

EXHIBIT 2
Description of *Pro Forma* Assignment

The instant application requests Commission consent for the assignment of the licenses for WLYH-TV and WTAJ-TV (the “Stations”) from Television Station Group License Subsidiary, LLC (“TSG License Subsidiary”) to Television Station Group Pennsylvania License Subsidiary, LLC (“TSG PA License Subsidiary”). TSG License Subsidiary is a wholly-owned subsidiary of Television Station Group, LLC (“TSG”), which, in turn, is a wholly-owned subsidiary of Television Station Group Holdings, LLC (“Holdings”).

Pursuant to an internal, corporate reorganization and subject to the Commission’s consent, the following will occur:

- TSG will assign the assets and liabilities of the Stations to a newly-formed, wholly-owned subsidiary of TSG – WTAJ Newco, LLC. Upon consummation of the assignment of the assets and liabilities of the Stations to WTAJ Newco, LLC, TSG will merge WTAJ Newco, LLC with and into a newly-formed, wholly-owned subsidiary of Holdings – Television Station Group Pennsylvania, LLC, with Television Station Group Pennsylvania, LLC as the survivor of such merger.
- TSG License Subsidiary will assign the assets and liabilities of the Stations to a newly-formed, wholly-owned subsidiary of TSG License Subsidiary – WTAJ License Subsidiary Newco, LLC. Upon consummation of the assignment of the assets and liabilities of the Stations to WTAJ License Subsidiary Newco, LLC, TSG License Subsidiary will merge WTAJ License Subsidiary Newco, LLC with and into a newly-formed, wholly-owned subsidiary of Television Station Group Pennsylvania, LLC – TSG PA License Subsidiary, with TSG PA License Subsidiary as the survivor of such merger and holder of the licenses for the Stations.

These steps would occur essentially instantaneously at the same closing in a continuous, uninterrupted series. *See, e.g., John H. Phipps, Inc.*, 11 FCC Rcd 13053, ¶¶ 8-9 (1996) (Commission approved essentially instantaneous pass-throughs of licenses through a third-party intermediary where the intermediary never actually exercises control).

Because Holdings will remain the corporate parent in ultimate control of the licensee, there will be no change in the ultimate ownership or control of the license. The use of Form 316 therefore is appropriate for this transaction.

Because this matter is entirely internal to Holdings, there presently are no written agreements providing for the assignments of the license of the station as described herein and the parties do not anticipate any agreements other than agreements internal to Holdings documenting and memorializing the transactions described herein and instruments filed with the Secretary of State of Delaware to effectuate those transactions.