

Description of Pro Forma Transaction

This application and other concurrently-filed applications seek consent of the Commission to a *pro forma* reorganization (the “Reorganization”) of ION Media Television, Inc., a Florida corporation (“IMTV”), a wholly owned subsidiary of ION Media Networks, Inc., and certain IMTV subsidiaries. The reorganized licensees (each a “Licensee” and collectively the “Licensees”) and the television broadcast stations (the “Stations”) that each Licensee holds are listed on Exhibit A attached hereto.

IMTV currently owns the Licensees indirectly through intermediate subsidiaries (each a “Company” and collectively, the “Companies”); and directly owns ION Television License, LLC, a Delaware limited liability company (“ION TV License”).

The Reorganization involves two related aspects: first, the merger of the Companies with and into IMTV, and, second, the merger of the Licensees with and into ION TV License (the “Mergers”), as reflected in the attached reorganization chart. The Mergers will involve various state filings in accordance with the Florida Business Corporation Act and the Delaware Limited Liability Act. Following the consummation of the Reorganization, the separate corporate existence of each Company shall cease. Furthermore, the separate corporate existence of each Licensee shall cease and ION TV License shall continue as the surviving entity and new licensee of the Stations.

Pursuant to the Commission’s rules, the proposed Reorganization qualifies for *pro forma* treatment because it is being undertaken solely for internal entity restructuring and simplification purposes, and it involves no change in the ownership or control above the level of IMTV. The changes to the commonly owned and controlled entities are non-material to the existing upstream ownership chain, thus, the ultimate ownership and control of the Stations remain unchanged.

The Reorganization will involve various organizational, governance and transfer documents necessary to effectuate the Reorganization, as described above. These agreements, which will comply with the Commission’s rules and policies, will be filed with the Commission upon execution to the extent required by Section 73.3613 of the Commission’s rules. The applicants respectfully request that the applications be processed and approved concurrently.

Exhibit A – Licensees and Stations

Licensee	Call Sign	Facility ID	City of License	ST	DMA
ION Media Brunswick License, Inc.	WPXC-TV	71236	Brunswick	GA	Jacksonville, FL
ION Media Dallas License, Inc.	KPXD-TV	68834	Arlington	TX	Dallas
ION Media Des Moines License, Inc.	KFPX-TV	81509	Newton	IA	Des Moines
ION Media Houston License, Inc.	KPXB-TV	58835	Conroe	TX	Houston
ION Media Kansas City License, Inc.	KPXE-TV	33337	Kansas City	MO	Kansas City
ION Media Minneapolis License, Inc.	KPXM-TV	35907	St. Cloud	MN	Minneapolis
ION Media Portland License, Inc.	KPXG-TV	05801	Salem	OR	Portland
ION Media Salt Lake City License, Inc.	KUPX-TV	57884	Provo	UT	Salt Lake City
ION Media San Antonio License, Inc.	KPXL-TV	61173	Uvalde	TX	San Antonio
ION Media Spokane License, Inc.	KGPX-TV	81694	Spokane	WA	Spokane
ION Media Tulsa License, Inc.	KTPX-TV	07078	Okmulgee	OK	Tulsa
ION Media Wausau License, Inc.	WTPX-TV	86496	Antigo	WI	Wausau