

EXHIBIT 2

**LICENSEES AND LICENSES
SUBJECT TO THE INSTANT APPLICATION**

The instant application covers the FCC licenses held by WCVB Hearst Television Inc., and all other FCC licensee companies owned indirectly by Hearst Broadcasting, Inc. (“HBI”).

The following is a narrative description of HBI’s corporate structure and the authorizations subject to this application, including call sign, facility identification number, city, state, and subsidiary licensee name.

HBI is ultimately controlled by The Hearst Corporation (“Hearst”). Hearst owns 100 percent of Hearst Holdings, Inc. (“Holdings”); Holdings owns 100 percent of HBI; and HBI owns 100 percent of Hearst Television Inc. (“HTV”).

HTV owns 100 percent of each broadcast licensee of the following stations:

Call Letters	Facility ID #	Location	Class of Service	Name of Licensee
WISN-TV	65680	Milwaukee, Wisconsin	TV	WISN Hearst Television Inc.
WBAL-TV	65696	Baltimore, Maryland	TV	WBAL Hearst Television Inc.
WAPT(TV)	49712	Jackson, Mississippi	TV	WAPT Hearst Television Inc.
KMBC-TV	65686	Kansas City, Missouri	TV	KMBC Hearst Television Inc.
KOCO-TV	12508	Oklahoma City, Oklahoma	TV	Ohio/Oklahoma Hearst Television Inc.
WLWT(TV)	46979	Cincinnati, Ohio	TV	
KHBS(TV)	60353	Fort Smith, Arkansas	TV	KHBS Hearst Television Inc.
KHOG-TV	60354	Fayetteville, Arkansas	TV	
WTAE-TV	65681	Pittsburgh, Pennsylvania	TV	WTAE Hearst Television Inc.

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Call Letters	Facility ID #	Location	Class of Service	Name of Licensee
WCVB-TV	65684	Boston, Massachusetts	TV	WCVB Hearst Television Inc.
KSBW(TV)	19653	Salinas, California	TV	Hearst Stations Inc.
WPTZ(TV)	57476	Plattsburgh, New York	TV	
WNNE(TV)	73344	Hartford, Vermont	TV	
KCRA-TV	33875	Sacramento, California	TV	
KQCA(TV)	10242	Stockton, California	TV	
KITV(TV)	64548	Honolulu, Hawaii	TV	
KMAU(TV)	64551	Wailuku, Hawaii	TV	
KHVO(TV)	64544	Hilo, Hawaii	TV	
K51BB	64552	Lihue, Hawaii	TV Trans.	
KCWE(TV)	64444	Kansas City, Missouri	TV	
WBAL(AM)	65679	Baltimore, Maryland	AM	
WIYY(FM)	65693	Baltimore, Maryland	FM	
WMUR-TV	73292	Manchester, New Hampshire	TV	Hearst Properties Inc.
W27BL	73291	Berlin, New Hampshire	TV Trans.	
W38CB	73294	Littleton, New Hampshire	TV Trans.	
WMUR-LP	73295	Littleton, New Hampshire	TV Trans.	
WMTW	73288	Poland Spring, Maine	TV	
KCCI(TV)	33710	Des Moines, Iowa	TV	
WMOR-TV	53819	Lakeland, Florida	TV	

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Call Letters	Facility ID #	Location	Class of Service	Name of Licensee
WPBF(TV)	51988	Tequesta, Florida	TV	

HTV's wholly owned subsidiary, Hearst Properties Inc. also owns 100 percent of each broadcast licensee of the following stations:

Call Letters	Facility ID #	Location	Class of Service	Name of Licensee
WDSU(TV)	71357	New Orleans, Louisiana	TV	New Orleans Hearst Television Inc.
KETV(TV)	53903	Omaha, Nebraska	TV	KETV Hearst Television Inc.
WESH(TV)	25738	Daytona Beach, Florida	TV	Orlando Hearst Television Inc.
WKCF(TV)	53465	Clermont, Florida	TV	
WXII-TV	53921	Winston-Salem, North Carolina	TV	WXII Hearst Television Inc.
WLKY-TV	53939	Louisville, Kentucky	TV	WLKY Hearst Television Inc.
WYFF(TV)	53905	Greenville, South Carolina	TV	WYFF Hearst Television Inc.
W02AF	53929	Sylva, Etc., North Carolina	TV Trans.	
W03AK-D	53887	Ela, Etc., North Carolina	TV Trans.	
W05AR-D	53896	Bryson City, Etc., North Carolina	TV Trans.	
W06AJ-D	53884	Franklin, Etc., North Carolina	TV Trans.	
W08BH	53922	Andrews, Etc. North Carolina	TV Trans.	
W09AS	53899	Burnsville, North Carolina	TV Trans.	

