

### **Description of *Pro Forma* Conversion**

Georgia Television Company (“GTC”) hereby seeks Commission consent to the *pro forma* conversion of GTC, a Delaware corporation, into Georgia Television, LLC (“GTL”), a Delaware limited liability company. While this change of corporate form does not qualify as an “assignment” under state law, GTC is filing the instant assignment of license application to reflect the conversion.

Upon the conversion, the issued and outstanding shares of the capital stock of GTC would automatically become limited liability membership interests in GTL. The instant conversion qualifies for *pro forma* treatment because it involves no substantial change in the ownership or control of GTC. Under the current structure, Cox Enterprises, Inc. (“CEI”) controls and owns 100% of the capital stock of GTC. Following the conversion, CEI will directly control and own 100% of the membership interests in GTL.

The proposed *pro forma* conversion will be completed pursuant to the drafts of the Certificate of Conversion, Certificate of Formation, and Plan of Conversion attached hereto. While those drafts are subject to change prior to execution, any such changes are not expected to be material.

The parties have not exchanged any consideration in connection with the proposed *pro forma* conversion.

CERTIFICATE OF FORMATION

OF

GEORGIA TELEVISION, LLC

DRAFT

This Certificate of Formation of Georgia Television, LLC (the "Company") dated as of March \_\_, 2013, is duly executed and filed to form a limited liability company under the Delaware Limited Liability Company Act.

FIRST: The name of the limited liability company formed hereby is Georgia Television, LLC.

SECOND: The address of the registered office of the Company in the State of Delaware is c/o Corporation Service Company, 2711 Centerville Road, Suite 400, in the City of Wilmington, County of New Castle, Delaware 19808.

THIRD: The name and address of the registered agent for service of process on the Company in the State of Delaware is Corporation Service Company, 2711 Centerville Road, Suite 400, in the City of Wilmington, County of New Castle, Delaware 19808.

FOURTH: The name and address of the authorized person is Joan Como, 6205 Peachtree Dunwoody Road, Atlanta, Georgia 30328. The powers of the authorized person shall terminate upon the filing of this Certificate of Formation.

FIFTH: The effective date of this Certificate of Formation shall be 11:59 p.m., March 31, 2013.

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IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation as of the date first above written.

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Joan Como  
Authorized Person

**PLAN OF CONVERSION  
OF  
GEORGIA TELEVISION COMPANY  
CONVERTING TO  
GEORGIA TELEVISION, LLC**

**DRAFT**

Pursuant to Section 266 of the Delaware General Corporation Law and this Plan of Conversion dated February \_\_, 2013, Georgia Television Company, a Delaware corporation, shall be converted into Georgia Television, LLC, a Delaware limited liability company (the "Conversion"), as follows:

1. The name and type of the business entity prior to the Conversion is Georgia Television Company, a Delaware corporation (the "Corporation").
2. The name and type of the business entity after the Conversion shall be Georgia Television, LLC, a Delaware limited liability company (the "Company").
3. The terms and conditions of the Conversion shall be as follows:
  - a. The effective date of the Conversion shall be 11:59 p.m. on March 31, 2013 (the "Effective Date").
  - b. For United States federal income tax purposes, it is intended that (i) the Company shall be an entity disregarded as an entity separate from its owner pursuant to section 301.7701-3(b) of the Treasury Regulations, and (ii) the Conversion shall be a liquidation under section 332 of the Internal Revenue Code of 1986, as amended.
4. As of the Effective Date, the issued and outstanding shares of the capital stock of the Corporation shall, by virtue of the conversion and without any action by the holder thereof, be and become a limited liability company membership interest of the Company.

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**IN WITNESS WHEREOF, the undersigned has caused this Plan of Conversion to be executed, effective as of the date first written above.**

**GEORGIA TELEVISION COMPANY**

**By:**

\_\_\_\_\_  
**Shauna Sullivan Muhl**  
**Secretary**

CERTIFICATE OF CONVERSION  
TO  
LIMITED LIABILITY COMPANY  
OF  
GEORGIA TELEVISION COMPANY  
CONVERTING INTO  
GEORGIA TELEVISION, LLC

DRAFT

This Certificate of Conversion of Georgia Television Company dated as of March \_\_\_\_\_, 2013 is duly executed and filed to convert Georgia Television Company into a limited liability company under the Delaware Limited Liability Act.

1. The name of the corporation immediately prior to 11:59 p.m. on March 31, 2013 (the “Effective Date” of this Certificate of Conversion) is Georgia Television Company.
2. The date on which the original Certificate of Incorporation of Georgia Television Company was filed with the Secretary of State of the State of Delaware is April 24, 1985.
3. As of the Effective Date, the name of the limited liability company shall be Georgia Television, LLC.
4. The conversion has been approved in accordance with the provisions of Section 266 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion as of the date first above written.

