

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 Stations, Inc., a Florida corporation (“IMStations”), a wholly owned subsidiary of ION Media Networks, Inc., and certain IMStations 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.

IMStations 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 IMStations, and, second, the merger of the Licensees with and into ION TV License (the “Mergers”). See attached Exhibit B. 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 IMStations. 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.

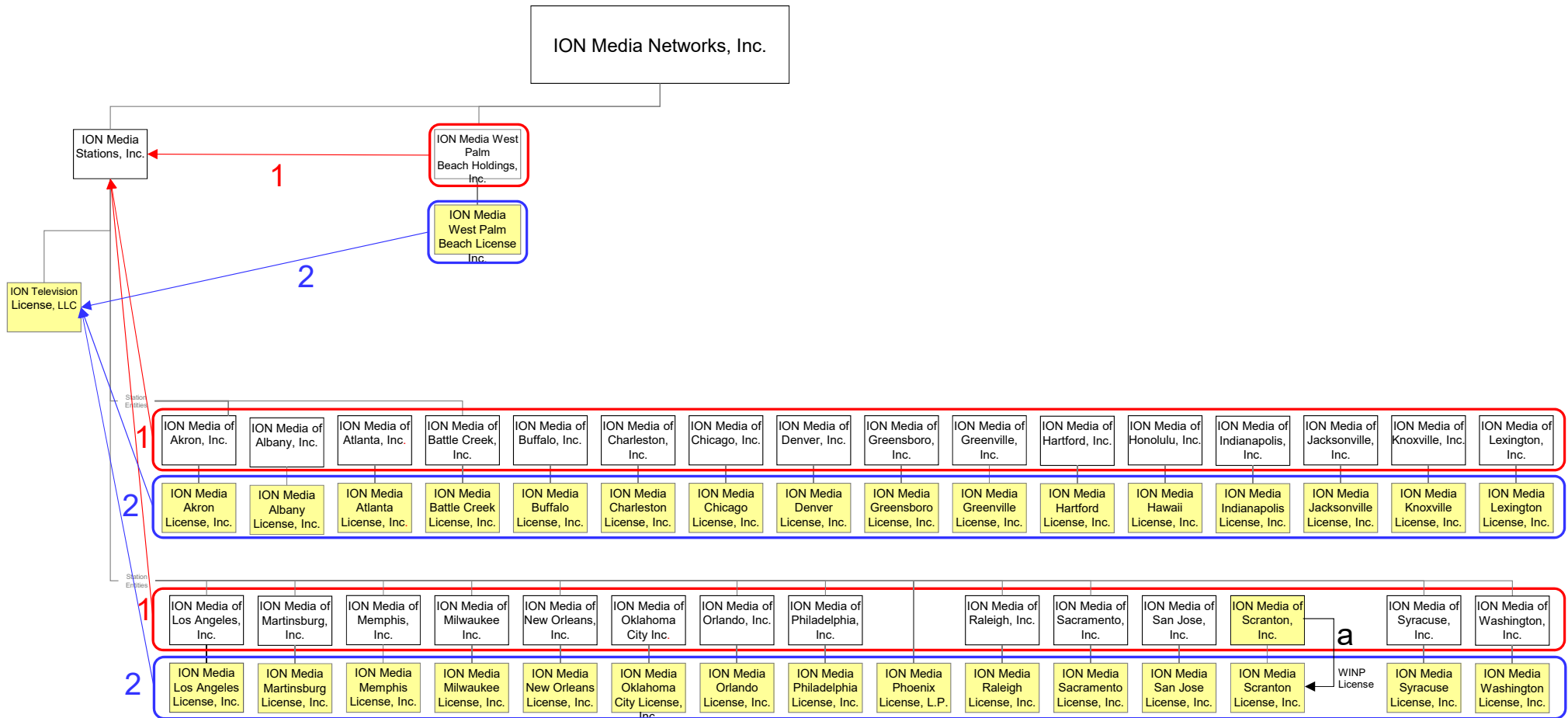
The Reorganization will involve various organizational, governance and transfer documents necessary to effectuate the Reorganization, as described above. These agreements, which will comply with the Commission’s rules and policies, will be filed with the Commission upon execution to the extent required 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 | State | DMA |
|---------------------------------------|-----------|-------------|-----------------|----------------|-----------------------|
| ION Media Akron License, Inc. | WVPX-TV | 70491 | Akron | Ohio | Cleveland |
| ION Media Albany License, Inc. | WYPX-TV | 13933 | Amsterdam | New York | Albany |
| ION Media Atlanta License, Inc. | WPXA-TV | 51969 | Rome | Georgia | Atlanta |
| ION Media Battle Creek License, Inc. | WZPX-TV | 71871 | Battle Creek | Michigan | Grand Rapids |
| ION Media Buffalo License, Inc. | WPXJ-TV | 2325 | Batavia | New York | Buffalo |
| ION Media Charleston License, Inc. | WLPX-TV | 73189 | Charleston | West Virginia | Charleston |
| ION Media Chicago License, Inc. | WCPX-TV | 10981 | Chicago | Illinois | Chicago |
| ION Media Denver License, Inc. | KPXC-TV | 68695 | Denver | Colorado | Denver |
| ION Media Greensboro License, Inc. | WGPX-TV | 65074 | Burlington | North Carolina | Greensboro |
| ION Media Greenville License, Inc. | WEPX-TV | 81508 | Greenville | North Carolina | Greenville-New Bern |
| ION Media Hartford License, Inc. | WHPX-TV | 51980 | New London | Connecticut | Hartford |
