Federal Communications Commission Washington, D.C. 20554	Approved by OMB 3060-0027 (January 2008)	FOR FCC USE ONLY
FCC 301		
APPLICATION FOR CONSTRUCTION PERMIT FOR COMMERCIAL BROADCAST STATION Read INSTRUCTIONS Before Filling Out Form		FOR COMMISSION USE ONLY FILE NO. -

Section I - General Information

1. Legal Name of the Applicant
PAXSON RALEIGH LICENSE, INC.

Mailing Address
601 CLEARWATER PARK ROAD

City	State or Country (if foreign address)	ZIP Code
WEST PALM BEACH	FL	33401 - 6233

Telephone Number (include area code)	E-Mail Address (if available)
5616824206	BILLWATSON@IONMEDIA.TV

FCC Registration Number:	Call Sign	Facility ID Number
	NEW	179110

2. Contact Representative (if other than Applicant)
JONATHAN D. BLAKE, ESQ.

Firm or Company Name
COVINGTON & BURLING LLP

Mailing Address
1201 PENNSYLVANIA AVENUE, NW

City	State or Country (if foreign address)	ZIP Code
WASHINGTON	DC	20004 -

Telephone Number (include area code)	E-Mail Address (if available)
2026625506	JBLAKE@COV.COM

3. If this application has been submitted without a fee, indicate reason for fee exemption (see 47 C.F.R. Section 1.1114):
○ Governmental Entity ○ Other
◉ N/A (Fee Required)

4. **Application Purpose**

◉ New station
○ New Station with Petition for Rulemaking or Counterproposal to Amend FM Table of Allotments
○ Major Modification of construction permit
○ Major Change in licensed facility
○ Minor Modification of construction permit
○ Minor Change in licensed facility
○ Major Amendment to pending application
○ Minor Amendment to pending application

(a) File number of original construction permit: - ☐ NA

(b) Service Type: ○ AM ○ FM ○ TV ◉ DTV

(c) DTV Type: ○ Pre-Transition ◉ Post-Transition ○ Both

(d) Community of License:
City: ROCKY MOUNT State: NC

(e) Facility Type ◉ Main ○ Auxiliary

If an amendment, **submit as an Exhibit** a listing by Section and Question Number the portions of the pending application [Exhibit 1]

that are being revised.

NOTE: In addition to the information called for in this section, an explanatory exhibit providing full particulars must be submitted for each question for which a "No" response is provided.

Section II - Legal

1.	**Certification.** Applicant certifies that it has answered each question in this application based on its review of the application instructions and worksheets. Applicant further certifies that where it has made an affirmative certification below, this certification constitutes its representation that the application satisfies each of the pertinent standards and criteria set forth in the application instructions and worksheets.	(•) Yes ( ) No
2.	**Parties to the Application.** a. List the applicant, and, if other than a natural person, its officers, directors, stockholders with attributable interests, non-insulated partners and/or members. If a corporation or partnership holds an attributable interest in the applicant, list separately its officers, directors, stockholders with attributable interests, non-insulated partners and/or members. Create a separate row for each individual or entity. Attach additional pages if necessary. (1) Name and address of the applicant and each party to the application holding an attributable interest (if other than individual also show name, address and citizenship of natural person authorized to vote the stock or holding the attributable interest). List the applicant first, officers next, then directors and, thereafter, remaining stockholders and other entities with attributable interests, and partners. (2) Citizenship. (3) Positional Interest: Officer, director, general partner, limited partner, LLC member, investor/creditor attributable under the Commission's **equity/debt plus** standard, etc. (4) Percentage of votes. (5) Percentage of total assets (equity plus debt). [Enter Parties/Owners Information] b. Applicant certifies that equity and financial interests not set forth above are non-attributable.	(•) Yes ( ) No ( ) N/A See Explanation in [Exhibit 2]
3.	**Other Authorizations.** List call signs, locations, and facility identifiers of all other broadcast stations in which applicant or any party to the application has an attributable interest.	☐ N/A [Exhibit 3]
4.	**Multiple Ownership.** a. Is the applicant or any party to the application the holder of an attributable radio joint sales agreement or an attributable radio or television time brokerage agreement in the same market as the station subject to this application? If "YES," radio applicants must submit as an Exhibit a copy of each such agreement for radio stations. b. Applicant certifies that the proposed facility complies with the Commission's multiple ownership rules and cross-ownership rules. Radio applicants only: If "Yes," submit an Exhibit providing information regarding the market, broadcast station(s), and other information necessary to demonstrate compliance with 47 C.F.R. § 73.3555(a).	( ) Yes (•) No [Exhibit 4] (•) Yes ( ) No [Exhibit 5]

