

**Parties to the Application**

<b>Name and Address</b>	<b>Citizenship</b>	<b>Positional Interest</b>	<b>Percentage of Votes</b>	<b>Percentage of Total Assets (Debt Plus Equity)<sup>1</sup></b>
<b>ACME Television Licenses of Madison, LLC<sup>2</sup> 2101 East 4<sup>th</sup> Street, Suite 202 Santa Ana, CA 92705</b>	<b>Delaware LLC</b>	<b>Assignee</b>	<b>N/A</b>	<b>N/A</b>
<b>Jamie Kellner One CNN Center Drive 14<sup>th</sup> Floor, Room 1405 Atlanta, GA 30303</b>	<b>US</b>	<b>CEO</b>	<b>N/A</b>	<b>N/A</b>
<b>Douglas Gealy 10829 Olive Boulevard Suite 202 St. Louis, MO 63141</b>	<b>US</b>	<b>President</b>	<b>N/A</b>	<b>N/A</b>
<b>Thomas D. Allen 2101 East 4<sup>th</sup> Street, Suite 202 Santa Ana, CA 92705</b>	<b>US</b>	<b>Executive Vice President, CFO &amp; Secretary</b>	<b>N/A</b>	<b>N/A</b>

<sup>1</sup> TCW Investment Management Co. is the only party that holds any debt in ACME Communications, Inc.

<sup>2</sup> ACME Television Licenses of Madison, LLC is ultimately owned and controlled by ACME Communications, Inc., a publicly-traded company, through a chain of three wholly-owned subsidiaries: ACME Television, LLC; ACME Intermediate Holdings, LLC; and ACME Television Holdings, LLC. The officers for each of the subsidiaries is as follows: Jamie Kellner, Chairman & CEO; Douglas Gealy, President & COO; and Thomas D. Allen, Executive Vice President & CFO. In addition, ACME Television Holdings, LLC has a Board of Advisors consisting of Messrs. Kellner, Gealy and Allen and Thomas Embrescia (see following page for Mr. Embrescia's address). Ownership information for ACME Communications, Inc. appears below.

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<b>ACME Communications, Inc. 2101 East 4<sup>th</sup> Street, Suite 202 Santa Ana, CA 92705</b>	<b>Delaware Corporation</b>	<b>Ultimate Parent</b>	<b>N/A</b>	<b>N/A</b>
<b>Jamie Kellner One CNN Center Drive 14<sup>th</sup> Floor, Room 1405 Atlanta, GA 30303</b>	<b>US</b>	<b>Chairman of the Board of Directors, CEO</b>	<b>5.90%</b>	<b>N/A</b>
<b>Douglas Gealy 10829 Olive Boulevard Suite 202 St. Louis, MO 63141</b>	<b>US</b>	<b>President, COO &amp; Director</b>	<b>4.37%</b>	<b>N/A</b>
<b>Thomas D. Allen 2101 East 4<sup>th</sup> Street, Suite 202 Santa Ana, CA 92705</b>	<b>US</b>	<b>Executive Vice President, CFO &amp; Director</b>	<b>4.36%</b>	<b>N/A</b>
<b>Thomas Embrescia 1228 Euclid Avenue Suite 860 Cleveland, OH 44115</b>	<b>US</b>	<b>Director</b>	<b>Less than 1%</b>	<b>N/A</b>

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<b>Brian McNeill</b> <b>Alta Communications, Inc./Burr Egan Deleage &amp; Co., Inc.</b> <b>200 Clarendon Street</b> <b>Boston, MA 02116</b>	<b>US</b>	<b>Director</b>	<b>9.17%<sup>3</sup></b>	<b>N/A</b>
<b>James Collis</b> <b>Seaport Capital, LLC</b> <b>199 Water Street, 20<sup>th</sup> Floor</b> <b>New York, NY 10038</b>	<b>US</b>	<b>Director</b>	<b>9.17%<sup>4</sup></b>	<b>N/A</b>
<b>Darryl Schall</b> <b>TCW Investment Management Co.</b> <b>11100 Santa Monica Blvd., Suite 2000</b> <b>Los Angeles, CA 90025</b>	<b>US</b>	<b>Director</b>	<b>5.80%<sup>5</sup></b>	<b>N/A</b>

<sup>3</sup> Includes 383,840 shares held by Alta Subordinated Debt Partners III, L.P., 1,125,892 shares held by Alta Communications VI, L.P., and 25,628 shares held by Alta Comm S by S, LLC. Alta Subordinate Debt Partners, L.P. is managed by Burr, Egam, Deleague & Co., Inc. and Alta Communications VI, L.P. and Alta Comm S by S, LLC are indirectly managed by Alta Communications, Inc., which may be deemed to have investment power with respect to the shares held by these partnerships. Mr. McNeil is the general partner of the general partner of Alta Subordinated Debt Partners III and of Alta Communications VI and is a member of Alta Comm S by S, and may be deemed to have investment power with respect to the shares owned by these funds. Mr. McNeil disclaims beneficial ownership of the shares held by these funds, except to the extent of his proportionate pecuniary interest therein.

<sup>4</sup> Includes 1,173,476 shares held by CEA Capital Partners USA, LP and 361,884 shares held by CEA Capital Partners USA CI, L.P., two limited partnerships. Mr. Collis is an executive vice president of Seaport Capital, LLC, which manages CEA Capital Partners USA, L.P. and CEA Capital Partners USA CI, L.P. and, therefore, may be deemed to have voting and investment power over the shares. Mr. Collis and Seaport Capital, LLC have no pecuniary interest in and disclaim beneficial ownership of these shares. The address for Seaport Capital, LLC is 199 Water Street, 20<sup>th</sup> Floor, New York, New York 10038.

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<b>Alta Communications, Inc./Burr Egan Deleage &amp; Co., Inc. 200 Clarendon Street Boston, MA 02116</b>	<b>US</b>	<b>Shareholder</b>	<b>9.17%<sup>1</sup></b>	<b>N/A</b>
<b>CEA Capital Partners USA, LP Seaport Capital, LLC 199 Water Street, 20<sup>th</sup> Floor New York, NY 10038</b>	<b>US</b>	<b>Shareholder</b>	<b>9.17%<sup>2</sup></b>	<b>N/A</b>
<b>Dimensional Fund Advisors Inc. 1299 Ocean Avenue 11<sup>th</sup> Floor Santa Monica, CA 90401</b>	<b>US</b>	<b>Shareholder</b>	<b>5.13%</b>	<b>N/A</b>
<b>Franklin Templeton Investments One Franklin Parkway San Mateo, CA 94403</b>	<b>US</b>	<b>Shareholder</b>	<b>9.60%</b>	<b>N/A</b>

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<sup>5</sup> Includes 598,622 shares held by TCW Leveraged Income Trust, L.P., and 373,516 shares held by TCW Shared Opportunity Fund II, L.P., investment funds for which TCW Investment Management provides investment advisory services. Mr. Schall is a managing director of TCW Investment Management and may be deemed to have investment powers with respect to the shares owned by these funds. Mr. Schall has no pecuniary interest in and disclaims beneficial ownership of these shares.

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<b>Gabelli Asset Management, Inc. One Corporate Center Rye, NY 10580</b>	<b>US</b>	<b>Shareholder</b>	<b>6.49%</b>	<b>N/A</b>
<b>TCW Investment Management Co. 11100 Santa Monica Blvd., Suite 2000 Los Angeles, CA 90025</b>	<b>US</b>	<b>Shareholder</b>	<b>5.80%<sup>3</sup></b>	<b>7.13%</b>