

LIN TV CORP.

SECOND AMENDED AND RESTATED COMPENSATION COMMITTEE CHARTER

A. Purpose

The purpose of the Compensation Committee is to discharge the responsibilities of the Board of Directors relating to compensation of the Company's executive officers and directors. The Compensation Committee is also responsible for administering the Company's equity and incentive-based compensation plans, and for producing an annual report on executive compensation for inclusion in the Company's proxy statement and/or annual report, in accordance with applicable rules and regulations.

B. Structure and Membership

1. Number. The Compensation Committee shall consist of at least two members of the Board of Directors.
2. Independence. Except as otherwise permitted by the applicable rules of the New York Stock Exchange, each member of the Compensation Committee shall be an "independent director" as determined in accordance with the applicable rules of the New York Stock Exchange.
3. Non-Employee Director. Each member of the Compensation Committee shall qualify as a "non-employee director" as such term is defined from time to time in Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended, and the rules and regulations thereunder (the "Exchange Act").
4. Outside Director. Each member of the Compensation Committee shall qualify as an "outside director" as such term is defined from time to time in Section 162(m) of the Internal Revenue Code of 1986, as amended, and the rules and regulations thereunder.
5. Chair. Unless the Board of Directors elects a Chair of the Compensation Committee, the Compensation Committee shall elect a Chair by majority vote.
6. Compensation. The compensation of Compensation Committee members shall be as determined by the Board of Directors.
7. Selection and Removal. Members of the Compensation Committee shall be appointed by the Board of Directors, upon the recommendation of the Nominating and Corporate Governance Committee. The Board of Directors may remove members of the Compensation Committee from such committee, with or without cause.

C. Authority and Responsibilities

General

The Compensation Committee shall discharge its responsibilities, and shall assess the information provided by the Company's management, in accordance with its business judgment.

Compensation Matters

1. CEO Compensation. The Compensation Committee shall annually review and approve corporate goals and objectives relevant to the compensation of the Company's Chief Executive Officer (the "CEO"), evaluate the CEO's performance in light of those goals and objectives, and determine and approve the CEO's compensation based on this evaluation, consistent with any employment agreement between the CEO and the Company then in effect. In determining the long-term incentive component of the CEO's compensation, the Compensation Committee shall consider, among other factors, the Company's performance and relative shareholder return, the value of similar incentive awards to chief executive officers at comparable companies, and the awards given to the CEO in past years.
2. Executive Officer Compensation. The Compensation Committee shall periodically review and approve the compensation of the Company's executive officers, including salary, bonus and incentive compensation levels; deferred compensation; executive perquisites; equity compensation (including awards to induce employment); severance arrangements; change-in-control benefits and other forms of executive officer compensation, in each case consistent with any agreements between any executive officers and the Company.
3. Plan Recommendations and Approvals. The Compensation Committee shall periodically review and make recommendations to the Board of Directors with respect to incentive-compensation plans and equity-based plans. The Compensation Committee, or a majority of the Company's independent directors, shall approve all compensation plans and amendments that are exempt from the shareholder approval requirements of Section 303A.08 of the NYSE Listed Company Manual.
4. Incentive Plan Administration. The Compensation Committee shall exercise all rights, authority and functions of the Board of Directors under all of the Company's stock option, stock incentive, employee stock purchase and other equity-based plans, including without limitation, the authority to interpret the terms thereof, to grant options thereunder and to make stock awards thereunder; provided, however, that, except as otherwise expressly authorized to do so by this charter or a plan or resolution of the Board of Directors, the Compensation Committee shall not be authorized to amend any such plan.

