

DESCRIPTION OF TRANSACTION

Nexstar Broadcasting of Midland-Odessa, Inc. is the sole member of Nexstar Broadcasting of Midland-Odessa, L.L.C. (“Nexstar”), the licensee of television broadcast station KMID, Midland, Texas and television translator station K12FM, Fort Stockton, Texas. Nexstar Broadcasting of Midland-Odessa, Inc. is controlled by Nexstar Broadcasting Group, L.L.C. (“NBG”). As part of a corporate reorganization, NBG seeks consent to the *pro forma* transfer of control of Nexstar from Nexstar Broadcasting of Midland-Odessa, Inc. to Nexstar Finance, L.L.C., which, through additional intervening companies, will be controlled by NBG.

Attached are two charts showing the ownership chain of Nexstar prior to and after the transfer of control proposed by this application. There are no changes to the ownership structure above Nexstar Broadcasting Group, L.L.C. Figure 1 shows the ownership structure of Nexstar prior to the proposed transfer of control and Figure 2 shows the ownership structure of Nexstar after the proposed transfer of control.

Because Nexstar Broadcasting Group, L.L.C. will remain the indirect controlling parent of Nexstar, this request for consent to a transfer of control is *pro forma* appropriately submitted on Form 316.

OWNERSHIP STRUCTURE BEFORE TRANSFER OF CONTROL

