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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:

