

Lotus Communications Corp. & Affiliates**Los Angeles, California****I. Overview**

Lotus Communications Corp., a California corporation ("**Communications Corp.**"), is a holding and operating company, with headquarters at 3301 Barham Boulevard, Suite 200, Los Angeles, California 90068. Communications Corp. has seven corporate subsidiaries and two limited liability companies, aggregating nine affiliates, who are licensees of radio or low-power television stations, in addition to Lotus Los Angeles Corp., a newly-formed California corporation that does not yet hold any license, the assignee under this application (collectively, the "**Company**"). The Company's broadcast holdings, which are summarized on the attached organizational chart, break down to (i) 31 full-power radio stations and (ii) two low-power television stations (plus five FM translators). The radio stations are in Arizona, California and Nevada; the low-power television stations are in Arizona and Texas.

Communications Corp., the existing licensee, owns all issued and outstanding shares of Lotus Los Angeles Corp., the proposed assignee under this application. The outstanding equity of Communications Corp. is comprised of 1144 shares of issued and outstanding common stock, 500 shares of which (approximately 44%) are Class A, which is voting stock (the "**Voting Stock**"), owned equally by the Howard A. Kalmenson Trust (Howard A. Kalmenson, Trustee) and the Lilli Kalmenson Rosenbloom Trust (Lilli Kalmenson Rosenbloom, Trustee), and 644 shares of which (approximately 56%) are Class B, which is non-voting. Communications Corp. wholly controls its licensee affiliates, with Howard A. Kalmenson exercising Communications Corp.'s voting power in the affiliates, as well as voting all shares of the Voting Stock. Consequently, he alone controls Communications Corp. and each licensee-affiliate, including the proposed assignee. No other entity has any voting interest in the Company, including the proposed assignee.

A. Company Radio Interests. The Company's radio licensees consist of Communications Corp. and the following corporate subsidiaries:

- Arizona Lotus Corp., an Arizona corporation
- Lotus Bakersfield Corp., a California corporation
- Lotus Broadcasting Corp., a Nevada corporation
- Lotus Fresno Corp., a California corporation
- Lotus Los Angeles Corp., a California corporation (proposed transferee)
- Lotus Sacramento Corp., a California corporation
- Lotus Radio Corp., a Nevada corporation
- Lotus Oxnard Corp., a California corporation

The Company's radio station holdings are identified in Part III below.

B. Company Low-Power Television Interests. The Company's low-power television licensees consist of two limited liability companies, namely:

- Lotus TV of Phoenix LLC
- Lotus TV of Houston LLC

The Company's low-power television station holdings are identified in Part IV below.

II. Company Officials

A. Radio Station Officials

(i) *Directors.* The directors of Communications Corp. and its corporate licensee subsidiaries are:
Howard A. Kalmenson
James Kalmenson
Lilli Kalmenson Rosenbloom
William Kalmenson¹

(ii) *Officers.* The officers of Communications Corp. and its corporate licensee subsidiaries are:

(a) Communications Corp.:

Howard A. Kalmenson, President
James Kalmenson, First Senior Vice President
Lilli Kalmenson Rosenbloom, Vice President
Jerry Roy, Senior Vice President, Chief Compliance Officer & Secretary
William H. Shriftman, Senior Vice President, Chief Financial Officer & Treasurer
Jay Levine, Vice President & Assistant Secretary
Melissa B. Frederick, Assistant Secretary
K. Jasmin Dorismond, Vice President

(b) Lotus Broadcasting Corp.:

Howard A. Kalmenson, President
James Kalmenson, First Senior Vice President
Lilli Kalmenson Rosenbloom, Vice President
Jerry Roy, Senior Vice President, Chief Compliance Officer & Secretary
William H. Shriftman, Senior Vice President, Chief Financial Officer & Treasurer
Anthony Bonnici, Vice President
Jay Levine, Vice President
Melissa B. Frederick, Assistant Secretary
K. Jasmin Dorismond, Vice President

(c) Arizona Lotus Corp., Lotus Bakersfield Corp., Lotus Fresno Corp., Lotus Los Angeles Corp. (the proposed transferee who does not yet hold any licenses), Lotus Oxnard Corp., Lotus Radio Corp. and Lotus Sacramento Corp.:

Howard A. Kalmenson, President
James Kalmenson, First Senior Vice President
Lilli Kalmenson Rosenbloom, Vice President
Jerry Roy, Senior Vice President, Chief Compliance Officer & Secretary
William H. Shriftman, Senior Vice President, Chief Financial Officer & Treasurer
Jay Levine, Vice President
Melissa B. Frederick, Assistant Secretary
K. Jasmin Dorismond, Vice President

¹ William Kalmenson only serves as a Director of Communications Corp.
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B. Low-Power Television Station Officials. The officers of Lotus TV of Phoenix LLC and Lotus TV of Houston LLC are:

James Kalmenson, President and Manager
Jerry Roy, Senior Vice President (Compliance)
William H. Shriftman, Senior Vice President (Finance)
Howard A. Kalmenson, Secretary
Jay Levine, Vice President
Melissa B. Frederick, Assistant Secretary
K. Jasmin Dorismond, Vice President

C. Information Concerning Individuals and Relationships. Each individual who holds or votes stock in the Company, or is a trustee of a trust that holds stock in the company, or is a Company officer or director, is a U.S. citizen.

(i) *Family Relationships.*

- (a) Howard A. Kalmenson and Lilli Kalmenson Rosenbloom, respectively, are the father and mother of William Kalmenson and James Kalmenson, who are brothers.
- (b) Jay Levine is Howard Kalmenson's nephew and William and James Kalmenson's first cousin.

(ii) *Addresses.*

- (a) Howard A. Kalmenson
James Kalmenson
Jerry Roy
William H. Shriftman
Jay Levine
Melissa B. Frederick
K. Jasmine Dorismond
The Howard A. Kalmenson Trust
Lotus Communications Corp.
3301 Barham Boulevard, Suite 200
Los Angeles, CA 90068
- (b) William Kalmenson
6100 Primrose Street #12
Los Angeles, CA 90068
- (c) Lilli Kalmenson Rosenbloom
The Lilli Kalmenson Rosenbloom Trust
Lotus Interiors
5031 Brewster Drive
Tarzana, CA 91352

- (d) Anthony Bonnici
Lotus Broadcasting Corp.
8755 W. Flamingo Road
Las Vegas, NV 89147

III. Radio Broadcast Station Licensees

A. Lotus Communications Corp.

- (i) KWKU (AM)
1220 kHz
Pomona, CA
Facility Number: 1925
- (ii) KWKW (AM)
1330 kHz
Los Angeles, CA
Facility Number: 3845
- (iii) KMJE (AM)
890 kHz
Olivehurst, CA
Facility Number: 160999

B. Arizona Lotus Corp.

- (i) KTKT (AM)
990 kHz
Tucson, AZ
Facility Number: 2744
- (ii) KLPX (FM)
Channel 241C, 96.1 MHz
Tucson, AZ
Facility Number: 2745
- (iii) KFMA (FM)
Channel 221C2, 92.1 MHz
Green Valley, AZ
Facility Number: 2746
- (iv) KCMT (FM)
Channel 271C1, 102.1 MHz
Oro Valley, AZ
Facility Number: 87841
- (v) K267AF (FM Translator)
Channel 267D, 101.3 MHz
Tucson, AZ
Facility Number: 82314

- (vi) K232FD (FM Translator)
Channel 232, 94.3 MHz
Tortolita, AZ
Facility Number: 142429

C. Lotus Bakersfield Corp.

- (i) KVMX
Channel 221A, 92.1 MHz
Bakersfield, CA
Facility Number: 35108
- (ii) KWAC (AM)
1490 kHz
Bakersfield, CA
Facility Number: 35109
- (iii) KCHJ (AM)
1010 kHz
Delano, CA
Facility Number: 35111
- (iv) KIWI (FM)
Channel 275B1, 102.9 MHz
McFarland, CA
Facility Number: 8108
- (v) KPSL-FM
Channel 243B, 96.5 MHz
Bakersfield, CA
Facility Number: 28847

D. Lotus Broadcasting Corp.

- (i) KBAD (AM)
920 kHz
Las Vegas, NV
Facility Number: 38448
- (ii) KENO (AM)
1460 kHz
Las Vegas, NV
Facility Number: 38449
- (iii) KXPT (FM)
Channel 246C, 97.1 MHz
Las Vegas, NV
Facility Number: 38450

- (iv) KOMP (FM)
Channel 222C, 92.3 MHz
Las Vegas, NV
Facility Number: 38451
- (v) K257BU (FM Translator)
Channel 255D, 98.9 MHz
Henderson, NV
Facility Number: 38447
- (vi) KWWN (AM)
1100 kHz
Las Vegas, NV
Facility Number: 137871
- (vii) KLAV (AM)
1230 kHz
Las Vegas, NV
Facility Number: 70690
- (viii) KRLV (AM)
1340 kHz
Las Vegas, NV
Facility Number: 40756
- (ix) KWID (FM)
Channel 270C0, 101.9 MHz
Las Vegas, NV
Facility Number: 55503
- (x) K265EZ (FM Translator)
Channel 265, 100.9 MHz
Henderson, NV
Facility Number: 147567

E. Lotus Fresno Corp.

- (i) KLBN (FM)
Channel 270B, 101.9 MHz
Fresno, CA
Facility Number: 29296
- (ii) KGST (AM)
1600 kHz
Fresno, CA
Facility Number: 38453

- (iii) KKBZ (FM)
Channel 286B1, 105.1MHz
Auberry, CA
Facility Number: 38455
- (iv) KHIT-FM
Channel 296B1, 107.1 MHz
Madera, CA
Facility Number: 51845
- (v) KSEQ (FM)
Channel 246, 97.1 MHz
Visalia, CA
Facility Number: 7717

F. Lotus Oxnard Corp.

- (i) KIRN (AM)
670 kHz
Simi Valley, CA
Facility Number: 69743

G. Lotus Radio Corp.

- (i) KOZZ-FM
Channel 289C, 105.7 MHz
Reno, NV
Facility Number: 38452
- (ii) KDOT (FM)
Channel 283C, 104.5 MHz
Reno, NV
Facility Number: 38457
- (iii) KHIT (AM)
1450 kHz
Reno, NV
Facility Number: 38458
- (iv) KPLY (AM)
630 kHz
Reno, NV
Facility Number: 50304
- (v) KUUB (FM)
Channel 233C2, 94.5 MHz
Sun Valley, NV
Facility Number: 83586

- (vi) K232EA (FM Translator)
Channel 232D, 94.3 MHz
Carson City, NV
Facility Number: 86396

H. Lotus Sacramento Corp.

- (ii) KMJE-FM
Channel 221, 92.1 MHz
Placerville, CA
Facility Number: 36028

IV. Low-Power Television Broadcast Station Licensees

A. Lotus TV of Phoenix LLC

KPHE-LD
Channel 16
Phoenix, Arizona
Facility Number: 168602

B. Lotus TV of Houston LLC

KHLM-LD
Channel 43
Houston, Texas
Facility Number: 57189

Lotus Broadcast Holdings

