

EXHIBIT 2

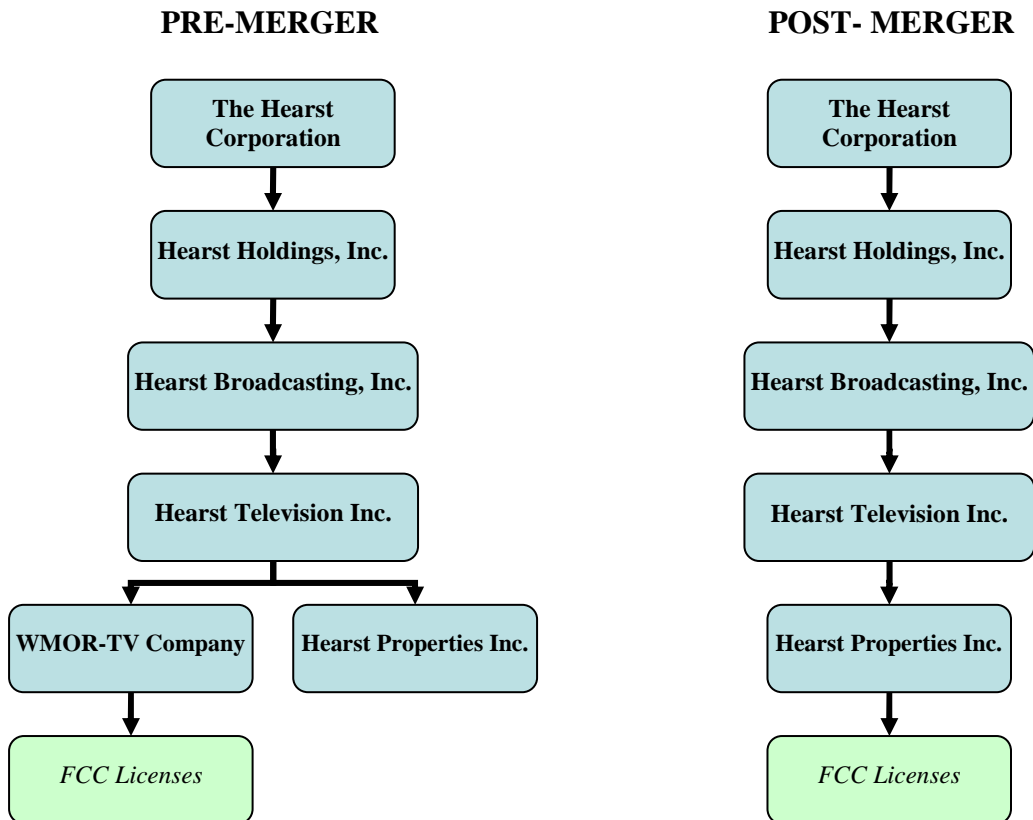
DESCRIPTION OF *PRO FORMA* TRANSACTION

The instant application involves a *pro forma* assignment of FCC licenses from WMOR-TV Company (“WMOR-TV”) to Hearst Properties Inc. (“Hearst Properties”).

WMOR-TV and Hearst Properties are wholly owned subsidiaries of Hearst Television Inc. (“Hearst Television”). Hearst Television is owned by Hearst Broadcasting, Inc. (“HBI”); HBI is owned by Hearst Holdings, Inc. (“Holdings”); and Holdings is owned by The Hearst Corporation (“Hearst”).

For corporate organizational reasons, Hearst plans to merge WMOR-TV with and into Hearst Properties. Hearst Properties will be the surviving entity.

Following is a summary depiction of the proposed *pro forma* transaction:¹



¹ Attached hereto are “before” and “after” graphical depictions of The Hearst Corporation’s complete FCC licensee corporate structure, reflecting The Hearst Corporation’s other subsidiary licensee companies that are not subject to the instant application. The “after” depiction reflects additional *pro forma* transfers with respect to the FCC licenses held by WPBF-TV Company and Des Moines Hearst Television Inc., for which separate Form 316’s have been filed contemporaneously with the instant application.

Use of FCC Form 316 is appropriate for this transaction because the transaction is a “corporate reorganization which involves no substantial change in the beneficial ownership” of the FCC licenses. *See* 47 C.F.R. § 73.3540(f)(4).

The qualifications of Hearst and its subsidiaries, including WMOR-TV and Hearst Properties 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.

Since this application is in connection with an internal corporate restructuring, there is no formal written agreement for this *pro forma* transaction.

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**BEFORE
PROPOSED
PRO FORMA TRANSACTION**

THE HEARST CORPORATION

HEARST HOLDINGS, INC.

HEARST BROADCASTING, INC.

HEARST TELEVISION INC.

