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I. Facilities and Current Ownership Structure

Emmis Communications Corporation (“Emmis”) owns all of the issued and outstanding voting stock of Emmis License Corporation, which, in turn, owns all of the issued and outstanding stock of the following licensee corporations:

1. Emmis FM License Corporation of Indianapolis, licensee of WENS(FM), Shelbyville, Indiana, Facility Id. No. 19522;
2. Emmis FM License Corporation of St. Louis, licensee of KSHE(FM), Crestwood, KPNT(FM), St. Genevieve, KIHT(FM), St. Louis, and KFTK(FM), Florissant, Missouri, Facility Id. Nos. 19523, 56525, 27022, and 73890;
3. KPWR License, Inc., licensee of KPWR(FM), Los Angeles, California, Facility Id. No. 35498;
4. Emmis FM License Corporation of Chicago, licensee of WKQX(FM), Chicago, Illinois, Facility Id. No. 19525;
5. Emmis License Corporation of New York, licensee of WQHT(FM), New York, New York, Facility Id. No. 19615;
6. Emmis FM Radio License Corporation of Indianapolis, licensee of WNOU-FM, Indianapolis, Indiana, Facility Id. No. 19524;
7. Emmis AM Radio License Corporation of Indianapolis, licensee of WIBC(AM), Indianapolis, Indiana, Facility Id. No. 19521;
8. Emmis Radio License Corporation of New York, licensee of WRKS-FM, New York, New York, Facility Id. No. 63731;
9. Emmis 104.1 FM Radio License Corporation of St. Louis, licensee of WMLL(FM), Jerseyville, Illinois, Facility Id. No. 74578;
10. Emmis 106.5 FM License Corporation of St. Louis, licensee of KZLA-FM, Los Angeles, California, Facility Id. No. 59987;

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11. Emmis 1310 AM Radio License Corporation of Indianapolis, licensee of WTLC(AM), Indianapolis, Indiana, Facility Id. No. 51433;
12. Emmis 105.7 FM Radio License Corporation of Indianapolis, licensee of WTLC-FM, Indianapolis, Indiana, Facility Id. No. 51432;
13. Emmis Television License Corporation of Green Bay, licensee of WLUK-TV, Green Bay, Wisconsin, and Television Translator W40AN, Escanaba, Michigan, Facility Id. Nos. 4150, 4151.
14. Emmis Television License Corporation of Honolulu, licensee of KHON-TV, Honolulu, Hawaii; KAIH-TV, Wailuku, Hawaii; KHAW-TV, Hilo, Hawaii; KGMB(TV), Honolulu, Hawaii, KGMD-TV, Hilo, Hawaii, KGMV(TV), Wailuku, Hawaii, Television Translator K55DZ, Lihue & Kauai, Hawaii, Television Translator K57BI, Waimea, Hawaii, Television Translator K69BZ, Lihue and Kauai, Hawaii, Facility Id. Nos. 4144-47, 36917, 36914, 36920, 36907, and 36909;
15. Emmis Television License Corporation of New Orleans, licensee of WVUE(TV), New Orleans, Louisiana, Facility Id. No. 4149;
16. Emmis Television License Corporation of Mobile, licensee of WALA-TV, Mobile, Alabama, Facility Id. No. 4143;
17. Emmis Television License Corporation of Cape Coral, licensee of WFTX(TV), Cape Coral, Florida, Facility Id. No. 70649;
18. Emmis 99.9 FM Radio License Corporation of Terre Haute, licensee of WTHI-FM, Terre Haute, Indiana, Facility Id. No. 70652;
19. Emmis 105.5 FM Radio License Corporation of Terre Haute, licensee of WWVR(FM), West Terre Haute, Indiana, Facility Id. No. 68824;
20. Emmis Television License Corporation of Terre Haute, licensee of WTHI-TV, Terre Haute, Indiana, Facility Id. No. 70655;
21. Emmis Television License Corporation of Orlando, licensee of WKCF(TV), Clermont, Florida, Facility Id. No. 53465;

