse License, Inc.	WSPX-TV	64352	Syracuse	New York	Syracuse
ION Media Washington License, Inc.	WPXW-TV	74091	Manassas	Virginia	Washington, D.C.

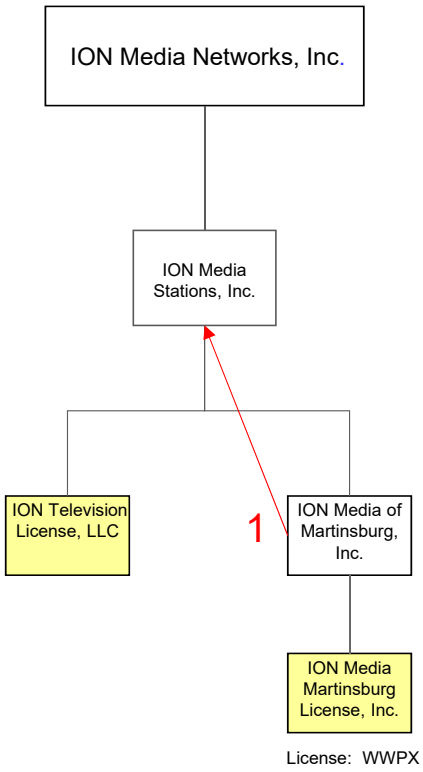
EXHIBIT B

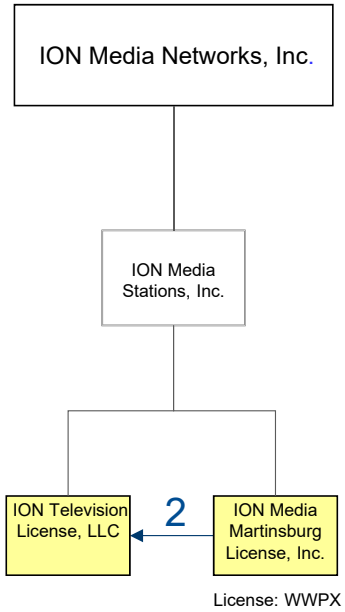
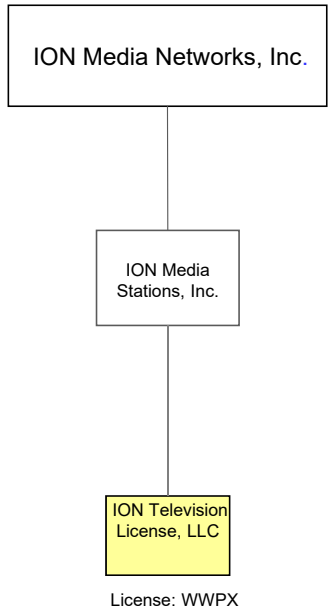
Reorganization – ION Media Networks' FCC Licensees



ION Media Martinsburg License, Inc. - Reorganization

Before reorganization





After reorganization