| ION Media Hawaii License, Inc. | KPXO-TV | 77483 | Kaneohe | Hawaii | Honolulu |
| ION Media Indianapolis License, Inc. | WIPX-TV | 10253 | Bloomington | Indiana | Indianapolis |
| ION Media Jacksonville License, Inc. | WPXU-TV | 37971 | Jacksonville | North Carolina | Greenville-New Bern |
| ION Media Knoxville License, Inc. | WPXK-TV | 52628 | Jellico | Tennessee | Knoxville |
| ION Media Lexington License, Inc. | WUPX-TV | 23128 | Richmond | Kentucky | Lexington |
| ION Media Los Angeles License, Inc. | KPXN-TV | 58978 | San Bernardino | California | Los Angeles |
| ION Media Martinsburg License, Inc. | WWPX-TV | 23264 | Martinsburg | West Virginia | Washington |
| ION Media Memphis License, Inc. | WPXX-TV | 21726 | Memphis | Tennessee | Memphis |
| ION Media Milwaukee License, Inc. | WPXE-TV | 37104 | Kenosha | Wisconsin | Milwaukee |
| ION Media New Orleans License, Inc. | WPXL-TV | 21729 | New Orleans | Louisiana | New Orleans |
| ION Media of Scranton, Inc. | WINP-TV | 41314 | Pittsburgh | Pennsylvania | Pittsburgh |
| ION Media Oklahoma City License, Inc. | KOPX-TV | 2566 | Oklahoma City | Oklahoma | Oklahoma City |
| ION Media Orlando License, Inc. | WOPX-TV | 67602 | Melbourne | Florida | Orlando |
| ION Media Philadelphia License, Inc. | WPPX-TV | 51984 | Wilmington | Delaware | Philadelphia, PA |
| ION Media Raleigh License, Inc. | WRPX-TV | 20590 | Rocky Mount | North Carolina | Raleigh |
| ION Media Sacramento License, Inc. | KSPX-TV | 52953 | Sacramento | California | Sacramento |
| ION Media San Jose License, Inc. | KKPX-TV | 22644 | San Jose | California | San Francisco |
| ION Media Scranton License, Inc. | WQPX-TV | 64690 | Scranton | Pennsylvania | Wilkes Barre-Scranton |
| ION Media Syracuse License, Inc. | WSPX-TV | 64352 | Syracuse | New York | Syracuse |
| ION Media Washington License, Inc. | WPXW-TV | 74091 | Manassas | Virginia | Washington, D.C. |

EXHIBIT B

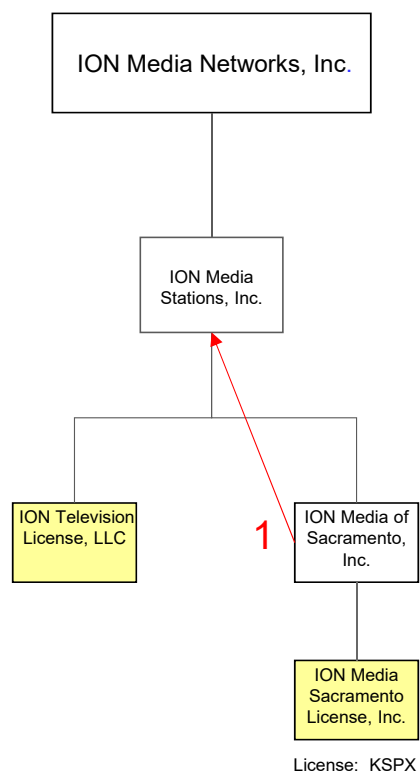
Reorganization – ION Media Networks' FCC Licensees



ION Media Sacramento License, Inc. - Reorganization



Before reorganization



After reorganization