5. Director Compensation. The Compensation Committee shall periodically review and make recommendations to the Board of Directors with respect to director compensation, including director compensation guidelines.
6. Compensation Discussion and Analysis; Compensation Committee Report. The Compensation Committee shall oversee the preparation of the Company's compensation-related disclosures to be included in the Company's annual report or proxy statement under applicable rules of the SEC. The Compensation Committee shall also review and discuss with the Company's management the Compensation Discussion and Analysis required by Item 402(b) of Regulation S-K. Based on such review and discussion, the Compensation Committee shall determine whether to recommend to the Board of Directors that the Compensation Discussion and Analysis be included in the Company's annual report or proxy statement for the annual meeting of stockholders. The Compensation Committee shall provide, over the names of the members of the Compensation Committee, the required Compensation Committee Report for the Company's annual report or proxy statement for the annual meeting of stockholders, which report shall contain the statements required by the SEC's rules applicable to such reports. The Compensation Committee shall review the disclosure in the annual report or proxy statement regarding the compensation of executives in connection with any advisory vote to be cast by stockholders of the Company as required by Section 14A of the Exchange Act ("say-on-pay"). When stockholders are to vote on the frequency with which say-on-pay votes shall be held, the Compensation Committee shall make a recommendation to the Board of Directors regarding its recommendation as to the frequency. The Compensation Committee also shall review the results of the voting on say-on-pay resolutions (including any vote specifically required under Section 14A in relation to any "golden parachute" arrangement), and consider whether to make in light of such vote any adjustments to the Company's executive compensation policies and practices.
7. Additional Powers. The Compensation Committee shall have such other duties, and shall be authorized to take such other actions, as may be delegated from time to time by the Board of Directors.
8. Consideration of Risk. In carrying out its responsibilities with respect to compensation matters as set forth in the foregoing paragraphs of this Section C, the Compensation Committee shall consider, to the extent it deems appropriate in accordance with its business judgment, risks arising from the Company's compensation practices and policies, including, but not limited to, risk-taking incentives and the Company's risk management practices.
9. Shareholder Advisory Votes. In carrying out its responsibilities with respect to the compensation of executive officers (including the CEO) as set forth in the foregoing paragraphs of this Section C, the Compensation Committee shall consider, to the extent it deems appropriate in accordance with its business judgment, the results of any shareholder advisory votes on compensation-related matters.

D. Procedures and Administration

1. Meetings. The Compensation Committee shall meet as often as it deems necessary in order to perform its responsibilities. The Compensation Committee may also act by unanimous written consent in lieu of a meeting. The Compensation Committee shall keep such records of its meetings as it shall deem appropriate.
2. Subcommittees. The Compensation Committee may form and delegate authority to one or more subcommittees as it deems appropriate from time to time under the circumstances.
3. Reports to Board. The Compensation Committee shall report regularly to the Board of Directors.
4. Charter. The Compensation Committee shall periodically review and reassess the adequacy of this Charter and recommend any proposed changes to the Board of Directors for approval.
5. Consulting Arrangements. The Compensation Committee shall have the sole authority to retain and terminate any compensation consultant to be used to assist in the evaluation of executive officer compensation and shall have sole authority to approve the consultant's fees and other retention terms. The Compensation Committee shall also have authority to commission compensation surveys or studies as the need arises. The Compensation Committee is empowered, without further action by the Board of Directors, to cause the Company to pay the compensation of such consultants as established by the Compensation Committee. Before selecting a compensation consultant, the Compensation Committee shall consider the independence of such person or entity in accordance with such standards as apply under applicable law, regulation or New York Stock Exchange listing requirements. With respect to any compensation consultant who has been engaged by the Compensation Committee to provide advice on the amount or form of executive officer or director compensation, the Compensation Committee shall review and approve any engagement of such consultant to provide any other services to the Company. The Compensation Committee also shall review at least annually the nature of any services provided to the Company by any other compensation consultant who provided advice or recommendations on the amount or form of executive or director compensation to the Compensation Committee or to management as well as all remuneration provided to such consultant.
6. Independent Advisors. The Compensation Committee is authorized, without further action by the Board, to engage such independent legal, accounting and other advisors as it deems necessary or appropriate to carry out its responsibilities. Such independent advisors may be the regular advisors to the Company. The Compensation Committee is empowered, without further action by the Board of

Directors, to cause the Company to pay the compensation of such advisors as established by the Compensation Committee.

7. Investigations. The Compensation Committee shall have the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it shall deem appropriate, including the authority to request any officer, employee or advisor of the Company to meet with the Compensation Committee or any advisors engaged by the Compensation Committee.
8. Annual Self-Evaluation. At least annually, the Compensation Committee shall evaluate its own performance.

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