GEORGIA TELEVISION COMPANY

\_\_\_\_\_  
Shauna Sullivan Muhl  
Secretary

## Parties to the Application

### *Ownership of Georgia Television, LLC*

Georgia Television, LLC (“GT”) is a Delaware limited liability corporation that has one member, Cox Enterprises, Inc. The contact address for the officers and directors of GT listed herein is: 6205 Peachtree Dunwoody Road, Atlanta, GA 30328, unless otherwise indicated. The officers and directors of GT and member of GT are as follows:

1. Name
2. Citizenship
3. Positional Interest
4. Percentage of votes
5. Percentage of total assets

	(1.)	(2.)	(3.)
1.	Georgia Television, LLC	Douglas E. Franklin	Maria Friedman
2.	Delaware Limited Liability Corporation	USA	USA
3.	N/A	President and Director	Vice President
4.	N/A	0%	0%
5.	N/A	N/A <sup>1</sup>	N/A

	(4.)	(5.)	(6.)
1.	Neil O. Johnston	Shauna Sullivan Muhl	Charles L. Odom
2.	USA	USA	USA
3.	Vice President	Secretary and Director	Vice President, Treasurer
4.	0%	0%	0%
5.	N/A	N/A	N/A

	(7.)	(8.)	(9.)
1.	Timothy G. McVay	William S. Hoffman	Cody L. Partin
2.	USA	USA	USA
3.	Vice President, General Manager	Director	Vice President, Real Estate
4.	0%	0%	0%
5.	N/A	N/A	N/A

<sup>1</sup> The licensee interprets this question as seeking information about any parties, whose interests are otherwise non-attributable, who acquire attributable status as a result of operation of the “equity debt plus” rule (47 C.F.R. § 73.3555, Note 2(i)). There are no such parties in the entity. As a result, this question has been answered “N/A,” unless there is a positional interest to report. Where applicable, the figure represents the percentage of equity the party holds in the entity

	(10.)	(11.)	(12.)
1.	Carol Lerner	Charles N. Bowen	Cox Enterprises, Inc. 6205 Peachtree Dunwoody Rd. Atlanta, GA 30328
2.	USA	USA	Delaware Corporation
3.	Assistant Treasurer	Assistant Secretary	N/A
4.	0%	0%	100%
5.	N/A	N/A	N/A



***Ownership of Cox Enterprises, Inc.***

Cox Enterprises, Inc. (“CEI”) is a Delaware corporation that has three classes of common stock: Class A voting stock, zero shares of which are issued and outstanding; Class B Voting stock 249,444,418 shares of which are issued and outstanding; and Class C nonvoting stock 322,165,296 shares of which are issued and outstanding. The address for CEI and the contact address for the officers and directors of CEI listed herein is: 6205 Peachtree Dunwoody Road, Atlanta, GA 30328, unless otherwise indicated. The officers and directors of CEI and those stockholders with a five percent or greater interest in CEI are as follows:

1. Name
2. Citizenship
3. Positional Interest
4. Percentage of votes
5. Percentage of total assets

	(1.)	(2.)	(3.)
1.	Cox Enterprises, Inc.	James C. Kennedy	Jimmy W. Hayes
2.	Delaware Corporation	USA	USA
3.	N/A	Chairman of the Board and Director	President and Chief Executive Officer and Director
4.	N/A	0%	0%
5.	N/A	N/A	N/A

	(4.)	(5.)	(6.)
1.	Anne Cox Chambers	Michael J. Ahern	Arthur M. Blank
2.	USA	USA	USA
3.	Vice President and Director	Director	Director
4.	0%	0%	0%
5.	N/A	N/A	N/A

	(7.)	(8.)	(9.)
1.	Janet M. Clarke	S. Taylor Glover	Brady L. Rackley III
2.	USA	USA	USA
3.	Director	Director	Director
4.	0%	0%	0%
5.	N/A	N/A	N/A

## Officers, Directors, and Stockholders of Cox Enterprises, Inc. (cont.)

1. Name
2. Citizenship
3. Positional Interest
4. Percentage of votes
5. Percentage of total assets

	(10.)	(11.)	(12.)
1.	Christopher J. Williams	John M. Dyer	Marybeth H. Leamer
2.	USA	USA	USA
3.	Director	Executive Vice President & Chief Financial Officer and Director	Exec. Vice President, Human Resources & Administration
4.	0%	0%	0%
5.	N/A	N/A	N/A