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Call Letters	Facility ID #	Location	Class of Service	Name of Licensee
W10AK	53935	Spruce Pine, North Carolina	TV Trans.	
W10AL-D	53925	Cherokee, Etc., North Carolina	TV Trans.	
W11AH-D	53895	Tryon & Columbus, North Carolina	TV Trans.	
W11AU-D	53915	Canton, Etc., North Carolina	TV Trans.	
W11AX	53893	Bat Cave, Etc., North Carolina	TV Trans.	
WGAL(TV)	53930	Lancaster, Pennsylvania	TV	WGAL Hearst Television Inc.
KOAT-TV	53928	Albuquerque, New Mexico	TV	KOAT Hearst Television Inc.
K09AI-D	53882	Las Vegas, New Mexico	TV Trans.	
K09JJ	53917	Bloomfield, Etc., New Mexico	TV Trans.	
K10CG-D	53881	Aztec & Cedar Hill, New Mexico	TV Trans.	
K10IN	53924	Chinle, Arizona	TV Trans.	
K10PW-D	11464	Gallup, New Mexico	TV Trans.	
K10QY-D	189378	Silver City, New Mexico	TV Trans.	
K11EV-D	53916	Grants, Etc., New Mexico	TV Trans.	
K12NH-D	53934	Hobbs, New Mexico	TV Trans.	
K12OC-D	13441	Red River, New Mexico	TV Trans.	
K13RK-D	53914	Roswell, New Mexico	TV Trans.	
K16CH-D	53880	Raton, Etc., New Mexico	TV Trans.	
K19CM	53883	Farmington, New Mexico	TV Trans.	

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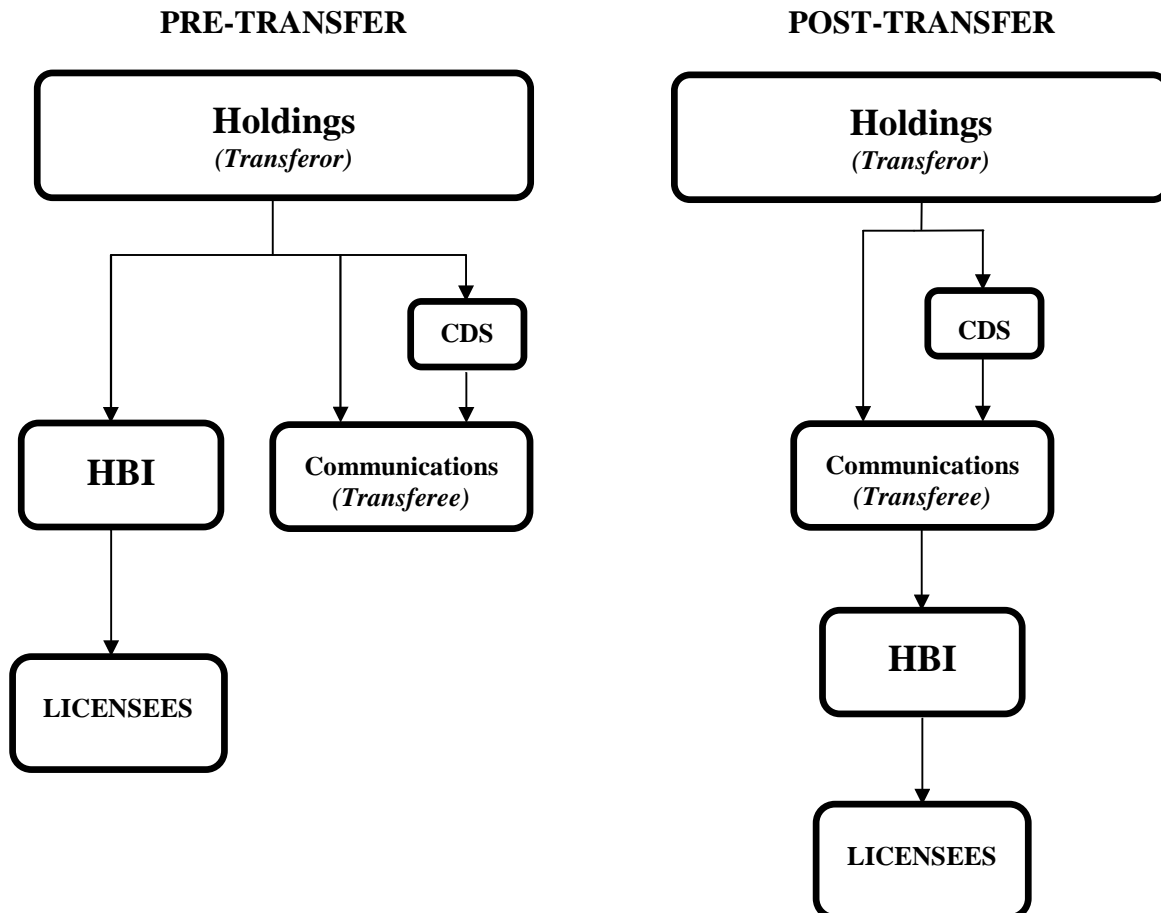
Call Letters	Facility ID #	Location	Class of Service	Name of Licensee
K19JZ-D	189377	Carlsbad, New Mexico	TV Trans.	
K20GU	53900	Ruidoso, Etc., New Mexico	TV Trans.	
K23JD-D	53918	Colfax, New Mexico	TV Trans.	
K24IV-D	53888	Farmington, New Mexico	TV Trans.	
K28ER	53937	Dulce & Lumberton, New Mexico	TV Trans.	
K30KV-D	53886	Crownpoint, New Mexico	TV Trans.	
K34CR	53906	Alamogordo, Etc., New Mexico	TV Trans.	
K36JX-D	53926	Many Farms, Arizona	TV Trans.	
K36KD-D	53927	Tierra Amarilla, New Mexico	TV Trans.	
K36LF-D	185192	Taos, New Mexico	TV Trans.	
K39JK-D	53910	Montoya & Newkirk, New Mexico	TV Trans.	
K45DH-D	53923	Durango, Colorado	TV Trans.	
K48MH-D	53907	Roswell, New Mexico	TV Trans.	
K49CZ	53890	Caballo, New Mexico	TV Trans.	
K51DS-D	53897	Deming, New Mexico	TV Trans.	
K51LO-D	183687	Mt. Powell, New Mexico	TV Trans.	

