

**CONSENT OF DIRECTORS OF**  
**RAYCOM AMERICA, INC.**  
**TO ACTION WITHOUT MEETING**

We, the undersigned, being all the directors of Raycom America, Inc., a Delaware corporation, (the "Corporation"), do hereby adopt the following resolutions by signing our written consent thereto:

**Transfer of Stations and Associated FCC Licenses  
(Subject to Prior FCC Approval) to LLC**

WHEREAS, the Corporation, along with various other subsidiaries of Raycom Media, Inc, has the opportunity to obtain financing from a group of banks led by Wachovia Corporation; and

WHEREAS, to facilitate the financing, the Corporation must transfer the licenses listed on Exhibit A attached hereto to Raycom America License Subsidiary, LLC, a newly-formed Delaware limited liability company.

NOW, THEREFORE, BE IT RESOLVED, that the Corporation, acting through the President of the Corporation or any other person designated by the President (each of the foregoing being referred to herein as an "Authorized Signatory") shall take any action or enter into, execute, deliver and perform any agreement or series of agreements necessary and appropriate to accomplish the foregoing transfers, including, without limitation, any filings required with the Federal Communications Commission.

RESOLVED FURTHER, that any of the Authorized Signatories be, and they hereby are, further authorized, empowered and directed, on behalf and in the name of the Corporation, to take or cause to be taken all such actions, pay such fees and expenses, and sign, execute, verify, acknowledge, certify to, file, record and deliver all such instruments, documents and agreements as such Authorized Signatory taking or causing such action to be taken shall determine to be necessary, desirable or appropriate to effectuate the intent of the foregoing resolutions upon terms that are in the best interests of the Corporation.

RESOLVED, that, in connection with the foregoing resolutions, the taking of any action and the execution and delivery of any instrument, document or agreement by any Authorized Signatory in connection with the implementation of any or all of the foregoing resolutions shall be conclusive evidence of such Authorized Signatory's determination that the same was necessary, desirable, appropriate and in the best interests of the Corporation.

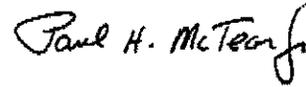
RESOLVED, that the Secretary or any Assistant Secretary of the Corporation be, and he hereby is, authorized, empowered and directed to attest the execution and delivery of any agreement,

document or other instrument contemplated by the foregoing resolutions or as directed by any Authorized Signatory.

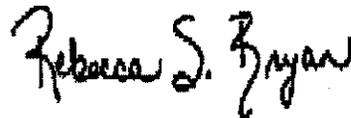
This action is effective as of September 13, 2004.

**RAYCOM AMERICA, INC.**

**DIRECTORS:**

Handwritten signature of Paul H. McTear in cursive script.

Paul H. McTear

Handwritten signature of Rebecca S. Bryan in cursive script.

Rebecca Bryan