

**Exhibit 2**

Davis Television Clarksburg, LLC (“Davis Clarksburg”) is the licensee of Television Station WVFX, Clarksburg, West Virginia. As explained in greater detail in Attachment A hereto, various trusts established for the benefit of Marvin Davis, his wife Barbara Davis, and the children of Marvin and Barbara Davis (collectively, the “Davis Family Trusts”) hold 100% of the votes and approximately 50% of the total assets of Davis Clarksburg. The seven trusts that comprise the Davis Family Trusts, and their respective interests (both voting and as a percentage of total assets) in the entities in the Davis Clarksburg ownership chain are set forth in Attachment A.

Until his death on September 24, 2004, a fact reported in Exhibit 14 to the license renewal application of affiliated station WFXS(TV) (File No. BRCT-20050729CIT), Marvin Davis was the trustee of the Davis Family Trusts, and all shares held by those trusts were voted by Marvin Davis as the sole trustee. Davis Clarksburg therefore was controlled by Marvin Davis as the sole trustee of the Davis Family Trusts.

Upon Marvin Davis’ death, the assets within the Davis Family Trusts were not subject to any probate process, nor was there any executor or administrator with power relating to the Davis Family Trusts. Moreover, no single person or entity became the successor trustee to all of the Davis Family Trusts by operation of law upon Marvin Davis’ death or thereafter. As a consequence, the appointment of successor trustees to each of the Davis Family Trusts became the process by “operation of law” by which control of Davis Clarksburg would be involuntarily transferred. Toward that end, upon Marvin Davis’ death, the Davis Family Trusts individually engaged in the process of appointing successor trustees and collectively endeavored over an extended period of time to formulate a succession plan for presentation to the Commission that was acceptable to each trust. However, the scope and complexities of the Davis Family Trusts’ business interests and other holdings, the role that Marvin Davis played in the Davis family businesses and a disagreement within the Davis Family,<sup>1</sup> significantly delayed this process. The

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<sup>1</sup> Patricia Davis Raynes consents to this application; **however**, Ms. Raynes qualifies any statements made by her or by anyone else that might be attributed to her in this application with the following statement, which is her statement alone and is not endorsed by any other party to this application: On September 13, Ms. Raynes filed a lawsuit in United States District Court for the Central District of California, *Raynes v. Davis et al.*, No. CV-05-6740, naming as defendants, among others, Marvin Davis, Barbara Davis (in her own capacity and as trustee of the Marvin and Barbara Davis Revocable Trust), John Davis (in his own capacity and as trustee of the John Davis Revocable Trust), Gregg Davis (in his own capacity and as trustee of the Gregg Davis Revocable Trust), Nancy Sue Davis (in her own capacity and as trustee of the Nancy Sue Davis Revocable Trust), and Dana Leigh Davis (in her own capacity and as trustee of the Dana Leigh Davis Revocable Trust). In that lawsuit, Ms. Raynes claims, *inter alia*, that the “Patricia Davis Raynes Revocable Trust” is and has been invalid, and that any property held in the name of the

Davis Family Trusts have at this time agreed upon a succession plan for Davis Clarksburg and have each appointed a successor trustee, which in turn has facilitated the filing of this application for approval of an involuntary transfer of control.<sup>2</sup> In this regard, Davis Clarksburg notes that no single trust represents a controlling interest in Davis Clarksburg and each of the trustees is independent.

Davis Clarksburg recognizes that this request was not filed in a timely fashion and regrets the delays associated with its submission. To the extent that a waiver is deemed necessary to submit this application at this time, Davis Clarksburg respectfully requests such a waiver in light of the unusual facts set forth above.

The current sole successor trustee of each of the Davis Family Trusts and the effective dates of such appointment (and dates of the last renunciation by other potential trustees in each case (*see* footnote 2)) are set forth in the table below:

<b>Trust</b>	<b>Trustee</b>	<b>Effective Date of Current Trustee Appointment</b>	<b>Date of Last Renunciation</b>
John Davis Trust under Trust Agreement dated March 15, 1990 <sup>3</sup>	John Davis	April 4, 2005 <sup>3</sup>	December 14, 2005
Nancy Sue Davis Trust under Restated Trust Agreement dated October 1, 1990	Nancy Sue Davis	September 22, 2005	September 22, 2005
Gregg Davis Trust under Restated Trust Agreement dated July 22, 2004	Gregg Davis	May 6, 2005	December 19, 2005

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“Patricia Davis Raynes Revocable Trust” or by any person claiming to be a trustee of the “Patricia Davis Raynes Revocable Trust” in fact belongs to Ms. Raynes in her own right. Some or all of the defendants may dispute Ms. Raynes’s claims concerning the existence and/or validity of the “Patricia Davis Raynes Revocable Trust.” Ms. Raynes executed documents some of the defendants in the lawsuit required her to execute in order for her to assume control of her own property, including documents that purported to make her the sole trustee of the “Patricia Davis Raynes Revocable Trust.” Subject to Ms. Raynes’ position, and as limited by that position, Ms. Raynes consents to this application.

<sup>2</sup> Davis Clarksburg notes that each of the agreements establishing the Davis Family Trusts provided for the appointment of successor trustees upon the death of Marvin Davis. Those provisions were not, to varying degrees, followed in fact. With respect to each trust, one or more successor trustees provided for in the trust agreement either accepted their appointment solely to facilitate appointment of a co-trustee and later resigned that position, or renounced the appointment in lieu of acceptance. In certain instances, the ultimate successor trustee was appointed by a successor trustee identified in the trust agreement.