	All Applicants: If "No," submit as an Exhibit a detailed explanation in support of an exemption from, or waiver of, 47 C.F.R. § 73.3555. c. Applicant certifies that the proposed facility: 1. does not present an issue under the Commission's policies relating to media interests of immediate family members; 2. complies with the Commission's policies relating to future ownership interests; and 3. complies with the Commission's restrictions relating to the insulation and non-participation of non-party investors and creditors.	(●) Yes ( ) No See Explanation in [Exhibit 6]
5.	**Character Issues.** Applicant certifies that neither applicant nor any party to the application has or has had any interest in or connection with: a. any broadcast application in any proceeding where character issues were left unresolved or were resolved adversely against the applicant or party to the application; or b. any pending broadcast application in which character issues have been raised.	(●) Yes ( ) No See Explanation in [Exhibit 7]
6.	**Adverse Findings.** Applicant certifies that, with respect to the applicant and any party to the application, no adverse finding has been made, nor has an adverse final action been taken by any court or administrative body in a civil or criminal proceeding brought under the provisions of any law related to any of the following: any felony; mass media-related antitrust or unfair competition; fraudulent statements to another government unit; or discrimination.	(●) Yes ( ) No See Explanation in [Exhibit 8]
7.	**Alien Ownership and Control.** Applicant certifies that it complies with the provisions of Section 310 of the Communications Act of 1934, as amended, relating to interests of aliens and foreign governments.	(●) Yes ( ) No See Explanation in [Exhibit 9]
8.	**Program Service Certification.** Applicant certifies that it is cognizant of and will comply with its obligations as a commission licensee to present a program service responsive to the issues of public concern facing the station's community of license and service area.	(●) Yes ( ) No
9.	**Local Public Notice.** Applicant certifies that it has or will comply with the public notice requirements of 47 C.F.R. Section 73.3580.	(●) Yes ( ) No
10.	**Auction Authorization.** If the application is being submitted to obtain a construction permit for which the applicant was the winning bidder in an auction, then the applicant certifies, pursuant to 47 C.F.R. Section 73.5005(a), that it has attached an exhibit containing the information required by 47 C.F.R. Sections 1.2107(d), 1.2110(i), 1.2112(a) and 1.2112(b), if applicable. **An exhibit is required unless** this question is inapplicable.	( ) Yes ( ) No (●) N/A [Exhibit 10]
11.	**Anti-Drug Abuse Act Certification.** Applicant certifies that neither applicant nor any party to the application is subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862.	(●) Yes ( ) No
12.	**Equal Employment Opportunity (EEO).** If the applicant proposes to employ five or more full-time employees, applicant certifies that it is filing simultaneously with this application a Model EEO Program Report on FCC Form 396-A.	( ) Yes ( ) No (●) N/A
13.	**Petition for Rulemaking/Counterproposal to Add New FM Channel to FM Table of Allotments.** If the application is being submitted concurrently with a Petition for Rulemaking or Counterproposal to Amend the FM Table of Allotments (47 C.F.R. section 73.202) to add a new FM channel allotment, petitioner/counter-proponent certifies that, if the FM channel allotment requested is allotted, petitioner/counter-proponent will apply to participate in the auction of the channel allotment requested and specified in this application.	( ) Yes ( ) No (●) N/A

I certify that the statements in this application are true, complete, and correct to the best of my knowledge and belief, and are made in good faith. I acknowledge that all certifications and attached Exhibits are considered material representations. I hereby waive any claim to the use of any particular frequency as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and request an authorization in accordance with this application. (See Section 304 of the Communications Act of 1934, as amended.)

