

[ \_\_\_\_\_ ], 2003

Jackson Television, LLC  
700 St. John  
Suite 300  
Lafayette, Louisiana 70501

Re: Purchase and Sale Agreement, dated as of [ \_\_\_\_\_ ], 2003, among Jackson Television, LLC, Pegasus Broadcast Television, Inc., and WDBD License Corp.

Ladies and Gentlemen:

We have acted as special communications counsel to Pegasus Broadcast Television, Inc., a Pennsylvania corporation ("PBT"), and WDBD License Corp., a Delaware corporation ("WDBD," and together with PBT, the "Sellers"), in connection with the execution and delivery of the Purchase and Sale Agreement, dated as of [ \_\_\_\_\_ ], 2003 (the "Purchase Agreement"), by and among the Sellers and Jackson Television, LLC, and the FCC Closing being held today. In delivering this opinion, we are engaged and acting solely as special communications counsel for the Sellers, and we are not engaged or acting as counsel of any type for you or any other person or entity. This opinion is being delivered to you pursuant to Section 3.2(a) of the Purchase Agreement. All capitalized terms used herein have the meanings assigned to them in the Purchase Agreement unless otherwise defined herein.

As special communications counsel for the Sellers, we have been engaged to review certain matters involving the ownership and operation of the television stations identified in Exhibit A annexed hereto (the "Stations") before the Federal Communications Commission ("FCC"). We have examined such records, certificates and other documents and have considered such questions of law as relate to the Stations as we have deemed necessary or appropriate for purposes of this opinion. This opinion is limited solely to the Communications Act of 1934, as amended (the "Communications Act"), and the published rules, regulations, orders, policies and procedures of the FCC (collectively, the "FCC Rules"), all as applicable to the Sellers and the Stations. Various issues concerning state law are addressed in a separate opinion by Drinker Biddle & Reath LLP and delivered to you under separate cover on this date, and we express no opinion with respect to those matters herein. No implication shall be drawn from anything herein that has the effect of extending any opinion contained herein beyond what is expressly stated herein.

With respect to factual matters relating to this opinion, we have relied solely upon (i) a review of the public files of the FCC in Washington, D.C. relating to the FCC licenses, permits, and authorizations as listed in Exhibit A hereto (the "FCC Licenses"), publicly available on [ \_\_\_\_\_ ], 2003; (ii) oral responses from the FCC's staff received on [ \_\_\_\_\_ ]

\_\_\_\_], 2003 in response to our inquiry with respect to the Stations; (iii) a review of all FCC Public Notices and the FCC's CDBS Public Access information system referencing or filed under the Stations' call signs through [\_\_\_\_\_] 2003; (iv) information contained in our files relative to the Sellers and the Stations, dated within 12 months from the date hereof, of those attorneys who have substantial responsibility for the Sellers' legal matters handled by this firm; and (v) all statements, certifications, representations and warranties set forth in the Purchase Agreement and in the applications on FCC Form 314 filed with the FCC on [\_\_\_\_\_] 2003, requesting FCC consent to the assignment of the FCC Licenses to Buyer (such FCC information, collectively, the "FCC Review Materials").

We make no representations as to the accuracy or completeness of the FCC files made available to us or relied upon by the FCC staff in their communications with us. We have not examined or investigated the records which may be available in any other office within the FCC. You should be aware that certain records of the FCC are public as a matter of law (for example, under the federal Freedom of Information Act). Such records, however, may not have been included in the FCC Review Materials at the time that we examined those materials in connection with this opinion. Accordingly, we express no opinion regarding the completeness of the FCC Review Materials at the time we reviewed them. Furthermore, there may be records of matters pending at the FCC that were not available for inspection by the public as a matter of law that we did not examine.

We express no opinion whatsoever in this letter as to your qualifications under the Communications Act or the FCC Rules, or such qualifications of your assigns, if any, to have an ownership interest in or to control, directly or indirectly, any license or other authorization issued by the FCC or any person or entity holding such license or authorization.

In delivering this opinion, we have assumed without investigation the genuineness of all signatures, the legal capacity of all natural persons, the authenticity of all documents examined by us, whether or not they are originals, the conformity of all copies or facsimile transmissions to the originals of the same, whether or not they are certified to be true copies, the conformity of all unexecuted documents presented to us as final versions thereof to the executed originals of the same, and the accuracy and completeness of all public records, including, but not limited to, those of the FCC.

Whenever a statement herein is qualified by "to our knowledge" or a similar phrase, it is intended to indicate that those attorneys in this firm who have rendered legal services in connection with the Purchase Agreement do not have current actual knowledge of the inaccuracy of such statement. However, except as otherwise expressly indicated, we have not made any field investigations of the Stations, examined the dockets or files of any court or governmental agency other than the FCC as discussed above, or undertaken any other independent investigation to determine the accuracy of any such statement.

Based upon the foregoing, and subject to the qualifications and limitations set forth herein, we are of the following opinions as of the date set forth above:

1. The Sellers have been authorized by the FCC to hold the FCC licenses. Except as expressly noted in Exhibit A, all of such FCC Licenses are in full force and effect. The FCC Licenses include all FCC licenses, permits and authorizations issued by the FCC under Part 73 of the FCC's rules necessary to operate the Stations on the frequencies and in the communities of license listed in Exhibit A.

2. The FCC has granted its consent to the assignment of the FCC Licenses for the Stations from the Sellers to Jackson Television, LLC (the "FCC Consent"). To our knowledge, no petition seeking administrative or judicial reconsideration or review of such FCC Consent filed with the FCC or with a court of competent jurisdiction nor has the FCC reconsidered the FCC Consent on its own motion.

3. Except for rulemaking proceedings or similar proceedings of general applicability to entities such as the Sellers or to facilities such as the Stations, to our knowledge, there is not now pending any action or other proceeding by or before the FCC with respect to the Stations or the FCC Licenses.

In addition to the qualifications, exceptions and limitations elsewhere set forth in this opinion letter, our opinions expressed above are also subject to the following qualifications:

(i) We have not verified the manner in which the Stations are being operated, we have not physically inspected the Stations, and we express no views concerning electrical engineering or other technical matters concerning the operation of the respective Stations. Except as otherwise specifically stated herein, we have undertaken no independent inquiry whatsoever of any of the matters addressed in this opinion.

(ii) This opinion is being delivered as of the date set forth above, and we assume no responsibility to advise you of any changes in fact or law that may affect the opinions expressed herein.

(iii) This opinion is rendered only to you and is solely for your benefit in connection with the above transactions. The opinions set forth herein may not be relied upon by, and copies of such opinion may not be delivered to, any other person, firm, corporation, or agency for any purpose without the prior written consent of the undersigned and, without limiting the foregoing, may not be quoted in whole or in part or otherwise referred to in any document except as directly a part of and related to such transactions.

Very truly yours,

Exhibit A

**FCC Licenses**

| <b>Call Sign</b>        | <b>Community of License</b> | <b>File No.</b> | <b>Facility ID</b> | <b>Type</b> | <b>Expiration</b> |
|-------------------------|-----------------------------|-----------------|--------------------|-------------|-------------------|
| WDBD-TV<br>(Channel 40) | Jackson, Mississippi        |                 |                    |             |                   |
| WXMS-LP<br>(Channel 27) | Natchez, Mississippi        |                 |                    |             |                   |