WISN Hearst Television Inc.
Licensee of:
WISN-TV, Milwaukee, Wisconsin

WBAL Hearst Television Inc.
Licensee of:
WBAL-TV, Baltimore, Maryland

WAPT Hearst Television Inc.
Licensee of:
WAPT(TV), Jackson, Mississippi

KMBC Hearst Television Inc.
Licensee of:
KMBC-TV, Kansas City, Missouri

Ohio/Oklahoma
Hearst Television Inc.
Licensee of:
KOCO-TV, Oklahoma City, Oklahoma
WLWT(TV), Cincinnati, Ohio

KHBS Hearst Television Inc.
Licensee of:
KHBS(TV), Fort Smith, Arkansas
KHOG-TV, Fayetteville, Arkansas

WTAE Hearst Television Inc.
Licensee of:
WTAE-TV, Pittsburgh, Pennsylvania

WCVB Hearst Television Inc.
Licensee of:
WCVB-TV, Boston, Massachusetts

Hearst Stations Inc.
Licensee of:
KSBW(TV), Salinas, California
WPTZ(TV), Plattsburgh, New York
WNNE(TV), Hartford, Vermont
KCRA-TV, Sacramento, California
KQCA(TV), Stockton, California
KITV(TV), Honolulu, Hawaii
KMAU(TV), Wailuku, Hawaii
KHVO(TV), Hilo, Hawaii
KCWE(TV), Kansas City, Missouri
WBAL(AM) & WIYY(FM), Baltimore, Maryland

WMOR-TV Company
Licensee of:
WMOR-TV, Lakeland, Florida

WPBF-TV Company
Licensee of:
WPBF(TV), Tequesta, Florida

New Orleans Hearst Television Inc.
Licensee of:
WDSU(TV), New Orleans, Louisiana

KETV Hearst Television Inc.
Licensee of:
KETV(TV), Omaha, Nebraska

Orlando Hearst Television Inc.
Licensee of:
WESH(TV), Daytona Beach, Florida
WKCF(TV), Clermont, Florida

WXII Hearst Television Inc.
Licensee of:
WXII-TV, Winston-Salem, North Carolina

Des Moines Hearst Television Inc.
Licensee of:
KCCI(TV), Des Moines, Iowa

HEARST PROPERTIES INC.
Licensee of:
WMUR-TV, Manchester, New Hampshire
WMTW(TV), Poland Spring, Maine

WLKY Hearst Television Inc.
Licensee of:
WLKY-TV, Louisville, Kentucky

WYFF Hearst Television Inc.
Licensee of:
WYFF(TV), Greenville, South Carolina

WGAL Hearst Television Inc.
Licensee of:
WGAL(TV), Lancaster, Pennsylvania

KOAT Hearst Television Inc.
Licensee of:
KOAT-TV, Albuquerque, New Mexico

**AFTER
PROPOSED
PRO FORMA TRANSACTION**

THE HEARST CORPORATION

HEARST HOLDINGS, INC.

HEARST BROADCASTING, INC.

HEARST TELEVISION INC.

WISN Hearst Television Inc.
Licensee of:
WISN-TV, Milwaukee, Wisconsin

WBAL Hearst Television Inc.
Licensee of:
WBAL-TV, Baltimore, Maryland

WAPT Hearst Television Inc.
Licensee of:
WAPT(TV), Jackson, Mississippi

KMBC Hearst Television Inc.
Licensee of:
KMBC-TV, Kansas City, Missouri

Ohio/Oklahoma
Hearst Television Inc.
Licensee of:
KOCO-TV, Oklahoma City, Oklahoma
WLWT(TV), Cincinnati, Ohio

KHBS Hearst Television Inc.
Licensee of:
KHBS(TV), Fort Smith, Arkansas
KHOG-TV, Fayetteville, Arkansas

WTAE Hearst Television Inc.
Licensee of:
WTAE-TV, Pittsburgh, Pennsylvania

WCVB Hearst Television Inc.
Licensee of:
WCVB-TV, Boston, Massachusetts

Hearst Stations Inc.
Licensee of:
KSBW(TV), Salinas, California
WPTZ(TV), Plattsburgh, New York
WNNE(TV), Hartford, Vermont
KCRA-TV, Sacramento, California
KQCA(TV), Stockton, California
KITV(TV), Honolulu, Hawaii
KMAU(TV), Wailuku, Hawaii
KHVO(TV), Hilo, Hawaii
KCWE(TV), Kansas City, Missouri
WBAL(AM) & WIYY(FM), Baltimore, Maryland

HEARST PROPERTIES INC.

Licensee of:
WMUR-TV, Manchester, New Hampshire
WMTW(TV), Poland Spring, Maine
KCCI(TV), Des Moines, Iowa
WMOR-TV, Lakeland, Florida
WPBF(TV), Tequesta, Florida

New Orleans Hearst Television Inc.
Licensee of:
WDSU(TV), New Orleans, Louisiana

KETV Hearst Television Inc.
Licensee of:
KETV(TV), Omaha, Nebraska

Orlando Hearst Television Inc.
Licensee of:
WESH(TV), Daytona Beach, Florida
WKCF(TV), Clermont, Florida

WXII Hearst Television Inc.
Licensee of:
WXII-TV, Winston-Salem, North Carolina

WLKY Hearst Television Inc.
Licensee of:
WLKY-TV, Louisville, Kentucky

WYFF Hearst Television Inc.
Licensee of:
WYFF(TV), Greenville, South Carolina

WGAL Hearst Television Inc.
Licensee of:
WGAL(TV), Lancaster, Pennsylvania

KOAT Hearst Television Inc.
Licensee of:
KOAT-TV, Albuquerque, New Mexico