Typed or Printed Name of Person Signing	Typed or Printed Title of Person Signing
R. BRANDON BURGESS	CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Signature	Date 11/18/2008

WILLFUL FALSE STATEMENTS ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. CODE, TITLE 18, SECTION 1001), AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. CODE, TITLE 47, SECTION 312(a)(1)), AND/OR FORFEITURE (U.S. CODE, TITLE 47, SECTION 503).

SECTION III-D - DTV Engineering

Complete Questions 1-5, and provide all data and information for the proposed facility, as requested in Technical Specifications, Items 1-13.

Pre-Transition Certification Checklist: An application concerning a pre-transition channel must complete questions 1(a)-(c), and 2-5. A correct answer of "Yes" to all of the questions will ensure an expeditious grant of a construction permit application to change pre-transition facilities. However, if the proposed facility is located within the Canadian or Mexican borders, coordination of the proposal under the appropriate treaties may be required prior to grant of the application. An answer of "No" will require additional evaluation of the applicable information in this form before a construction permit can be granted.

Post-Transition Expedited Processing. An application concerning a post-transition channel must complete questions 1(a), (d)-(e), and 2-5. A station applying for a construction permit to build its post-transition channel will receive expedited processing if its application (1) does not seek to expand the noise-limited service contour in any direction beyond that established by Appendix B of the Seventh Report and Order in MB Docket No. 87-268 establishing the new DTV Table of Allotments in 47 C.F.R. § 73.622(i) ("new DTV Table Appendix B"); (2) specifies facilities that match or closely approximate those defined in the new DTV Table Appendix B facilities; and (3) is filed within 45 days of the effective date of Section 73.616 of the rules adopted in the Report and Order in the Third DTV Periodic Review proceeding, MB Docket No. 07-91.

1.	The proposed DTV facility complies with 47 C.F.R. Section 73.622 in the following respects:	
	(a) It will operate on the DTV channel for this station as established in 47 C.F.R. Section 73.622.	○ Yes ○ No
	(b) It will operate a pre-transition facility from a transmitting antenna located within 5.0 km (3.1 miles) of the DTV reference site for this station as established in 47 C.F.R. Section 73.622.	○ Yes ○ No
	(c) It will operate a pre-transition facility with an effective radiated power (ERP) and antenna height above average terrain (HAAT) that do not exceed the DTV reference ERP and HAAT for this station as established in 47 C.F.R. Section 73.622.	○ Yes ○ No
	(d) It will operate at post-transition facilities that do not expand the noise-limited service contour in any direction beyond that established by Appendix B of the Seventh Report and Order in MB Docket No. 87-268 establishing the new DTV Table of Allotments in 47 C.F.R. § 73.622(i) ("new DTV Table Appendix B").	○ Yes ○ No ○ N/A
	(e) It will operate at post-transition facilities that match or reduce by no more than five percent with respect to predicted population from those defined in the new DTV Table Appendix B.	○ Yes ○ No ○ N/A
2.	The proposed facility will not have a significant environmental impact, including exposure of workers or the general public to levels of RF radiation exceeding the applicable health and safety guidelines, and therefore will not come within 47 C.F.R. Section 1.1307. Applicant must **submit the Exhibit** called for in Item 13.	○ Yes ○ No
3.	Pursuant to 47 C.F.R. Section 73.625, the DTV coverage contour of the proposed facility will encompass the allotted principal community.	○ Yes ○ No
4.	The requirements of 47 C.F.R. Section 73.1030 regarding notification to radio astronomy installations, radio receiving installations and FCC monitoring stations have either been satisfied or are not applicable.	○ Yes ○ No
5.	The antenna structure to be used by this facility has been registered by the Commission and will not require registration to support the proposed antenna, OR the FAA has previously determined that the proposed structure will not adversely effect safety in air navigation and this structure qualifies for later registration under the Commission's phased registration plan, OR the proposed installation on this structure does not require notification to the FAA pursuant to 47 C.F.R. Section 17.7.	○ Yes ○ No

SECTION III-D - DTV Engineering

TECHNICAL SPECIFICATIONS

Ensure that the specifications below are accurate. Contradicting data found elsewhere in this application will be disregarded. All items must be completed. The response "on file" is not acceptable.

