

**UNANIMOUS WRITTEN CONSENT  
OF  
SHAREHOLDERS  
OF  
WLNY-TV INC.**

The undersigned, being all of the shareholders of WLNY-TV INC. (the "Corporation"), a New York corporation, do hereby consent in writing, pursuant to the Business Corporation Law of the State of New York, to the adoption of the following recital and resolutions:

**WHEREAS**, the Board of Directors deems it to be necessary and in the best interests of the Corporation to adopt, and has approved, subject to approval by the shareholders, a Plan of Reorganization of the Corporation on substantially the terms and conditions set forth in the form of Plan of Reorganization (the "Plan") attached as Exhibit A hereto.

**NOW, THEREFORE**, it is hereby

**RESOLVED**, that the Plan be, and it hereby is, adopted and approved, and the Board of Directors of the Corporation be, and it hereby is, authorized, empowered and directed, in the name and on behalf of the Corporation, to take or cause to be taken any and all such actions as shall be necessary to cause the effectuation of the Plan;

**RESOLVED**, that any and all actions heretofore taken by the Board of Directors of the Corporation in connection with and in furtherance of the matters referred to in the foregoing resolution are hereby ratified, confirmed and adopted in all respects; and

**RESOLVED**, that the Board of Directors of the Corporation be, and it hereby is, authorized, empowered and directed to take or cause to be taken all such actions and to cause the execution, certification, delivery and filing of all such certificates and other documents, in the name and on behalf of the Corporation, under its corporate seal or otherwise, and to cause to be paid all such costs and expenses as it shall approve as necessary or advisable to carry out the intent and accomplish the purposes of the foregoing resolutions and the transactions contemplated thereby, the taking of such actions and the execution, certification, delivery and filing of such documents to be conclusive evidence of such approval.

This Consent may be executed in any number of counterparts, each of which shall be an original and all of which together shall constitute one and the same Consent.

**IN WITNESS WHEREOF**, the undersigned have executed this Written Consent as of the 9<sup>th</sup> day of December, 2005.

Michael C. and Jocelyn Pascucci  
Trustees U/A dated December 2, 1982

By: /s/ MICHAEL C. PASCUCCI/  
Michael C. Pascucci, Trustee

/s/ MICHAEL C. PASCUCCI/  
Michael C. Pascucci

/s/ CHRISTOPHER S. PASCUCCI/  
Christopher S. Pascucci

/s/ DAWN BARNARD  
Dawn Barnard

Michael C. Pascucci, Christopher S. Pascucci  
and Ralph P. Pascucci  
Trustees UADTD 12/31/94 (FBO Michael A. Pascucci)

By: /s/ MICHAEL C. PASCUCCI/  
Michael C. Pascucci

/s/ RALPH P. PASCICCI/  
Ralph P. Pascucci

Michael C. Pascucci 2005 Grantor Trust

By: /s/ CHRISTOPHER S. PASCUCCI/  
Christopher S. Pascucci, Trustee

PLAN OF REORGANIZATION

Currently, WLNY is owned and controlled 100% by members of the Pascucci family. Michael Pascucci alone currently owns and controls more than 50% of the outstanding shares of WLNY-TV Inc., a New York C corporation.

The plan will be to have the current shareholders of WLNY contribute their shares in WLNY to a newly-formed WLNY-TV holding company (WLNY Holdings, Inc.), a Delaware corporation ("WLNY Holdings"); the holding company will simultaneously issue to each such shareholder shares in WLNY Holdings in the same proportion that they now own in WLNY. The result will be that the current shareholders will own 100% of WLNY Holdings, which in turn will own 100% of WLNY.