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**USE OF FCC FORM 316 AND
DESCRIPTION OF TRANSACTION**

The instant application involves a *pro forma* transfer of control from Hearst Holdings, Inc. (“Holdings” or “Transferor”) to Hearst Communications, Inc. (“Communications” or “Transferee”) in connection with an internal corporate reorganization. Holdings and Communications are each, ultimately, controlled by The Hearst Corporation.

Holdings currently owns all of the issued and outstanding equity interests in Hearst Broadcasting, Inc. (“HBI”), which is a parent company of the licensees subject to this application as described earlier. The instant application proposes the transfer of all of the equity interests in HBI from Holdings to Communications. Holdings owns 92.55 percent of the voting interests (and 94.56 percent of the equity interests) in Communications. CDS Global, Inc. (“CDS”), also a wholly owned subsidiary of Holdings, owns the remaining interests in Communications. Following is a summary graphical depiction of the proposed *pro forma* transfer of control:¹



¹ Attached hereto are “before” and “after” graphical depictions of The Hearst Corporation’s complete FCC licensee corporate structure.

Use of FCC Form 316 is appropriate for this *pro forma* transaction because the transaction is a “corporate reorganization which involves no substantial change in the beneficial ownership” of the licensee companies. *See* 47 C.F.R. § 73.3540(f)(4). The practical effect is to insert an existing subsidiary of The Hearst Corporation, Communications, into the chain of ownership below Holdings and above HBI and the licensee entities. All of the officers and directors of Communications are officers and directors of Holdings.

Since this application is in connection with an internal corporate restructuring, there is no formal written agreement between Holdings and Communications.

For reference, the qualifications of The Hearst Corporation and its subsidiaries were last approved on “long-form” by the FCC on September 1, 2006, in FCC File Number BALCT-20060512AAT in connection with the assignment of the license for WKCF(TV), Clermont, Florida, to a subsidiary of The Hearst Corporation.