TECH BOX

1. Channel Number:

   DTV Analog TV, if any 0

2. Zone:
   ○ I ○ II ○ III

3. Antenna Location Coordinates: (NAD 27)
   Latitude:
   Degrees Minutes Seconds ◉ North ○ South

   Longitude:
   Degrees Minutes Seconds ◉ West ○ East

4. Antenna Structure Registration Number:
   ☐ Not Applicable ☐ Notification filed with FAA

5. Antenna Location Site Elevation Above Mean Sea Level: meters

6. Overall Tower Height Above Ground Level: meters

7. Height of Radiation Center Above Ground Level: meters

8. Height of Radiation Center Above Average Terrain : meters

9. Maximum Effective Radiated Power (average power): kW

10. Antenna Specifications:

    a. Manufacturer Model

    b. Electrical Beam Tilt:
    degrees ☐ Not Applicable

    c. Mechanical Beam Tilt:
    degrees toward azimuth
    degrees True ☐ Not Applicable
    Attach as an Exhibit all data specified in 47 C.F.R. Section 73.625(c). [Exhibit 42]

    d. Polorization:
    ○ Horizontal ○ Circular ○ Elliptical

    e. Directional Antenna Relative Field Values: ☐ Not applicable (Nondirectional)

    [For a composite directional (not off-the-shelf) antenna, press the following button to fill in the relative field values subform.]
    [Relative Field Values]

    If a directional antenna is proposed, the requirements of 47 C.F.R. Sections 73.625(c) must be [Exhibit 43]

	satisfied. **Exhibit required.**	
11.	Does the proposed facility satisfy the pre-transition interference protection provisions of 47 C.F.R. Section 73.623(a) (Applicable only if **Certification Checklist** Items 1(a), (b), or (c) are answered "No.") and/or the post-transition interference protection provisions of 47 C.F.R. Section 73.616? If "No," attach as an Exhibit justification therefor, including a summary of any related previously granted waivers.	○ Yes ○ No [Exhibit 44]
12.	If the proposed facility will not satisfy the coverage requirement of 47 C.F.R. Section 73.625, attach as an Exhibit justification therefore. (Applicable only if **Certification Checklist** item 3 is answered "No.")	[Exhibit 45]
13.	**Environmental Protection Act. Submit in an Exhibit** the following: If **Certification Checklist** Item 2 is answered "Yes," a brief explanation of why an Environmental Assessment is not required. Also describe in the Exhibit the steps that will be taken to limit RF radiation exposure to the public and to persons authorized access to the tower site. By checking "Yes" to **Certification Checklist** Item 2, the applicant also certifies that it, in coordination with other users of the site, will reduce power or cease operation as necessary to protect persons having access to the site, tower or antenna from radiofrequency electromagnetic exposure in excess of FCC guidelines. If **Certification Checklist** Item 2 is answered "No," an Environmental Assessment as required by 47 C.F.R Section 1.1311.	[Exhibit 46]

PREPARERS CERTIFICATION ON SECTION III MUST BE COMPLETED AND SIGNED.

SECTION III - PREPARER'S CERTIFICATION

I certify that I have prepared Section III (Engineering Data) on behalf of the applicant, and that after such preparation, I have examined and found it to be accurate and true to the best of my knowledge and belief.

Name	Relationship to Applicant (e.g., Consulting Engineer)	
Signature	Date	
Mailing Address		
City	State or Country (if foreign address)	Zip Code -
Telephone Number (include area code)	E-Mail Address (if available)	

WILLFUL FALSE STATEMENTS ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. CODE, TITLE 18, SECTION 1001), AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. CODE, TITLE 47, SECTION 312(a)(1)), AND/OR FORFEITURE (U.S. CODE, TITLE 47, SECTION 503).

