

**PARTIES TO APPLICATION**

The proposed assignee, ACME Television, LLC, is an indirect subsidiary of ACME Communications, Inc. ("ACME"), a Delaware corporation. The ownership structure of ACME and its various subsidiaries is set forth in the following tables.

**ACME Television, LLC**

<b>Name &amp; Address</b>	<b>Citizenship</b>	<b>Positional Interest</b>	<b>Percentage of Votes</b>	<b>Percentage of Total Assets</b>
ACME Television, LLC 2101 East Fourth Street Suite 202 Santa Ana, CA 92705	Delaware LLC	(Assignee)		
ACME Intermediate Holdings, LLC 2101 East Fourth Street Suite 202 Santa Ana, CA 92705	US	Sole Member	99.5%	99.5%
Jamie Kellner 2101 East Fourth Street Suite 202 Santa Ana, CA 92705	US	Chairman & CEO	0%	0%
Douglas Gealy 10829 Olive Blvd. Suite 202 St. Louis, MO 63141	US	COO & President	0%	0%
Thomas D. Allen 2101 East Fourth Street Suite 202 Santa Ana, CA 92705	US	CFO & Executive Vice President	0%	0%

**ACME Intermediate Holdings, LLC**

<b>Name &amp; Address</b>	<b>Citizenship</b>	<b>Positional Interest</b>	<b>Percentage of Votes</b>	<b>Percentage of Total Assets</b>
ACME Intermediate Holdings, LLC 2101 East Fourth Street Suite 202 Santa Ana, CA 92705	Delaware LLC			
ACME Television Holdings, LLC 2101 East Fourth Street Suite 202 Santa Ana, CA 92705	US	Member	91.65%	91.65%
ACME Communications, Inc. 2101 East Fourth Street Suite 202 Santa Ana, CA 92705	US	Member	8.35%	8.35%
Jamie Kellner 2101 East Fourth Street Suite 202 Santa Ana, CA 92705	US	Chairman & CEO	0%	0%
Douglas Gealy 10829 Olive Blvd. Suite 202 St. Louis, MO 63141	US	COO & President	0%	0%
Thomas D. Allen 2101 East Fourth Street Suite 202 Santa Ana, CA 92705	US	CFO & Executive Vice President	0%	0%

**ACME Television Holdings, LLC**

<b>Name &amp; Address</b>	<b>Citizenship</b>	<b>Positional Interest</b>	<b>Percentage of Votes</b>	<b>Percentage of Total Assets</b>
ACME Television Holdings, LLC 2101 East Fourth Street Suite 202 Santa Ana, CA 92705	Delaware LLC			
ACME Communications, Inc. 2101 East Fourth Street Suite 202 Santa Ana, CA 92705	US	Sole Member	100%	100%
Jamie Kellner 2101 East Fourth Street Suite 202 Santa Ana, CA 92705	US	Chairman, CEO, & Advisor	0%	0%
Douglas Gealy 10829 Olive Blvd. Suite 202 St. Louis, MO 63141	US	COO, President & Advisor	0%	0%
Thomas D. Allen 2101 East Fourth Street Suite 202 Santa Ana, CA 92705	US	CFO, Executive Vice President & Advisor	0%	0%

**ACME Communications, Inc.**

<b>Name &amp; Address</b>	<b>Citizenship</b>	<b>Positional Interest</b>	<b>Percentage of Votes</b>	<b>Percentage of Total Assets</b>
ACME Communications, Inc. 2101 East Fourth Street Suite 202 Santa Ana, CA 92705	Delaware Corporation	(Ultimate Parent)		
Jamie Kellner 2101 East Fourth Street Suite 202 Santa Ana, CA 92705	US	Board Chairman & CEO	4.72%	4.72%
Douglas Gealy 10829 Olive Blvd. Suite 202 St. Louis, MO 63141	US	COO, President & Director	3.39%	3.39%
Thomas D. Allen 2101 East Fourth Street Suite 202 Santa Ana, CA 92705	US	CFO, Executive Vice President, Secretary & Director	3.38%	3.38%
Thomas Embrescia 1228 Euclid Avenue Suite 860 Cleveland, OH 44115	US	Director & Stockholder	0.90%	0.90%
Brian McNeill 5 Charles River Square Boston, MA 02114	US	Director	9.57%	9.57%
James Collis 199 Water Street 20th Floor New York, NY 100038	US	Director	9.57%	9.57%
Alta Communications VI, L.P. <sup>1</sup> 200 Clarendon Street 51st Floor Boston, MA 02116	US	Stockholder	6.72%	6.72%
Dimensional Fund Advisors, Inc.* 1299 Ocean Avenue 11th Floor Santa Monica, CA 90401	US	Stockholder	7.20%	7.20%

<sup>1</sup> Annexed hereto as a separate attachment is the ownership structure of Alta Communications VI, L.P.

<b>Name &amp; Address</b>	<b>Citizenship</b>	<b>Positional Interest</b>	<b>Percentage of Votes</b>	<b>Percentage of Total Assets</b>
Wynnefield Capital 450 Seventh Avenue Suite 509 New York, NY 10123	US	Stockholder	5.68%	5.68%
Gabelli Asset Management, Inc. One Corporate Center Rye, NY 10580	US	Stockholder	10.11%	10.11%
Cannell Capital LLC 150 California Street 14th Floor San Francisco, CA 94111	US	Stockholder	8.62%	8.62%
CEA Capital Partners, USA, LP 199 Water Street, 20th Floor New York, NY 10038	US	Stockholder	9.57%	9.57%

\* The stock interest of Dimensional Fund Advisors, Inc. is non-attributable pursuant to Note 2, subparagraph (b), of Section 73.3555 of the Commission's rules.

**OWNERSHIP STRUCTURE**

