

Lotus Communications Corp. & Affiliates, Los Angeles, California

I. Overview

Lotus Communications Corp., a California corporation ("**Communications Corp.**"), is a holding and operating company in the broadcasting business. Its headquarters are located at 3301 Barham Boulevard, Suite 200, Los Angeles, California 90068, and its General Counsel's offices is c/o Jaspan Schlesinger LLP, 300 Garden City Plaza, Garden City, New York 11530. Communications Corp. has seven corporate subsidiaries, and two limited liability companies, aggregating 9 affiliates, who are licensees of radio/television stations (collectively, the "**Company**"). The Company's broadcast holdings break down to (i) 28 full-power radio stations and (ii) two Low Power Television stations (plus three FM translators). The radio stations are in Arizona, California, and Nevada; the television stations are in Arizona and Texas.

Communications Corp. has two classes of stock - Class A (common and voting) and Class B (common and non-voting), of which 500 shares of Class A stock and 85 shares of Class B stock are issued and outstanding and owned, in equal parts, by The Howard A. Kalmenson Trust (Howard A. Kalmenson, Trustee) and The Lilli Kalmenson Rosenbloom Trust (Lilli Kalmenson Rosenbloom, Trustee).

The equity interest in Class A and Class B stock are owned and held as follows:

The Howard A. Kalmenson Trust (50%)
The Lilli Kalmenson Rosenbloom Trust (50%)

Communications Corp. wholly controls its affiliates, with Howard A. Kalmenson exercising Communications Corp.'s voting power over its affiliates. He also votes all the voting stock in Communications Corp. Consequently, he alone controls Communications Corp. and each licensee affiliate.

A. Company Radio Interests: The Company's radio licensees consist of Communications Corp. and the following corporate subsidiaries:

Lotus Broadcasting Corp., a Nevada corporation
Lotus Radio Corp., a Nevada corporation
Arizona Lotus Corp., an Arizona corporation
Lotus Oxnard Corp., a California corporation
Texas Lotus Corp., a Texas corporation
Lotus Bakersfield Corp., a California corporation
Lotus Fresno Corp., a California corporation

The Company's radio station holdings are identified in Part III hereof.

B. Company Television Interests: The Company's television licensees consist of two

limited liability companies, namely:

Lotus TV of Phoenix LLC
Lotus TV of Houston LLC

The Company's television station holdings are identified in Part IV hereof.

II. Company Officials

A. Radio Station Officials

- (i) Directors: The directors of Communications Corp. and its corporate licensee subsidiaries are:

Howard A. Kalmenson
James Kalmenson
Lilli Kalmenson Rosenbloom
William Kalmenson¹

- (ii) Officers: The officers of Communications Corp. and its corporate licensee subsidiaries are:

Communications Corp.

Howard A. Kalmenson, President
Lilli Kalmenson Rosenbloom, Vice President
Jerome S. Boros, Senior Vice President & General Counsel
Jerry Roy, Senior Vice President, Chief Compliance Officer & Secretary
William H. Shriftman, Senior Vice President, Chief Financial Officer & Treasurer
James Kalmenson, Vice President
Jay Levine, Assistant Secretary
Melissa B. Frederick, Assistant Secretary

Lotus Broadcasting Corp.

Howard A. Kalmenson, President
Lilli Kalmenson Rosenbloom, Vice President
Jerome S. Boros, Senior Vice President & General Counsel
Jerry Roy, Senior Vice President, Chief Compliance Officer & Secretary
William H. Shriftman, Senior Vice President, Chief Financial Officer & Treasurer
Tony Bonnici, Vice President
Melissa B. Frederick, Assistant Secretary

¹ William Kalmenson only serves as a Director of Communications Corp.

Lotus Radio Corp.
Arizona Lotus Corp.
Lotus Oxnard Corp.
Lotus Bakersfield Corp.
Lotus Fresno Corp.

Howard A. Kalmenson, President
Lilli Kalmenson Rosenbloom, Vice President
Jerome S. Boros, Senior Vice President & General Counsel
Jerry Roy, Senior Vice President, Chief Compliance Officer & Secretary
William H. Shriftman, Senior Vice President, Chief Financial Officer & Treasurer
Melissa B. Frederick, Assistant Secretary

Texas Lotus Corp.

Howard A. Kalmenson, President
Lilli Kalmenson Rosenbloom, Vice President
Jerome S. Boros, Senior Vice President & General Counsel
Jerry Roy, Senior Vice President, Chief Compliance Officer & Secretary
William H. Shriftman, Senior Vice President, Chief Financial Officer & Treasurer
Jay Levine, Vice President & Assistant Secretary
Melissa B. Frederick, Assistant Secretary

B. Television Station Officials

The officials of Lotus TV of Phoenix LLC and Lotus TV of Houston, LLC are:

James Kalmenson, Manager
James Kalmenson, President
Jerry Roy, Senior Vice President (Compliance)
William Shriftman, Senior Vice President (Finance)
Howard A. Kalmenson, Secretary
Jerome S. Boros, Senior Vice President & General Counsel
Melissa B. Frederick, Assistant Secretary

C. Information Concerning Individuals and Relationships

1. Citizenship. Each individual who holds or votes stock in the Company or is a Company officer or director is a U.S. citizen.
2. Family Relationships. Howard A. Kalmenson and Lilli Kalmenson Rosenbloom, respectively, are the father and mother of William Kalmenson and James Kalmenson.