Exhibits

Exhibit 1

Description: EXHIBIT 1

THIS APPLICATION SEEKS A CONSTRUCTION PERMIT FOR SHARE-TIME AUTHORIZATION PURSUANT TO SECTION 73.1715 OF THE COMMISSION'S RULES, BY WHICH THE LICENSEE WILL OPERATE ON A SHARED BASIS WITH THE LICENSEE OF WRPX-DT, CHANNEL 15, (ROCKY MOUNT, NC). UPON GRANT OF THIS APPLICATION, THE APPLICANT INTENDS TO ASSIGN THE NEW LICENSE TO URBAN TELEVISION LLC PURSUANT TO ITS RECENTLY-GRANTED FCC FORM 314 APPLICATION FOR CONSENT TO ASSIGNMENT OF LICENSE, FILE NO. BALCT-20081118XXX. THE SHARE-TIME OPERATION WILL BE GOVERNED BY THE ATTACHED SHARE-TIME AGREEMENT, WHICH THE COMMISSION APPROVED AS A PART OF THAT APPLICATION.

Attachment 1

Exhibit 2
Description: EXHIBIT 2: PARTIES TO THE APPLICATION

Attachment 2

Description
PARTIES TO THE APPLICATION

Exhibit 3
Description: EXHIBIT 3: OTHER BROADCAST AUTHORIZATIONS OF APPLICANT

Attachment 3

Description
OTHER BROADCAST AUTHORIZATIONS OF APPLICANT

Exhibit 42
Description: EXHIBIT 42

THIS APPLICATION WILL INCLUDE THE SAME TECHNICAL SPECIFICATIONS AS THE PAXSON RALEIGH LICENSE, INC. STATION IN THE SAME COMMUNITY OF LICENSE.

Attachment 42

Parties to the Application

I. ION Media Networks, Inc.				
Name & Address	**Citizenship**	**Positional Interest**	**% of Votes**	**% Assets (EDP)**
R. Brandon Burgess 357 North Lake Way Palm Beach, FL 33480	United States	Chief Executive Officer, Director, and Chairman	0%	0%
William L. Watson 117 Satinwood Lane Palm Beach Gardens, FL 33410	United States	Vice President and Assistant Secretary	0%	0%
Jeffrey J. Quinn 936 SW All American Blvd. Palm City, FL 34990	United States	Treasurer	0%	0%
Emma Cordoba 491 Pelican Lane South Jupiter, FL 33458	United States	Vice President	0%	0%
Marc Zand 19408 Presidential Way N. Miami Beach, FL 33179	United States	Vice President	0%	0%
Henry J. Brandon III 5102 Holt Avenue Los Angeles, CA 90056	United States	Director	0%	0%
Raymond S. Rajewski 3300 Bayou Avenue Longboat Key, FL 34228	United States	Director	0%	0%
William A. Roskin 150 East 69th Street Apt. 20K New York, NY 10021	United States	Director	0%	0%
Todd E. Gjevold 200 E. 82nd Street Apt. 25D New York, NY 10028	United States	Director	0%	0%
Rod Chay 4 Park Avenue, Apt. 21E New York, NY 10016	United States	Director	0%	0%
Toby K. Buchanan 720 Greenwich Street Apt. 2J New York, NY 10014	United States	Director	0%	0%
Joseph L. Russell, Jr. 10 Cameron Road Saddle River, NJ 07458	United States	Director	0%	0%
John C. Baylis	United States	Director	0%	0%

I. ION Media Networks, Inc.				
Name & Address	**Citizenship**	**Positional Interest**	**% of Votes**	**% Assets (EDP)**
30 Waverly Road Darien, CT 06820				
CIG Media, LLC c/o Citadel Limited Partnership 131 S. Dearborn Street Chicago, IL 60603	Delaware Limited Liability Company	Shareholder	[1]	[1]

