

**CONSENT OF SOLE DIRECTOR OF  
RAYCOM TV BROADCASTING, INC.  
TO  
ACTION WITHOUT MEETING**

The undersigned, sole director of Raycom TV Broadcasting, Inc., a Delaware corporation (the "Corporation"), does hereby consent in writing to and adopt, pursuant to the Delaware General Corporation Law, as amended, the following resolutions by written consent:

Corporate Realignment

The Corporation currently has financing in place with the Retirement Systems of Alabama secured by the television stations (but not a security interest in the FCC licenses) described on **Exhibit A** attached hereto (the "RSA Security Stations"). In addition, the Corporation currently has financing in place with Wachovia Corporation secured by the television stations (but not a security interest in the FCC licenses) described on **Exhibit C** attached hereto (the "Wachovia Security Stations"). Both the RSA Security Stations and the Wachovia Security Stations are generally owned directly or indirectly by wholly owned subsidiaries of the Corporation, but the ownership of the various stations must be realigned to ensure the most favorable tax consequences from future financings and subsequent station sales. The realigned ownership structure of the Corporation will ultimately be as described in the Presentation prepared by KPMG and attached hereto as **Exhibit B**. While the outline of the transactions are in place, all of the documents necessary to accomplish them are not yet completed and cannot currently be reviewed by the Board. In addition, the Board has been informed that various forms of resolutions will have to be prepared by the lawyers for the parties involved in these transactions. The Board has decided to give management of the Corporation the ability to substitute any resolution that management feels is in the best interests of the Corporation or any of its wholly owned subsidiaries for the resolutions approved hereby and to treat such resolution as having been adopted by the Board.

NOW, THEREFORE, BE IT RESOLVED, that the Corporation and any of its wholly owned direct or indirect subsidiaries, acting through the President of the Corporation or any other person designated by the President (each of the foregoing being referred to herein as an "Authorized Signatory") shall take any action or enter into, execute, deliver and perform any agreement or series of agreements necessary and appropriate to accomplish the property transfers and mergers described in **Exhibit B**. The taking of any such action and the execution and delivery of any such document shall be conclusive evidence that the same is authorized hereby and is necessary or appropriate and in the best interests of the Corporation.

Other Actions and Documents.

RESOLVED, that any of the Authorized Signatories be, and they hereby are, further authorized, empowered and directed, on behalf and in the name of the Corporation or any

direct or indirect subsidiary, to take or cause to be taken all such actions, pay such fees and expenses, and sign, execute, verify, acknowledge, certify to, file, record and deliver all such instruments, documents and agreements as such Authorized Signatory taking or causing such action to be taken shall determine to be necessary, desirable or appropriate to effectuate the intent of the foregoing resolutions upon terms that are in the best interests of the Corporation or such subsidiary, respectively.

Conclusive Evidence.

RESOLVED, that, in connection with the foregoing resolutions, the taking of any action and the execution and delivery of any instrument, document or agreement by any Authorized Signatory in connection with the implementation of any or all of the foregoing resolutions shall be conclusive evidence of such Authorized Signatory's determination that the same was necessary, desirable, appropriate and in the best interests of the Corporation or such subsidiary, respectively.

Action by Secretary.

RESOLVED, that the Secretary or any Assistant Secretary of the Corporation be, and he hereby is, authorized, empowered and directed to attest the execution and delivery of any agreement, document or other instrument contemplated by the foregoing resolutions or as directed by any Authorized Signatory.

Substitution of Resolutions

RESOLVED, that the Secretary or any Assistant Secretary of the Corporation be, and he hereby is, authorized, empowered and directed to attest to and deliver to any party described in the foregoing resolutions any substitute resolution deemed necessary by such party if such substitute resolution has been approved for delivery by an Authorized Signatory.

IN WITNESS WHEREOF, the undersigned has executed this Resolution as of November 21, 2006 waiving all notice requirements, whether provided by statute or otherwise.

SOLE DIRECTOR:

---

Paul H. McTear