<sup>3</sup> John Davis also is the trustee of the JD Revocable Trust under Trust Agreement dated March 15, 1990, which holds a contingent 25% profit interest in DTV LLC. That contingency has not yet been realized. John Davis accepted his appointment as trustee on April 4, 2005. The final renunciation in lieu of appointment concerning successor trustees of this trust was executed on April 28, 2005. See Exhibit 5.

Patricia Davis Raynes Trust under Trust Agreement dated March 29, 1990	Patricia Davis Raynes	April 27, 2005	April 27, 2005
Dana Leigh Davis Trust under Restated Trust Agreement dated October 9, 1990	Dana Leigh Davis	April 22, 2005	April 22, 2005
Marvin and Barbara Davis Revocable Trust (Fifth Restated Agreement) dated October 22, 2002	Barbara Davis	September 25, 2005	N/A

Accordingly, this application seeks Commission consent to the involuntary transfer of control of Davis Clarksburg from Marvin Davis, as trustee of the Davis Family Trusts, to, collectively, the current trustees of the Davis Family Trusts. Davis Clarksburg notes that there has been no change in the Davis Family Trusts' respective interests (either voting percentage or percentage of total assets) in the entities in the Davis Clarksburg ownership chain that are set forth in Attachment A. The only change proposed herein is the identity of the trustees of those trusts, who will exercise the voting interests associated with those trusts.

Davis Clarksburg believes that the use of FCC Form 316 is appropriate in this circumstance. Section 73.3541(b) of the Commission's Rules (47 C.F.R. §73.3541(b)) provides that upon the death of the person in control of a licensee, the use of FCC Form 316 is appropriate when seeking consent to the involuntary transfer of control of the licensee to a person or entity legally qualified to succeed that person's interest under the laws of the place having jurisdiction of the estate involved. In this instance, no single person or entity either became by operation of law, or was appointed to serve as, the successor trustee to each of the Davis Family Trusts. However, each of the above-referenced successor trustees is in fact legally qualified under the law of the State of California to succeed Marvin Davis as the trustee of his or her respective trust. Therefore, Davis Clarksburg submits that this application is properly filed on FCC Form 316.

Nevertheless, in the event that the Commission determines that long form review of the control group of Davis Clarksburg is needed for any reason, Davis Clarksburg will also file a FCC Form 315 requesting the transfer of control of Davis Clarksburg to the current trustees of the Davis Family Trusts collectively.

**Attachment A**

Davis Clarksburg is a Delaware limited liability company. DTV LLC, a Delaware limited liability company, is the Managing Member of Davis Clarksburg and holds 49.51% of the votes and 49.51% of the total assets (equity/debt plus) of Davis Clarksburg. The other member of Davis Clarksburg is DF Investment Corp., a Delaware corporation, which holds 50.49% of the votes and 50.49% of the total assets of Davis Clarksburg.

DTV Inc., a Delaware corporation, holds 100% of the votes and 1% of the total assets of DF Investment Corp.

The following Davis Family Trusts (referred to as "Davis Family Trusts I") hold 100% of the votes and 100% of the total assets of DTV Inc. All shares held by Davis Family Trusts I were voted by Marvin Davis as the sole trustee of the Davis Family Trusts I.

- (i) Marvin and Barbara Davis Revocable Trust (Fifth Restated Agreement) dated October 22, 2002 (25% of votes and total assets)
- (ii) Nancy Sue Davis Trust Under Restated Trust Agreement dated October 1, 1990 (12.5% of votes and total assets)
- (iii) Gregg Davis Trust Under Restated Trust Agreement dated July 22, 2004 (12.5% of votes and total assets)
- (iv) Dana Leigh Davis Trust Under Restated Trust Agreement dated October 9, 1990 (12.5% of votes and total assets)
- (v) Patricia Davis Raynes Trust Under Trust Agreement dated March 29, 1990 (12.5% of votes and total assets)
- (vi) John Davis Trust Under Trust Agreement dated March 15, 1990 (25% of votes and total assets)

The following Davis Family Trusts (referred to as “Davis Family Trusts II”) hold 100% of the votes and 100% of the total assets of DTV LLC. Marvin Davis was the sole trustee of the Various Trusts II that have a voting interest in DTV LLC,<sup>4</sup> and all shares held by such trusts were voted by Marvin Davis. In addition, Marvin Davis was the sole Manager of DTV LLC.

(i) John Davis Trust Under Trust Agreement dated March 15, 1990 (20% of votes and total assets)

(ii) Nancy Sue Davis Trust Under Restated Trust Agreement dated October 1, 1990 (20% of votes and total assets)

(iii) Gregg Davis Trust Under Restated Trust Agreement dated July 22, 2004 (20% of votes and total assets)

(iv) Dana Leigh Davis Trust Under Restated Trust Agreement dated October 9, 1990 (20% of votes and total assets)

(v) Patricia Davis Raynes Trust Under Trust Agreement dated March 29, 1990 (20% of votes and total assets)

(vi) JD Revocable Trust Under Trust Agreement dated March 15, 1990 (0% of votes and total assets)<sup>5</sup>

As detailed above, Marvin Davis had ultimate control over Davis Clarksburg as the trustee of Davis Family Trusts I and Davis Family Trusts II, and the sole Manager of DTV LLC.

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<sup>4</sup> John Davis is the Trustee of the JD Revocable Trust, which has no voting interest in DTV LLC.

<sup>5</sup> The JD Revocable Trust holds a contingent 25% profit interest in DTV LLC, which contingency has not yet been realized. Accordingly, the JD Revocable Trust’s current percentage of total assets is zero.