II. CIG Media, LLC				
Name & Address	**Citizenship**	**Positional Interest**	**% of Votes**	**% Assets (EDP)**
Kenneth Griffin 800 N. Michigan Ave. Suite 6700 Chicago, IL 60611	United States	Non-Member Manager; President and Chief Executive Officer, Citadel Investment Group, LLC	0%	0%
Joseph Russell 10 Cameron Rd. Saddle River, NJ 07458	United States	Portfolio Manager	0%	0%
Todd Gjervold 200 E. 82nd St., Apt. 25D New York, NY 10028	United States	Portfolio Manager, Senior Credit Analyst	0%	0%
Citadel Limited Partnership 131 S. Dearborn Street Chicago, IL 60603	Illinois Limited Partnership	Non-Member Manager	0%	0%
Citadel Wellington, LLC 131 S. Dearborn Street Chicago, IL 60603	Delaware Limited Liability Company	Member (insulated from attribution)	79%	79%
Citadel Kensington Global Strategies Fund, Ltd. 131 S. Dearborn Street Chicago, IL 60603	Bermuda Company	Member (insulated from attribution)	21%	21%

III. Citadel Limited Partnership				
Name & Address	**Citizenship**	**Positional Interest**	**% of Votes**	**% Assets (EDP)***
Citadel Investment Group,	Delaware	General Partner	100%	100%

[1] CIG Media, LLC controls 100% of ION's issued and outstanding Common Voting Stock.

IV. Citadel Limited Partnership				
Name & Address	**Citizenship**	**Positional Interest**	**% of Votes**	**% Assets (EDP)***
L.L.C. 131 S. Dearborn Street Chicago, IL 60603	Limited Liability Company			

V. Citadel Investment Group, LLC				
Name & Address	**Citizenship**	**Positional Interest**	**% of Votes**	**% Assets (EDP)***
Kenneth Griffin 800 N. Michigan Ave. Suite 6700 Chicago, IL 60611	United States	Owner	100%	100%

Other Broadcast Authorizations of Applicant

ION Media Networks, Inc. (within this exhibit, "ION"), the parent of the Assignors, through its direct and indirect wholly-owned subsidiaries, currently holds attributable interests in various television broadcast stations. These interests are described below.

ION is the sole owner of Paxson West Palm Beach Holdings, Inc., the sole owner of Paxson West Palm Beach License, Inc., licensee of WPXP(TV), Lake Worth, Florida (FIN 27290).

ION owns 100% of the stock of Paxson Holdings, Inc. ("Paxson Holdings"). Paxson Holdings is the sole owner of:

1. Paxson Communications of Battle Creek-43, Inc., the sole owner of Paxson Battle Creek License, Inc., licensee of WZPX(TV), Battle Creek, Michigan (FIN 71871).

2. Paxson Hartford Holdings, Inc., the sole owner of Paxson Communications of Hartford-26, Inc., the sole owner of Paxson Hartford License, Inc., licensee of WHPX(TV), New London, Connecticut (FIN 51980).

3. Paxson Indianapolis Holdings, Inc., the sole owner of Paxson Communications of Indianapolis-63, Inc., the sole owner of Paxson Indianapolis License, Inc., licensee of WIPX(TV), Bloomington, Indiana (FIN 10253).

4. Paxson Communications of Milwaukee-55, Inc., the sole owner of Paxson Milwaukee License, Inc., licensee of WPXE(TV), Kenosha, Wisconsin (FIN 37104).

5. Paxson Communications of Raleigh-47, Inc., the sole owner of Paxson Raleigh License, Inc., licensee of WRPX(TV), Rocky Mount, North Carolina (FIN 20590).

6. Paxson Communications of Washington-60, Inc., the sole owner of Paxson Washington-60 License, Inc., licensee of WWPX(TV), Martinsburg, West Virginia (FIN 23264).

ION owns 100% of the stock of ION Media Television, Inc. ("IMTV"). IMTV is the sole owner of:

7. Paxson Communications of Akron-23, Inc., the sole owner of Paxson Akron License, Inc., licensee of Television Station WVPX(TV), Akron, Ohio (FIN 70491).

8. Paxson Communications of Albany-55, Inc., the sole owner of Paxson Albany License, Inc., licensee of Television Station WYPX(TV), Amsterdam, New York (FIN 13933).

9. Paxson Communications of Atlanta-14, Inc., the sole owner of Paxson Atlanta License, Inc., licensee of Television Station WPXA(TV), Rome, Georgia (FIN 51969).