Next, WLNY will create two new wholly owned subsidiaries: WLNY GP, Inc. ("GP"), a Florida corporation and WLNY LP, Inc. ("LP"), a Nevada corporation. WLNY will contribute to LP the station license and certain other assets in exchange for a 100% of the outstanding stock. WLNY will contribute a certain amount of cash to LP in exchange for 100% of the outstanding stock of LP. LP and GP will then form a new Florida limited partnership, WLNY Limited Partnership ("NEWCO"). To do so, LP will contribute to it the license and other assets in exchange for a 99% limited partnership interest and GP will contribute cash in exchange for a 1% general partnership interest.

Once NEWCO is formed, WLNY will then distribute to WLNY Holdings the interests it holds in both LP and GP. The result is that all of WLNY, LP and GP will be wholly-owned, direct subsidiaries of WLNY Holdings.

Following the reorganization, the License and other assets of WLNY will continue to be 100% owned and controlled by the Pascucci family. WLNY and New Sub will have operating and service agreements providing that WLNY will provide operations and administration, etc. to New Sub to operate WLNY's operations. There will be no substantive change in these operations.

Attached hereto is an "after" chart that shows the ownership of the companies after the reorganization is complete.

**WRITTEN CONSENT  
OF  
THE BOARD OF DIRECTORS  
OF  
WLNY-TV INC.**

The undersigned, being all of the members of the Board of Directors of WLNY-TV INC., a New York corporation (the "Corporation"), acting without a meeting pursuant to the Business Corporation Law of the State of New York, does hereby adopt the following resolutions and the actions authorized thereby:

**WHEREAS**, the Board of Directors deems it to be necessary and in the best interests of the Corporation to adopt, and has approved, subject to approval by the shareholders, a Plan of Reorganization of the Corporation on substantially the terms and conditions set forth in the form of Plan of Reorganization (the "Plan") attached as Exhibit A hereto.

**NOW, THEREFORE**, it is hereby

**RESOLVED**, that the Plan be, and it hereby is, adopted and approved, and the Board of Directors of the Corporation be, and it hereby is, authorized, empowered and directed, in the name and on behalf of the Corporation, to take or cause to be taken any and all such actions as shall be necessary to cause the effectuation of the Plan;

**RESOLVED**, that any and all actions heretofore taken by the Board of Directors of the Corporation in connection with and in furtherance of the matters referred to in the foregoing resolution are hereby ratified, confirmed and adopted in all respects; and

**RESOLVED**, that the Board of Directors of the Corporation be, and it hereby is, authorized, empowered and directed to take or cause to be taken all such actions and to cause the execution, certification, delivery and filing of all such certificates and other documents, in the name and on behalf of the Corporation, under its corporate seal or otherwise, and to cause to be paid all such costs and expenses as it shall approve as necessary or advisable to carry out the intent and accomplish the purposes of the foregoing resolutions and the transactions contemplated thereby, the taking of such actions and the execution, certification, delivery and filing of such documents to be conclusive evidence of such approval.

**IN WITNESS WHEREOF**, the undersigned has executed this Written Consent as of the 9<sup>th</sup> day of December, 2005.

