

EXHIBIT 2

Description of Transaction

By this application, the licensee requests the FCC's consent to the *pro forma* transfer of control of Cox Enterprises, Inc., which is the ultimate parent company of the licensee as described in further detail in Exhibit 10.

Cox Enterprises, Inc. ("CEI") is a privately-held company that is controlled by Barbara Cox Anthony and Anne Cox Chambers through their voting stock interests in three trusts. Barbara Cox Anthony and Anne Cox Chambers have controlled CEI since 1974. By this transaction, Cox Enterprises, Inc. proposes a restructuring that reclassifies the outstanding stock and reallocates the voting stock to one of the three trusts.

Barbara Cox Anthony and Anne Cox Chambers now control a majority of the vote of CEI through their control of the three trusts and, after consummation, they will continue to control a majority of the vote of CEI through their control of one of the trusts. The restructuring does not result in the addition of any new attributable shareholders. Accordingly, the Commission may grant its consent under *pro forma* procedures on FCC Form 316.

Details of transaction. CEI currently has one class of common voting stock (Class A common). CEI plans to issue two new classes of common stock that would replace the Class A common stock. These new classes of stock will be Class B common voting stock and Class C common non-voting stock. After the proposed restructuring, the voting rights would be allocated as illustrated in the attached charts. The trustees of Dayton Cox Trust-A would continue to have all voting rights in the stock, and thus Barbara Cox Anthony and Anne Cox Chambers would continue to be the controlling parties of Cox Enterprises Inc. As noted, no new shareholders, officers, or trustees are being introduced as a result of this transaction.

After the proposed transaction, Barbara Cox Anthony and Anne Cox Chambers will continue to control CEI through the Dayton Cox Trust-A. Thus, use of FCC Form 316 is appropriate because the transaction proposes a reorganization which involves no substantial change in the beneficial ownership or control of the licensee.

Based upon the foregoing, the parties respectfully request the FCC's consent to the *pro forma* transfer of control of the licensee.

Description of the Stockholders of the Company

Name	Positional Interest	Ownership Interest			
		Votes (Before)	Equity (Before)	Votes (After)	Equity (After)
Anne Cox Chambers Atlanta Trust, Barbara Cox Anthony, Trustee c/o Cox Enterprises, Inc. 6205 Peachtree Dunwoody Road Atlanta, GA 30328	Stockholder	28.9%	28.9%	0%	28.9%
Barbara Cox Anthony Atlanta Trust, Anne Cox Chambers, Trustee c/o Cox Enterprises, Inc. 6205 Peachtree Dunwoody Road Atlanta, GA 30328	Stockholder	28.9%	28.9%	0%	28.9%
Dayton Cox Trust-A, Barbara Cox Anthony, Anne Cox Chambers and Richard L. Braunstein, Trustees c/o Cox Enterprises, Inc. 6205 Peachtree Dunwoody Road Atlanta, GA 30328	Stockholder	41.0%	41.0%	97%	41.0%
Individuals	Officers, Directors, Shareholders (See Exhibit 10 for list of Officers and Directors)	Less than 5%	Less than 5%	Less than 5%	Less than 5%