10. Paxson Communications of Boston-68, Inc., the sole owner of Paxson Boston-68 License, Inc., licensee of WBPX(TV), Boston, Massachusetts (FIN 7692); WDPX(TV), Vineyard Haven, Massachusetts (FIN 6476); WPXG(TV), Concord; New Hampshire (FIN 48406), and WMPX-LP, Dennis, Massachusetts (FIN 6477).

11. Paxson Communications of Buffalo-51, Inc., the sole owner of Paxson Buffalo License, Inc., licensee of WPXJ-TV, Batavia, New York (FIN 2325).

12. Paxson Communications of Charleston-29, Inc., the sole owner of Paxson Charleston License, Inc., licensee of WLPX-TV, Charleston, West Virginia (FIN 73189).

13. Paxson Communications of Chicago-38, Inc., the sole owner of Paxson Chicago License, Inc., licensee of WCPX(TV), Chicago, Illinois (FIN 10981).

14. Paxson Communications of Dallas-68, Inc., the sole owner of Paxson Dallas License, Inc., licensee of KPXD(TV), Arlington, Texas (FIN 68834).

15. Paxson Communications of Denver-59, Inc., the sole owner of Paxson Denver License, Inc., licensee of KPXC-TV, Denver, Colorado (FIN 68695).

16. Paxson Communications of Des Moines-39, Inc., the sole owner of Paxson Des Moines License, Inc., the licensee of KFPX(TV), Newton, Iowa (FIN 81509).

17. Paxson Communications of Greensboro-16, Inc., the sole owner of Paxson Greensboro License, Inc., licensee of WGPX(TV), Burlington, North Carolina (FIN 65074).

18. Paxson Communications of Greenville-38, Inc., the sole owner of Paxson Greenville License, Inc., licensee of WEPX(TV), Greenville, North Carolina (FIN 81508).

19. Paxson Communications of Honolulu-66, Inc., the sole owner of Paxson Hawaii License, Inc., licensee of KPXO(TV), Kaneohe, Hawaii (FIN 77483).

20. Paxson Communications of Houston-49, Inc., the sole owner of Paxson Houston License, Inc., licensee of Television Station KPXB(TV), Conroe, Texas (FIN 58835).

21. Paxson Communications of Jacksonville-21, Inc., the sole owner of Paxson Jax License, Inc., licensee of WPXC-TV, Brunswick, Georgia (FIN 71236).

22. Paxson Communications of Jacksonville-35, Inc., the sole owner of Paxson Jacksonville License, Inc., licensee of WPXU-TV, Jacksonville, North Carolina (FIN 37971).

23. Paxson Communications of Kansas City-50, Inc., the sole owner of Paxson Kansas City License, Inc., licensee of KPXE(TV), Kansas City, Missouri (FIN 33337).

24. Paxson Communications of Knoxville-54, Inc., the sole owner of Paxson Knoxville License, Inc., licensee of WPXK(TV), Jellico, Tennessee (FIN 52628).

25. Paxson Communications of Lexington-67, Inc., the sole owner of Paxson Lexington License, Inc., licensee of WUPX-TV, Morehead, Kentucky (FIN 23128).

26. Paxson Communications of Los Angeles-30, Inc., the sole owner of Paxson Los Angeles License, Inc., licensee of Television Station KPXN(TV), San Bernardino, California (FIN 58978).

27. Paxson Communications of Minneapolis-41, Inc., the sole owner of Paxson Minneapolis License, Inc., licensee of KPXM(TV), St. Cloud, Minnesota (FIN 35907).

28. Paxson Communications of Oklahoma City-62, Inc., the sole owner of Paxson Oklahoma City License, Inc., licensee of KOPX(TV), Oklahoma City, Oklahoma (FIN 2566).

29. Paxson Communications of Orlando-56, Inc., the sole owner of Paxson Orlando License, Inc., licensee of WOPX(TV), Melbourne, Florida (FIN 67602).

30. Paxson Communications of Philadelphia-61, Inc., the sole owner of Paxson Philadelphia License, Inc., licensee of WPPX(TV), Wilmington, Delaware (FIN 51984).

31. Paxson Communications of Phoenix-51, Inc., the general partner of America 51, L.P., licensee of KPPX(TV), Tolleson, Arizona (FIN 26655).