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22. Emmis License Corporation of Phoenix, licensee of KKFR(FM), Glendale, Arizona, Facility Id. No. 65479;
23. Emmis License Corporation of Denver, licensee of KXPK(FM), Evergreen, Colorado and KXPK-FM1, Boulder, Colorado, Facility Id. Nos. 20300, 20302;
24. Emmis Television License Corporation of West Virginia, licensee of WSAZ-TV, Huntington, West Virginia, and Television Translator W23BH, Charleston, West Virginia, Facility Id. Nos. 36912, 36921;
25. Emmis Television License Corporation of Tucson, licensee of KGUN(TV), Tucson, Arizona, and Television Translators K60FC, Oro Valley, Arizona and K02BW, Casa Adobes, Arizona, Facility Id. Nos. 36918, 36915, and 36911;
26. Emmis Television License Corporation of Omaha, licensee of KMTV(TV), Omaha, Nebraska, Facility Id. No. 35190; and
27. Emmis Television License Corporation of Albuquerque, licensee of the following stations:

Station	Facility	Facility ID #
KRQE(TV), Albuquerque, NM	TV	48575
KREZ-TV, Durango, CO	Satellite of KRQE(TV)	48589
KBIM-TV, Roswell, NM	Satellite of KRQE(TV)	48556
K09EP, Grants/Milan, NM	TV translator associated with KRQE(TV)	48560
K08LA, Black Lake, NM	TV translator associated with KRQE(TV)	5478
K11NV, Guadalupita, NM	TV translator associated with KRQE(TV)	25509
K13OX, Mud Canyon NM	TV translator associated with KRQE(TV)	48580
K22EW, Mora, NM	TV translator associated with KRQE(TV)	22272
K38EC, Eagle Nest, NM	TV translator associated with KRQE(TV)	35562
K45CJ, Tucumcari, NM	TV translator associated with KRQE(TV)	48581
K45EC, Silver City, NM	TV translator associated with KRQE(TV)	35563
K52DL, Raton, etc., NM	TV translator associated with KRQE(TV)	48588
K57CF, Carrizozo, NM	TV translator associated with KRQE(TV)	48564
K67BG, Arrey & Derry, NM	TV translator associated with KRQE(TV)	48566
K67FP, Crownpoint, NM	TV translator associated with KRQE(TV)	48571
K83AT, Farmington, NM	TV translator associated with KRQE(TV)	48585
K63DU, Lordsburg, NM	TV translator associated with KRQE(TV)	48573
K66BH, Navajo Compressor Station, NM	TV translator associated with KRQE(TV)	19107
K09EQ, Taos, NM	TV translator associated with KRQE(TV)	48572

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K11OD, Mescalero Reservation, NM	TV translator associated with KRQE(TV)	48552
K13OY, Mescalero, NM	TV translator associated with KRQE(TV)	48579
K29DP, Lordsburg, NM	TV translator associated with KRQE(TV)	48587
K43FI, Las Vegas, NM	TV translator associated with KRQE(TV)	48559
K44DD, Chama, NM	TV translator associated with KRQE(TV)	48558
K47DI, Coyote, NM	TV translator associated with KRQE(TV)	48569
K57AW, Deming, NM	TV translator associated with KRQE(TV)	48561
K59BD, Hornsby Ranch, etc., NM	TV translator associated with KRQE(TV)	48568
K67CE, Gallina, NM	TV translator associated with KRQE(TV)	23045
K69AE, Colfax/Raton, NM	TV translator associated with KRQE(TV)	48568
K06BN, Wagon Mound, NM	TV translator associated with KRQE(TV)	70695
K08ES, Red River, NM	TV translator associated with KRQE(TV)	13437
K49BY, Clovis, NM	TV translator associated with KBIM-TV	48551
K69CQ, Dora, NM	TV translator associated with KBIM-TV	48557
K16BZ, Ruidoso, NM	TV translator associated with KBIM-TV	48554
K59AB, Alamogordo, NM	TV translator associated with KBIM-TV	48563
K04NS, Pagosa Springs, CO	TV translator associated with KREZ-TV	51292
K56DO, Pagosa Springs, CO	TV translator associated with KREZ-TV	51294
K13VW, Chinle, AZ	TV translator associated with KREZ-TV	48570
K67AF, Many Farms, AZ	TV translator associated with KREZ-TV	48582
K26EP, Dulce & Lumberton, etc., NM	TV translator associated with KREZ-TV	48586
K11JO, Bloomfield & Blanco, NM	TV translator associated with KREZ-TV	48567
K08FR, Aztec, NM	TV translator associated with KREZ-TV	48577
K21AX, Farmington, NM	TV translator associated with KREZ-TV	48562
K02IL, Pagosa Springs, CO	TV translator associated with KREZ-TV	48590
K06JF, Cortez, CO	TV translator associated with KREZ-TV	48592
K42DI, Bayfield & Ignacio, CO	TV translator associated with KREZ-TV	48595
K66AV, Sunetha & Nutria, CO	TV translator associated with KREZ-TV	48591
K68AZ, Durango/Hermosa, CO	TV translator associated with KREZ-TV	48593
K65CG, Alamogordo etc., NM	TV translator associated with KREZ-TV	47276
K23BT, Farmington, NM	TV translator associated with KREZ-TV	48594

