

OWNERSHIP STRUCTURE EXHIBIT
INDEPENDENCE MEDIA HOLDINGS, LLC

Applicant
Independence Media Holdings, LLC
8226 Douglas Avenue, Suite 627
Dallas, TX 75225
A Delaware Limited Liability Company

Is Owned by:

David F. Jacobs, 8226 Douglas Ave #627, Dallas, TX 75225 (US Citizen)	- 1.96% Membership Interest
Seaport Co-Invest, III, L.P., 199 Water St., 20 th Floor, New York, NY 10038	- 0.97% Membership Interest
Seaport Investment Partners III, L.P., 199 Water St., 20 th Floor, New York, NY 10038	- 0.15% Membership Interest
<i>Seaport IMH Blocker Corp., 199 Water St., 20th Floor, New York, NY 10038</i>	<i>-22.53% Membership Interest</i>
<i>Seaport Capital Partners III AIV, L.P., 199 Water St., 20th Floor, New York, NY 10038</i>	<i>-74.39% Membership Interest</i>
TOTAL:	100% Membership Interest

Seaport Capital Partners III AIV, L.P. (74.39% *Direct Membership Interest in Applicant*) is owned by:

Seaport Investment Partners, III, L.P., 199 Water St., 20 th Floor, New York, NY 10038	-0.64% Partnership Interest
(Insulated Limited Partners own remaining 99.36%)	

Insulated Limited Partners with more than 10% Limited Partnership Interest in **Seaport Capital Partners III AIV, L.P.** are:

- 1) State Street Bank & Trust Company as Trustee for the Dupont Pension Trust - 33.3% LP interest
2 Avenue de Lafayette, LCC1E, Boston, MA 02111 (no individual beneficiary of the Dupont Pension Trust holds more than a 10% interest in Seaport Capital Partners III AIV, L.P – Doug Gallo is the primary contact for the Trustee)
- 2) Robert W. Johnson, IV, 630 Fifth Avenue, Suite 1510, New York, NY 10111 (US Citizen) -16.6% LP Interest

Seaport IMH Blocker Corp. (22.53% *Direct Membership Interest in Applicant*) is owned by:

Seaport Capital Partners III/A AIV, L.P., 199 Water St., 20th Floor, New York, NY 10038 - 100.00% Shareholder

Seaport Capital Partners III/A AIV, L.P. in turn, is owned by:

Seaport Investment Partners III, L.P., 199 Water St., 20th Floor, New York, NY 10038 - 0.64% Partnership Interest

(Insulated Limited partners own the remaining 99.36% interest)

Insulated Limited partners that own more than 10% of the insulated Limited Partnership interest in **Seaport Capital Partners III/A AIV, L.P.** are:

- 1) Auber Investments, Ltd, c/o Khronos, LLC 2 Grand Central Tower, 140 E. 45th St
28th Floor, New York, NY 10017 (A British Virgin Isles limited partnership) – 54.6% LP interest
(equals 12.29535% interest in Applicant) – no individual or entity that owns an interest in Auber has a 10% or greater direct or indirect interest in the Applicant. The manager of Auber is David Meyer (US Citizen) 2 Grand Central Tower, 140 E. 45th Street, 28th Floor, New York, NY 10017
- 2) RBC Capital Partners, a division of Royal Bank of Canada, 4th Floor, North Tower,
200 Bay Street, Toronto, ON, Canada, M5J2W7 (Bank organized under laws of Canada) – 27.3% LP interest
(equals 6.14768% interest in Applicant)
- 3) Greenviiew Investments, Inc., c/o Acropolis, 73 Brook Street, London, UK W1K 4HX
(a British Virgin Isles corporation) – 13.6% LP interest
(equals 3.07384% interest in Applicant)

OTHER DISCLOSABLE INTEREST HOLDERS OWNERSHIP STRUCTURE (Provided for Informational Purposes)

Seaport Investment Partners III, L.P. (0.15% Direct Membership Interest in Applicant) is owned by:

Seaport Associates III, LLC, 199 Water St., 20 th Floor, New York, NY 10038	-4.8% Partnership Interest
(Insulated Limited Partners own remaining balance)	-95.2% Partnership Interest
Insulated Limited Partners with more than 10% of the insulated Limited Partnership Interest in	

Seaport Investment Partners III, L.P. are:

- 1) William Luby, 179 Bingham Ave, Rumson, NJ 07760 (US Citizen) - 43.44% Limited Partnership Interest
- 2) James J. Collis, 1 Strawberry Lane, Upper Saddle River, NJ 07458 (US Citizen) 36.86% Limited Partnership Interest

Seaport Associates III, LLC, in turn, is owned by:

William K. Luby, 179 Bingham Ave, Rumson, NJ 07760 (US Citizen)	-54.1% Membership Interest
James J. Collis, 1 Strawberry Lane, Upper Saddle River, NJ 07458 (US Citizen)	-45.9% Membership Interest

Seaport Co-Invest, III, L.P. (0.97% Direct Membership Interest in Applicant) is owned by:

Seaport Investment Partners III, L.P., 199 Water St. 20 th Floor, New York, NY 10038	- 2.9% Membership Interest
(Insulated Limited Partners own the remaining interest)	-97.1% Membership Interest
Insulated Limited Partners with more than 10% of the insulated Limited Partnership interest in	

Seaport Co-Invest III, L.P. are:

Howard Kaufman, 199 Water Street, 20 th Floor, New York, NY 10038 (US Citizen)	-15.1% Membership Interest
CEA Seaport III Investors LLC, 101 E. Kennedy Blvd, Tampa, #3300, Tampa, FL 33602 (Florida LLC)	- 62.5% Membership Interest

Each entity referenced herein is either a Delaware corporation, Delaware limited partnership or Delaware limited liability company (as applicable) except as otherwise noted.

APPLICANT'S INTERESTS IN FCC REGULATED ENTITIES

Independence Media Holdings, LLC is the parent entity and holds a 100% membership interest (indirectly) in IM FL LICENSES, LLC, the licensee of WOCN, Miami, Florida (Facility ID#43034)

Independence Media Holdings, LLC is the parent entity and holds a 100% membership interest (indirectly) in IM IL LICENSES, LLC, the licensee of WPIA (FM), Eureka, IL (Facility ID#28317), WXMP (FM), Glasford, IL (Facility ID#78165) and WWCT (FM) Bartonville, IL (Facility ID#27727).

Independence Media Holdings, LLC is the parent entity and holds a 100% membership interest (indirectly) in IM IN LICENSES, LLC, the licensee of WNUY (FM), Bluffton, Indiana, (Facility ID#71464).

James J. Collis holds an attributable interest in the Applicant. Mr. Collis also holds an attributable interest in ACME COMMUNICATIONS, INC., a publicly-traded corporation, which, through subsidiaries, is the licensee of the following television stations:

KASY-TV, 55049, ALBUQUERQUE, NEW MEXICO
KWBQ, 76268, SANTA FE, NEW MEXICO
KRWB-TV, 84157 ROSWELL, NEW MEXICO
WBDT, 70138, SPRINGFIELD, OHIO
WBUI, 16363, DECATUR, ILLINOIS
WBXX-TV, 72971, CROSSVILLE, TENNESSEE
WIWB, 73042, SURING, WISCONSIN
WBUW, 26025, JANESVILLE, WISCONSIN
WTVK, 61504, NAPLES, FLORIDA