32. Paxson Communications of Portland-22, Inc., the sole owner of Paxson Salem License, Inc., licensee of KPXG(TV), Salem, Oregon (FIN 5801).

33. Paxson Communications of Providence-69, Inc., the sole member of Ocean State Television, L.L.C., licensee of WPXQ(TV), Block Island, Rhode Island (FIN 50063).

34. Paxson Communications of Sacramento-29, Inc., the sole owner of Paxson Sacramento License, Inc., licensee of KSPX(TV), Sacramento, California (FIN 52953).

35. Paxson Communications of Salt Lake City-30, Inc., the sole owner of Paxson Salt Lake City License, Inc., licensee of KUPX(TV), Provo, Utah (FIN 57884).

36. Paxson Communications of San Antonio-26, Inc., the sole owner of Paxson San Antonio License, Inc., licensee of KPXL(TV), Uvalde, Texas (FIN 61173).

37. Paxson Communications of San Jose-65, Inc., the sole owner of Paxson San Jose License, Inc., licensee of Television Station KKPX(TV), San Jose, California (FIN 22644).

38. Paxson Communications of Scranton-64, Inc., the sole owner of Paxson Scranton License, Inc., licensee of WQPX(TV), Scranton, Pennsylvania (FIN 64690).

39. Paxson Communications of Spokane-34, Inc., the sole owner of Paxson Spokane License, Inc., licensee of KGPX(TV), Spokane, Washington (FIN 81694).

40. Paxson Communications of Syracuse-56, Inc., the sole owner of Paxson Syracuse License, Inc., licensee of WSPX-TV, Syracuse, New York (FIN 64352).

41. Paxson Communications of Tulsa-44, Inc., the sole owner of Paxson Tulsa License, Inc., licensee of KTPX(TV), Okmulgee, Oklahoma (FIN 7078).

42. Paxson Communications of Washington-66, Inc., the sole owner of Paxson Washington License, Inc., licensee of WPXW(TV), Manassas, Virginia (FIN 74091).

43. Paxson Communications of Wausau-46, Inc., the sole owner of Paxson Wausau License, Inc., licensee of WTPX(TV), Antigo, Wisconsin (FIN 86496).

44. Paxson Communications LPTV, Inc., licensee of WPXU-LP, Amityville, New York (FIN 2129); WPXB-LP, Daytona Beach, Florida (FIN 10321); KBPX-LP, Houston, Texas (FIN 17746); KPXH-LP, Ft. Collins, Colorado (FIN 18509); W40BO, Boston, Massachusetts (FIN 55114); and WNPX-LP, Nashville, Tennessee (FIN 30258).

45. Paxson Communications of Memphis-50, Inc., the sole owner of ION Media Memphis License, Inc., licensee of WPXX-TV, Memphis, Tennessee (FIN 21726).

46. Paxson Communications of New Orleans-49, Inc., the sole owner of ION Media New Orleans License, Inc., licensee of WPXL(TV), New Orleans, Louisiana (FIN 21729).

Not all of the authorizations described in this Exhibit are subject to this application.

ION is the sole member of Paxson Communications License Company, LLC ("Paxson LLC"), the licensee of WPXR(TV), Roanoke, Virginia (FIN 70251); WPXH(TV), Gadsden, Alabama (FIN 73312); WFPX(TV), Fayetteville, North Carolina (FIN 21245); WXPX(TV), Bradenton, Florida (FIN 6601); WPXM(TV), Miami, Florida (FIN 48608); WNPX(TV), Cookeville, Tennessee (FIN 28468); KPXR(TV), Cedar Rapids, Iowa (FIN 21156); WPXD(TV), Ann Arbor, Michigan (FIN 5800), and W48AV, Detroit, Michigan (FIN 68544); WPXV(TV), Norfolk, Virginia (FIN 67077); WPX(TV), Bellevue, Washington (FIN 56852); KPXG-LP, Portland, Oregon (FIN 69792); WIPX-LP, Indianapolis, Indiana (FIN 65121); WPXJ-LP, Jacksonville, Florida (FIN 29716); and WPXN-TV, New York, New York (FIN 73356).