Emmis owns all of the issued and outstanding voting stock of Emmis FM Holding Corporation of New York, which owns all of the issued and outstanding voting stock of Emmis 101.9 FM Radio Corporation of New York, licensee of WQCD(FM)(Facility Id. No. 67846), New York, New York.

Emmis also owns all of the issued and outstanding voting stock of KOIN-TV, Inc., the licensee of KOIN(TV), Portland, Oregon, Low Power Television Station K11SE, Bend, Oregon, and Television Translator Stations K31CR, Prineville, Oregon, K34DC, Astoria, Oregon, and K38CZ, Lincoln City, Oregon, K52AK, Prineville, Oregon, K64BK, The Dalles, Oregon,

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K65AE, Terrebonne, Oregon, K52ET, Tillamook, Oregon, and K63AW, Grays River, Washington, Facility Id. Nos. 35380, 35384, 35373, 35374, 35371, 35381, 35376, 35375, 67106, and 35382.

Additionally, Emmis owns all of the issued and outstanding voting stock of Wichita License Subsidiary Corporation, licensee of KSNW(TV), Wichita, Kansas, KSNC(TV), Great Bend, Kansas, KSNG(TV), Garden City, Kansas, KSNK(TV), McCook, Nebraska, and Television Translator Station K06LZ, Salina, Kansas, Facility Id. Nos. 72358, 72359, 72361, 72362, and 72360.

Finally, Emmis owns all of the issued and outstanding voting stock of Topeka License Subsidiary Corporation, the licensee of KSNT(TV), Topeka, Kansas, Facility Id. No. 67335.

II. Proposed Assignment

It is the intention of Emmis to consolidate the licenses of the above-referenced television stations, associated low power and television translator stations, and associated broadcast auxiliary stations into Emmis Television License Corporation of Honolulu, which is an existing wholly-owned subsidiary of Emmis License Corporation.

Similarly, it is the intention of Emmis to consolidate the licenses of the above-referenced radio stations and associated broadcast auxiliary stations into Emmis FM License Corporation of St. Louis, which is an existing wholly-owned subsidiary of Emmis License Corporation.

Under this new corporate structure, Emmis Communications Corporation would continue to hold 100% of the issued and outstanding corporate stock of Emmis License Corporation, and would thereby retain ultimate control over the licenses currently held by the above-referenced subsidiaries. Accordingly, (i) there will be no substantive change in control whatsoever, (ii) the proposed assignment is *pro forma* in nature, and (iii) processing on FCC Form 316 is appropriate.

The assignment proposed herein will be accomplished through merger of the assignor into the assignee. There exists no written agreement relating to the merger.

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The following schematic depicts the new ownership structure:

