

**AGREEMENT AND PLAN OF MERGER
OF
RAYCOM TV BROADCASTING INC.
a Delaware Corporation
WITH AND INTO
TV STATIONS HOLDINGS, LLC
a Delaware limited liability company**

THIS AGREEMENT AND PLAN OF MERGER (this "Plan") is made by and between **Raycom TV Broadcasting, Inc.**, a Delaware Corporation (hereinafter referred to as "Raycom TV"), and **TV Stations Holdings, LLC**, a Delaware limited liability company (hereinafter referred to as "TV Stations").

WITNESSETH, THAT:

WHEREAS, Raycom TV is an indirect wholly owned subsidiary of Raycom Media, Inc.; and

WHEREAS, Raycom TV is a corporation duly organized and existing under the laws of the State of Delaware; and

WHEREAS, TV Stations is a wholly owned subsidiary of Raycom Media, Inc; and

WHEREAS, TV Stations is a limited liability company duly organized and existing under the laws of the State of Delaware; and

WHEREAS, the authorized capital stock of Raycom TV consists of 3,000 shares of common stock, \$.01 par value per share, of which 1,059.3 shares are outstanding; and

WHEREAS, the authorized membership interests of TV Stations consists of 1,000 units, of which 1,000 units are outstanding; and

WHEREAS, the board of directors of Raycom TV and the managers of TV Stations deem it advisable for the general welfare and advantage of the two entities that the two entities merge into a single entity pursuant to this Plan, and the two entities respectively desire to so merge pursuant to this Plan, the survivor of which shall be TV Stations; and

WHEREAS, as a result of the merger of Raycom TV into TV Stations will cancel all of the outstanding shares of stock of Raycom TV.

NOW, THEREFORE, in consideration of the premises and of the mutual agreements herein contained, the parties hereto agree as follows:

1. Merger. Raycome TV shall be merged into TV Stations.
2. Terms of Merger. The terms of the merger are:

(a) Raycom TV shall be merged into TV Stations in accordance with the procedure set forth in Title 6, Section 18-209 of the Delaware Limited Liability Company Act.

(b) TV Stations shall be the surviving entity. The identity, existence, purposes, powers, franchises, rights and immunities of TV Stations shall continue unaffected and unimpaired by the merger. The name of the surviving corporation shall be "TV Stations Holdings, LLC" immediately upon the Effective Time, as set forth in Paragraph 6 hereof. The Articles of Organization and Operating Agreement of TV Stations Holdings, LLC shall remain in effect unaltered as the Articles of Organization and Operating Agreement of the surviving entity; and the duly qualified and elected manager and officers of TV Stations immediately prior to the Effective Time shall be the managers and officers of the surviving corporation.

(c) The corporate identity, existence, purposes, powers, franchises, rights (legal or otherwise), immunities, patents, trademarks, licenses, registrations and other assets of every kind and description of Raycom TV shall be transferred to, vested in, devolved upon, and merged into TV Stations, and TV Stations shall be fully vested therewith without any further act or deed.

(d) The separate existence of Raycom TV, except insofar as specifically otherwise provided by law, shall cease at the Effective Time, whereupon TV Stations and Raycom TV shall become a single entity.

(e) At the Effective Time, each outstanding common share Raycom TV shall be cancelled.

3. Basis of Exchange. The manner and basis of converting the shares of Raycom TV into membership interests of TV Stations shall be that, at the Effective Time, each share of Raycom TV issued and outstanding immediately prior to the Effective Time shall be automatically cancelled.

4. Required Approvals. Pursuant to Section 251 of the Delaware Business Corporation Law, as amended, this merger was adopted by the sole member and the managers of TV Stations and the board of directors and sole shareholder of Raycom TV.

5. Termination and Abandonment. Anything herein or elsewhere to the contrary notwithstanding, this Plan may be terminated and abandoned by the managers of TV Stations at any time prior to the date of filing this Plan with the Secretary of State. This Plan may be amended by the managers of TV Stations at any time prior to the date of filing this Plan with the Secretary of State.

6. Effective Time. The merger shall become effective at 11:59 p.m. on December 31, 2012 (the "Effective Time").

7. Articles of Organization. Pursuant to Title 8, Section 252 of the Delaware General Corporation Law, a copy of the Articles of Organization of TV Stations is attached hereto as Exhibit A and made a part hereof.

IN WITNESS WHEREOF, each of the undersigned has caused this Plan to be executed by its duly authorized officer as of the 26th day of December 2012.

RAYCOM TV BROADCASTING, INC.
a Delaware corporation

By: Paul H. McTeague
Its: President

TV STATIONS HOLDINGS, LLC
a Delaware limited liability company

By: Paul H. McTeague
Its: Manager