/s/ MICHAEL C. PASCUCCI/  
Michael C. Pascucci

/s/ CHRISTOPHER S. PASCUCCI/  
Christopher S. Pascucci

/s/ RALPH P. PASCUCCI/  
Ralph P. Pascucci

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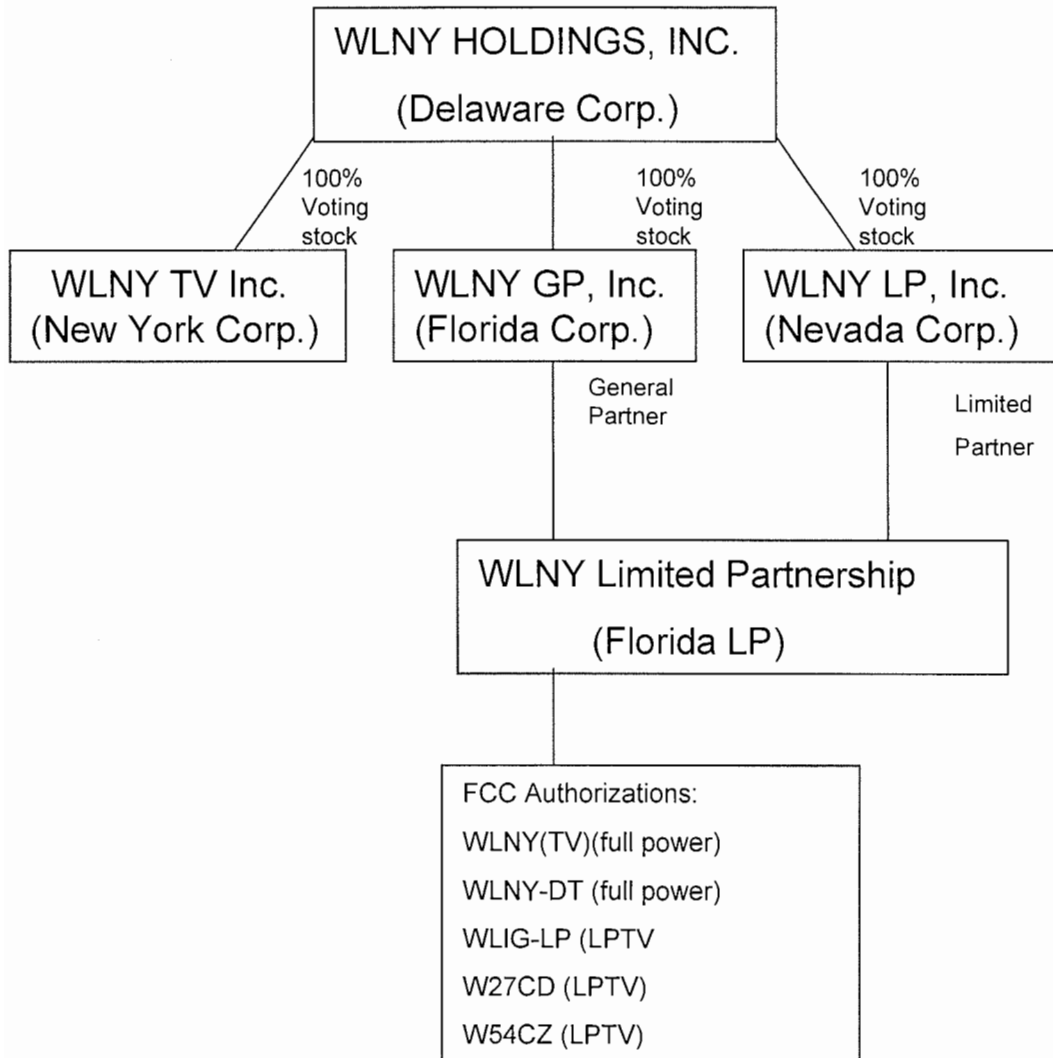
Next, WLNY will create two new wholly owned subsidiaries: WLNY GP, Inc. ("GP"), a Florida corporation and WLNY LP, Inc. ("LP"), a Nevada corporation. WLNY will contribute to LP the station license and certain other assets in exchange for a 100% of the outstanding stock. WLNY will contribute a certain amount of cash to LP in exchange for 100% of the outstanding stock of LP. LP and GP will then form a new Florida limited partnership, WLNY Limited Partnership ("NEWCO"). To do so, LP will contribute to it the license and other assets in exchange for a 99% limited partnership interest and GP will contribute cash in exchange for a 1% general partnership interest.

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Attached hereto is an "after" chart that shows the ownership of the companies after the reorganization is complete.

## PROPOSED OWNERSHIP STRUCTURE



Note: The officers, directors and stockholders of WLNY-TV Inc. (the current licensee/permittee) and WLNY Holdings, Inc. are identical and the stockholders of WLNY TV Inc. will hold the exact same percentage of voting stock in WLNY Holdings, Inc. as they now hold in WLNY-TV, Inc.