	(13.)	(14.)	(15.)
1.	J. Leigh Scott	J. Lacey Lewis	Gregory B. Morrison
2.	USA	USA	USA
3.	Sr. Vice President, Family Office & Real Estate	Senior Vice President, Finance	Sr. Vice President & Chief Information Officer
4.	0%	0%	0%
5.	N/A	N/A	N/A

	(16.)	(17.)	(18.)
1.	Maria L. Friedman	Katherine Decker	Robert F. Cahn, Jr.
2.	USA	USA	USA
3.	Sr. Vice President, Tax and Treasury Services	Vice President & Treasurer	Vice President of Human Resources Development & Diversity
4.	0%	0%	0%
5.	N/A	N/A	N/A

	(19.)	(20.)	(21.)
1.	Jack Polish	James C. Kennedy, Jr.	Shauna S. Muhl
2.	USA	USA	USA
3.	Vice President and Controller	Vice President, Business Development	Vice President, General Counsel and Corporate Secretary
4.	0%	0%	0%
5.	N/A	N/A	N/A

## Officers, Directors, and Stockholders of Cox Enterprises, Inc. (cont.)

1. Name
2. Citizenship
3. Positional Interest
4. Percentage of votes
5. Percentage of total assets

	(22.)	(23.)	(24.)
1.	William G. Stephens	Barry Ohlson	Nancy Rigby
2.	USA	USA	USA
3.	Vice President, Corporate Services & Travel	Vice President, Regulatory Affairs	Vice President, Foundations
4.	0%	0%	0%
5.	N/A	N/A	N/A

	(25.)	(26.)	(27.)
1.	Joab M. Lesesne III	Roberto I. Jimenez	Randal Earley
2.	USA	USA	USA
3.	Vice President, Public Policy & Government Affairs	Vice President, Corporate Communications and Public Affairs	Vice President, Audit Services
4.	0%	0%	0%
5.	N/A	N/A	N/A

	(28.)	(29.)	(30.)
1.	Duane Ritter	Cody L. Partin	Charles N. Bowen
2.	USA	USA	USA
3.	Vice President, Corporate Security	Vice President, Real Estate & Strategic Investment	Asst. Secretary
4.	0%	0%	0%
5.	N/A	N/A	N/A

	(31.)	(32.)	(33.)
1.	Mark Dawson	Cathy Hubbard	Carol Larner
2.	USA	USA	USA
3.	Asst. Vice President, Corporate Information Services	Asst. Vice President, Corporate Accounting	Asst. Vice President, Asst. Treasurer
4.	0%	0%	0%
5.	N/A	N/A	N/A

**Officers, Directors, and Stockholders of Cox Enterprises, Inc. (cont.)**

1. Name
2. Citizenship
3. Positional Interest
4. Percentage of votes
5. Percentage of total assets

	(34.)	(35.)	(36.)
1.	Catherine McGillivray	John Bell	Andre Reese
2.	USA	USA	USA
3.	Asst. Vice President, Human Resources Technology Services	Asst. Vice President, Information Systems Engineering	Asst. Vice President, Information Systems Operations
4.	0%	0%	0%
5.	N/A	N/A	N/A

	(37.)	(38.)	(39.)
1.	Betsy Vencius	Don A. Stryszko	Joey Yates
2.	USA	USA	USA
3.	Asst. Vice President, Benefits	Asst. Vice President, Risk Management	Asst. Vice President, Compensation
4.	0%	0%	0%
5.	N/A	N/A	N/A

	(40.)	(41.)	(42.)
1.	George Markley	Mary Vickers	Keith Mask
2.	USA	USA	USA
3.	Asst. Vice President, Tax	Asst. Vice President, Tax	Asst. Vice President, Energy Management & Systems Engineering
4.	0%	0%	0%
5.	N/A	N/A	N/A

	(43.)	(44.)	(45.)
1.	Mark Leuenberger	Neil Campbell	Barry Campbell
2.	USA	USA	USA
3.	Asst. Vice President, Supply Chain Management & Fleet Management	Asst. Vice President, Financial Planning & Analysis	Asst. Vice President, Aviation
4.	0%	0%	0%
5.	N/A	N/A	N/A

**Officers, Directors, and Stockholders of Cox Enterprises, Inc. (cont.)**

1. Name
2. Citizenship
3. Positional Interest
4. Percentage of votes
5. Percentage of total assets

	(43.)	(44.)	(45.)
1.	Paul Scolese	Dayton-Cox Trust A, Anne Cox Chambers, James Cox Kennedy, and Jimmy W. Hayes, Trustees, c/o Cox Enterprises, Inc.	
2.	USA	Ohio Trust	
3.	Asst. Vice President, Government Affairs	N/A	
4.	0%	99.0%	
5.	N/A	N/A	