



Notice of  
Special Meeting  
of  
Class B Stockholders  
and  
Proxy Statement

Monday, August 17, 2009  
11:00 a.m.  
Media General, Inc.  
333 East Franklin Street  
Richmond, Virginia 23219



**J. Stewart Bryan III**  
Chairman

July 10, 2009

Dear Stockholder:

We will hold a special meeting of our Class B Stockholders on August 17, 2009, at the Company's principal offices at 333 East Franklin Street, Richmond, Virginia for the purpose of ratifying the Audit Committee's appointment of Ernst & Young LLP as the Company's independent registered public accountants for 2009 fiscal year

Under the Articles of Incorporation of the Company, Class B Stockholders have the exclusive right to vote on this matter, and we ask that all Class B Stockholders complete, sign and return the accompanying proxy card at your earliest convenience, whether or not you plan to attend the special meeting.

Yours sincerely,

A handwritten signature in black ink that reads "J. Stewart Bryan III".

J. Stewart Bryan III

**Publishing • Broadcast • Interactive Media**



## NOTICE OF SPECIAL MEETING OF CLASS B COMMON STOCKHOLDERS

*To the Class B Stockholders  
of Media General, Inc.*

Please take notice that a special meeting of Class B Stockholders of Media General, Inc., will be held on the fourth floor of the principal offices of the Company, 333 East Franklin Street, Richmond, Virginia on Monday, August 17, 2009, at 11:00 a.m. The purpose of the special meeting is to ratify the action of the Audit Committee of the Board of Directors appointing Ernst & Young LLP as the Company's independent registered public accountants for the fiscal year ending December 27, 2009.

Although not required by the Company's By-laws or otherwise, the Board of Directors is submitting this matter to the Company's Class B Shareholders consistent with good corporate governance principles. Under Virginia law and the rules of the New York Stock Exchange, Class B Stockholders of record at the close of business on July 2, 2009, are entitled to notice of and entitled to vote at the special meeting. However, only holders of record of the Company's Class B Common Stock at the close of business on that date will be entitled to participate in the special meeting and vote on the matters being presented at the meeting; Class A Stockholders are not entitled to vote on this matter.

Your attention is directed to the accompanying Proxy Statement.

By Order of the Board of Directors

GEORGE L. MAHONEY, *Secretary*

Richmond, Virginia  
July 10, 2009

**Class B Stockholders are requested to complete, date and sign the accompanying proxy card and return it in the envelope provided, whether or not they expect to attend the special meeting in person. Class B Stockholders who expect to attend in person are requested to please so indicate on the back of the accompanying proxy card. A proxy may be revoked at any time before it is voted.**

**PROXY STATEMENT**  
**Special Meeting of Class B Stockholders**  
**August 17, 2009**

**SOLICITATION OF PROXIES FROM CLASS B STOCKHOLDERS**

This proxy statement is being furnished to all Class B Stockholders of Media General, Inc. (the Company) in connection with a special meeting of the Company's Class B Stockholders to be held on the fourth floor of the principal offices of the Company, 333 East Franklin Street, Richmond, Virginia on August 17, 2009, at 11:00 a.m.

Under the Articles of Incorporation of the Company, only holders of record of Class B Common Stock (Class B Stock) at the close of business on July 2, 2009, will be entitled to participate in the special meeting and vote on the single matter being presented at the meeting. The Articles do not entitle Class A Stockholders to vote on this matter.

The Board of Directors is soliciting proxies from Class B Stockholders to be used at the special meeting. All shares of Class B Common Stock represented by properly completed proxies received prior to the meeting and not revoked will be voted at the meeting in accordance with the instructions set forth in the proxy card. A proxy may be revoked at any time before it is voted by notifying the Secretary of the Company in writing, by returning a later-dated proxy card or by voting in person at the special meeting.

The Company has outstanding 551,880 shares of Class B Stock as of July 2, 2009. Each share of Class B Stock will be entitled to one vote on the matter being voted upon at the special meeting.

The presence, in person or by proxy, of a majority of the outstanding shares of the Class B Stock will constitute a quorum for the transaction of business at the special meeting, and a majority of all votes entitled to be cast by Class B Stockholders must be cast "FOR" the proposal for it to be approved. Abstentions with respect to this proposal will have the same effect as a vote "AGAINST" the proposal

J. Stewart Bryan III, the Chairman of the Company, serves as a fiduciary and shares in the control of the voting and disposition of 466,162, or approximately 84.5%, of the outstanding shares of Class B Stock held by the D. Tennant Bryan Media Trust (the Media Trust) of which Mr. Bryan serves as sole trustee. Subject to his fiduciary duties as trustee of the Media Trust, Mr. Bryan intends to vote all of these shares FOR the proposal described below. If Mr. Bryan does so, the proposal would be approved at the special meeting without the vote of any other Class B Stockholder.

This Proxy Statement is being mailed to the Company's Class B Stockholders on July 10, 2009. The cost of soliciting proxies and distributing Proxy Statements, including the reimbursement to banks and brokers for reasonable expenses in sending Proxy Statements to their customers, will be borne by the Company.

## **RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS**

The Audit Committee of the Board of Directors has appointed Ernst & Young LLP as the Company's independent registered public accountants for the fiscal year ending December 27, 2009.

Ernst & Young LLP has examined the accounts of the Company for many years, including 2008. Ernst & Young LLP advises that it is an independent registered public accounting firm with respect to the Company within the meaning of the applicable rules and regulations of the SEC. A representative of Ernst & Young LLP will be present at the meeting to make a statement, if he desires to do so, and to respond to appropriate questions from Stockholders.

**The Board of Directors recommends that Class B Stockholders vote FOR ratification of Ernst & Young LLP as the Company's independent registered public accountants for fiscal year 2009.**

By the Order of the Board of Directors

GEORGE L. MAHONEY, *Secretary*

Richmond, Virginia  
July 10, 2009

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