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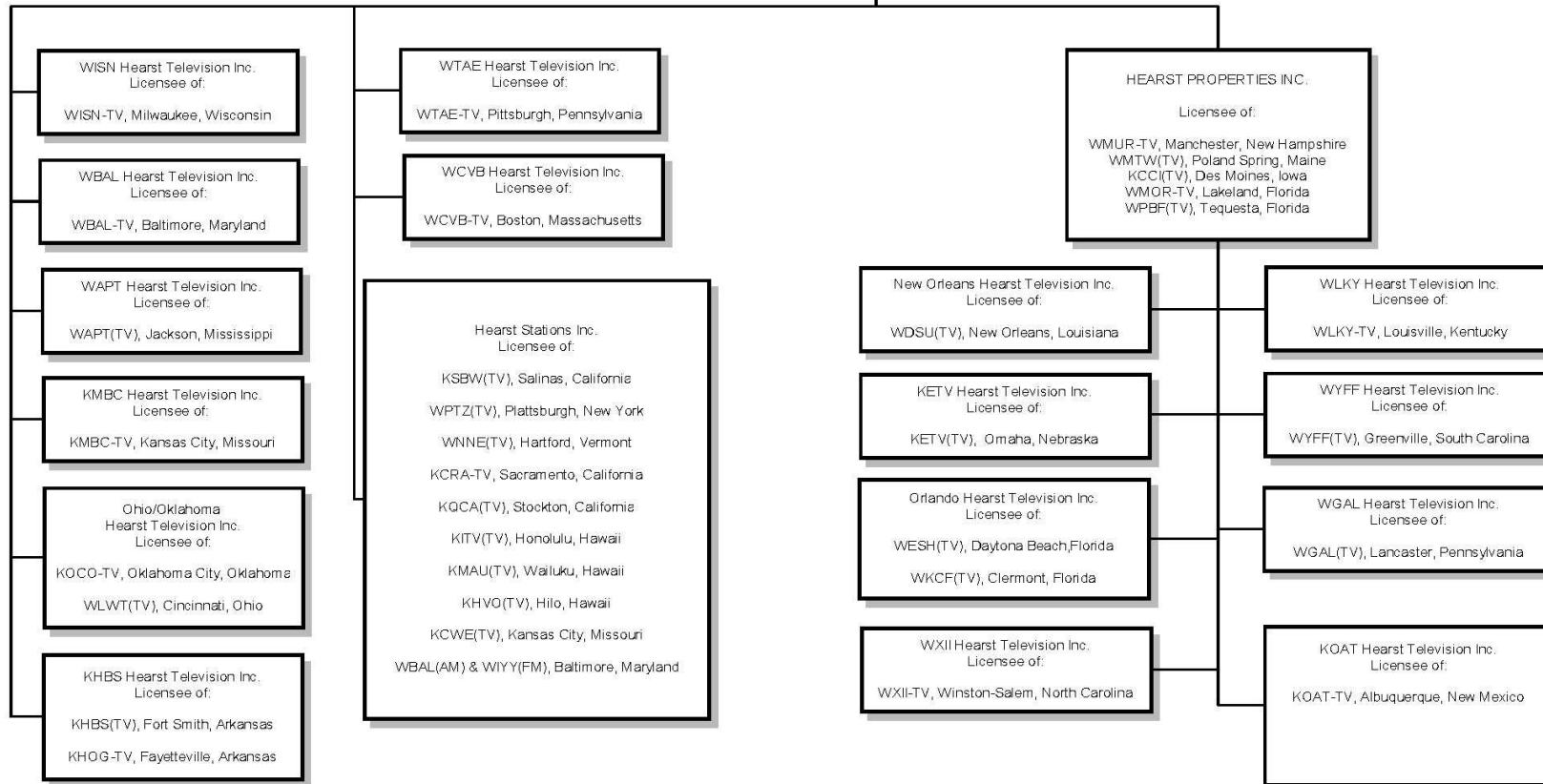
**BEFORE
PROPOSED
PRO FORMA TRANSACTION**

THE HEARST CORPORATION

HEARST HOLDINGS, INC.

HEARST BROADCASTING, INC.

HEARST TELEVISION INC.



**AFTER
PROPOSED
PRO FORMA TRANSACTION**

THE HEARST CORPORATION

HEARST HOLDINGS, INC.

CDS Global, Inc.

HEARST COMMUNICATIONS, INC.

HEARST BROADCASTING, INC.

HEARST TELEVISION INC.

