

LIN TV CORP.

SECOND AMENDED AND RESTATED CODE OF ETHICS FOR SENIOR FINANCIAL OFFICERS

Introduction

The Restated Code of Ethics for Senior Financial Officers (“Code”) applies to the principal executive officer and all senior financial officers of LIN TV Corp. and its subsidiaries, including without limitation, LIN Television Corporation, and all references to “officers” in this Code includes all such persons. The Code is in addition to the Code of Business Conduct and Ethics, which applies to all employees of LIN TV Corp., and is intended to further promote honest and ethical conduct, full, fair, accurate, timely and understandable disclosure in reports prepared by LIN TV Corp. and filed with the Securities and Exchange Commission, and compliance with all applicable laws, rules and regulations.

Officers should read and become familiar with the Code and are expected to comply fully with the Code on an on-going basis. In addition, on an annual basis, each officer will be required to certify that he or she has read and understands the Code and has complied with and will continue to comply with the Code. Any references to “LIN TV Corp.” or the “Company” in the Code also refer to all subsidiaries and divisions of LIN TV Corp.

If you have a question whether particular conduct complies with the Code, you should discuss the situation with the Company's General Counsel.

Conflicts of Interest

It is your responsibility to disclose any material transaction or relationship that reasonably could be expected to give rise to a conflict of interest to the General Counsel and to the Board of Directors. The Board of Directors shall be responsible for determining whether such transaction or relationship constitutes a conflict of interest, and shall determine the appropriate course of action if a conflict of interest exists.

In particular, you may not obtain services from anyone employed by the Company's auditors for your personal benefit, including for the benefit of your immediate family.

Compliance with Governmental Rules and Regulations

The Company requires that all officers comply with all laws, rules and regulations applicable to the Company wherever it does business. You are expected to use good judgment and common sense in seeking to comply with all applicable laws, rules and regulations and to ask for advice when you are uncertain about them.

If you become aware of the violation of any law, rule or regulation by the Company, whether by its officers, employees or directors, it is your responsibility to promptly report the matter to the General Counsel. While it is the Company's desire to address matters internally,

nothing in this Code should discourage you from reporting any illegal activity, including any violation of the securities laws, antitrust laws, environmental laws or any other federal, state or foreign law, rule or regulation, to the appropriate regulatory authority. The Company will not tolerate retaliation for reports of violations which are made in good faith. This Code should not be construed to prohibit you from testifying, participating or otherwise assisting in any state or federal administrative, judicial or legislative proceeding or investigation.

Honest and Ethical Conduct and Fair Dealing

Officers should endeavor to deal honestly, ethically and fairly with the Company's customers, suppliers, competitors and employees. None should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair-dealing practice.

Accuracy of Books, Records and Public Reports

Officers must honestly and accurately report all business transactions. Each officer is responsible for the accuracy of his or her records and reports. Accurate information is essential to the Company's ability to meet legal and regulatory obligations.

All Company books, records and accounts shall be maintained in accordance with all applicable regulations and standards and shall accurately reflect the true nature of the transactions they record. The financial statements of the Company shall conform to generally accepted accounting principles and the Company's accounting policies. No undisclosed or unrecorded account or fund shall be established for any purpose. No false or misleading entries shall be made in the Company's books or records for any reason, and no disbursement of corporate funds or other corporate property shall be made without adequate supporting documentation.

It is the policy of the Company to provide full, fair, accurate, timely and understandable disclosure in reports and documents filed with, or submitted to, the Securities and Exchange Commission and in other public communications.

Officers should also be aware of the standards and procedures set by the Company's Audit Committee for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters and the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.

Waivers of this Code of Ethics

While some of the policies contained in this Code must be strictly adhered to and no exceptions can be allowed, in other cases exceptions may be possible. Any officer who believes that an exception to any of these policies is appropriate in his or her case should contact the General Counsel. Any waiver of this Code or any change to this Code may be made only by the Board of Directors of the Company and will be disclosed to the Company's stockholders as required by law or stock exchange regulation. The General Counsel shall be responsible for

maintaining a complete record of all requests for exceptions to any of these policies and the disposition of such requests.

Reporting and Compliance Procedures

Every officer has the responsibility to ask questions, seek guidance, report suspected violations and express concerns regarding compliance with this Code. Any officer or other employee who knows or believes that any other officer, employee or representative of the Company has engaged or is engaging in Company-related conduct that violates applicable law or this Code should report such information to the General Counsel, as described below. You may report such conduct openly or anonymously without fear of retaliation. Any supervisor who receives a report of a violation of this Code must immediately inform the General Counsel. Officers or other employees may also anonymously report violations to the General Counsel by calling the Company's hotline number at 1-877-363-3072.

Employees, officers and directors are expected to cooperate fully with any inquiry or investigation by the Company regarding an alleged violation of this Code. Failure to cooperate with any such inquiry or investigation may result in disciplinary action, up to and including discharge. The Chief Executive Officer and the Board of Directors shall determine whether a violation of this Code has occurred and, if so, shall determine the disciplinary measures to be taken against such officer.

Failure to comply with the standards outlined in this Code will result in disciplinary action, ranging from a reprimand to dismissal and possible criminal prosecution. Moreover, any supervisor who directs or approves of any conduct in violation of this Code also will be subject to disciplinary action.

Dissemination and Amendment

The Company reserves the right to amend, alter or terminate this Code at any time for any reason. The most current version of this Code can be found in <http://LINWEB/Corppolicy> of the Company's Intranet.

This document is not an employment contract between the Company and any of its officers and does not alter the Company's at-will employment policy.

ANNUAL OFFICER CERTIFICATION

I, _____ do hereby certify that:
(Print Name Above)

1. I have received and carefully read the Restated Code of Ethics for Senior Financial Officers of LIN TV Corp.
2. I understand the Restated Code of Ethics for Senior Financial Officers.
3. I have complied and will continue to comply with the terms of the Restated Code of Ethics for Senior Financial Officers.

Date: _____

(Signature)