Howard A. Kalmenson is the uncle of Jay Levine.
Lilli Kalmenson Rosenbloom is the aunt of Jay Levine.
William Kalmenson and James Kalmenson are brothers.

William Kalmenson and James Kalmenson are first cousins of Jay Levine.

3. Addresses

Howard A. Kalmenson
Lotus Communications Corp.
3301 Barham Boulevard, Suite 200
Los Angeles, California 90068

James Kalmenson
Lotus Communications Corp.
3301 Barham Boulevard, Suite 200
Los Angeles, California 90068

William Kalmenson
6100 Primrose Street #12
Los Angeles, California 90068

Jay Levine
Texas Lotus Corp.
427 East Ninth Street
San Antonio, TX 78215
Lilli Kalmenson Rosenbloom
Lotus Interiors
5031 Brewster Drive
Tarzana, California 91352

Jerome S. Boros
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300 Garden City Plaza, Suite 400
Garden City, New York 11530

Jerry Roy
Lotus Communications Corp.
3301 Barham Boulevard, Suite 200
Los Angeles, California 90068

William H. Shriftman
Lotus Communications Corp.
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Los Angeles, California 90068

Tony Bonnici
Lotus Broadcasting Corp.
8755 W. Flamingo Road
Las Vegas, Nevada 89147

Melissa B. Frederick
Lotus Communications Corp.
3301 Barham Boulevard, Suite 200
Los Angeles, California 90068

III. Radio Broadcast Station Licensees

A. Lotus Communications Corp.

1. KWKU (AM)
1220 kHz
Pomona, California
Facility Number: 1925
2. KWKW (AM)
1330 kHz
Los Angeles, California
Facility Number: 3845

B. Lotus Broadcasting Corp

1. KBAD (AM)
920 kHz
Las Vegas, Nevada
Facility Number: 38448
2. KENO (AM)
1460 kHz
Las Vegas, Nevada
Facility Number: 38449
3. KXPT (FM)
Channel 246C, 97.1 MHz
Las Vegas, Nevada
Facility Number: 38450
4. KOMP (FM)
Channel 222C, 92.3 MHz
Las Vegas, Nevada
Facility Number: 38451
5. K257BU (FM Translator)
Channel 255D, 98.9 MHz
Henderson, Nevada
Facility Number: 38447

6. KWWN (AM)
1100 kHz
Las Vegas, Nevada
Facility Number: 137871
7. KLAV (AM)
1230 kHz
Las Vegas, Nevada
Facility Number: 70690
8. KRLV (AM)
1340 kHz
Las Vegas, Nevada
Facility Number: 40756

C. Lotus Radio Corp.

1. KOZZ-FM
Channel 289C, 105.7 MHz
Reno, Nevada
Facility Number: 38452
2. KDOT (FM)
Channel 283C, 104.5 MHz
Reno, Nevada
Facility Number: 38457
3. KHIT (AM)
1450 kHz
Reno, Nevada
Facility Number: 38458
4. KPLY (AM)
630 kHz
Reno, Nevada
Facility Number: 50304
5. KUUB (FM)
Channel 233C2, 94.5 MHz
Sun Valley, Nevada
Facility Number: 83586

6. K232EA (FM Translator)
Channel 232D, 94.3 MHz
Carson City, Nevada
Facility Number: 86396

D. Arizona Lotus Corp.

1. KTKT (AM)
990 kHz
Tucson, Arizona
Facility Number: 2744
2. KLPX (FM)
Channel 241C, 96.1 MHz
Tucson, Arizona
Facility Number: 2745
3. KFMA (FM)
Channel 221C2, 92.1 MHz
Green Valley, Arizona
Facility Number: 2746
4. KCMT (FM)
Channel 271C1, 102.1 MHz
Oro Valley, Arizona
Facility Number: 87841
5. Station K267AF (FM Translator)
Channel 267D, 101.3 MHz
Tucson, Arizona
Facility Number: 82314

E. Lotus Oxnard Corp.

1. KIRN (AM)
670 kHz
Simi Valley, California
Facility Number: 69743

F. Lotus Bakersfield Corp.

1. KVMX
Channel 221A, 92.1 MHz
Bakersfield, California
Facility Number: 35108
2. KWAC (AM)
1490 kHz
Bakersfield, California
Facility Number: 35109
3. KCHJ (AM)
1010 kHz
Delano, California
Facility Number: 35111
4. KIWI (FM)
Channel 275B1, 102.9 MHz
McFarland, California
Facility Number: 8108

G. Texas Lotus Corp.

1. KWID
Channel 270C0, 101.9 MHz
Las Vegas, Nevada
Facility Number: 55503
2. KPSL-FM
Channel 243B, 96.5 MHz
Bakersfield, California
Facility Number: 28847

H. Lotus Fresno Corp.

1. KLBN (FM)
Channel 270B, 101.9 MHz
Fresno, California
Facility Number: 29296

2. KGST (AM)
1600 kHz
Fresno, California
Facility Number: 38453
3. KKBZ (FM)
Channel 286B1, 105.1MHz
Auberry, California
Facility Number: 38455
4. KHIT-FM
Channel 296B1, 107.1 MHz
Madera, California
Facility Number: 51845

IV. TV Broadcast Station Licensees

A. Lotus TV of Phoenix LLC

KPHE-LD
Channel 16
Phoenix, Arizona
Facility Number: 168602

B. Lotus TV of Houston LLC

KHLM-LD
Channel 43
Houston, Texas
Facility Number: 57189