Amended March 18, 2004

Assignment of License Application
(FCC Form 314)
Response to Section III, Question 4

Exhibit 11

Assignee's Legal Qualifications

The following table, which is consistent with the format of Section III, Question 4 on FCC Form 314, lists the following:

(1.) Name and address of the assignee and each party to the application holding an attributable interest (if other than individual also show name, address and citizenship of natural person authorized to vote the stock of holding the attributable interest). List the assignee first, officers next, then directors and, thereafter, remaining stockholders and other entities with attributable interests, and partners.

(2.) Citizenship.

(3.) Positional Interest; Officer, director; general partner, limited partner, LLC member, investor/creditor attributable under the Commission's equity/debt plus standard, etc.

(4.) Percentage of votes.

(5.) Percentage of total assets (equity plus debt).

Freedom Broadcasting of Tennessee Licensee, L.L.C., a Delaware limited liability company, is the proposed assignee of the FCC licenses associated with television station WTVC(TV) (Facility ID #22590), Chattanooga, TN. Freedom Broadcasting of Tennessee Licensee, L.L.C. will be 100% owned and controlled by Freedom Broadcasting of Tennessee, Inc., which will be 100% owned and controlled by Freedom Broadcasting of Texas, Inc., which will be 100% owned and controlled by Freedom Broadcasting, Inc., which will be 100% owned and controlled by Freedom Communications, Inc., a Delaware corporation. Freedom Communications, Inc., in turn, will be 100% owned and controlled by Freedom Communications Holdings, Inc. Below is an outline of the proposed officers, directors and attributable stockholders of this licensee and its associated entities, Freedom Broadcasting of Tennessee,

Inc., Freedom Broadcasting of Texas, Inc., Freedom Broadcasting, Inc., Freedom Communications, Inc., and Freedom Communications Holdings, Inc. Below is a chart which outlines the sole member of Freedom Broadcasting of Tennessee Licensee, L.L.C., which will not have any officers, managers or directors:

1.	Freedom Broadcasting of Tennessee, Inc. P.O. Box 60028 Chattanooga, TN 37406		
2.	A Tennessee Corporation		
3.	Sole Member		
4.	100%		
5.	N/A		

Freedom Broadcasting of Tennessee, Inc., a Tennessee corporation, will be the sole member of Freedom Broadcasting of Tennessee Licensee, L.L.C. and will be a wholly-owned subsidiary of Freedom Broadcasting of Texas, Inc., a California corporation. Below is a chart which outlines the officers, directors and shareholders of Freedom Broadcasting of Tennessee, Inc.:

1.	Doreen Wade c/o Freedom Communications, Inc. 17666 Fitch Irvine, CA 92614	David L. Kuykendall c/o Freedom Communications, Inc. 17666 Fitch Irvine, CA 92614	Nancy Trillo c/o Freedom Communications, Inc. 17666 Fitch Irvine, CA 92614
2.	USA	USA	USA
3.	President and Director	Senior Vice President, Chief Financial Officer and Director	Vice President and Controller
4.	0	0	0
5.	0	0	0

1.	Richard A. Wallace c/o Freedom Communications, Inc. 17666 Fitch Irvine, CA 92614	Joanne Norton c/o Freedom Communications, Inc. 17666 Fitch Irvine, CA 92614	Katherine Bartzoff c/o Freedom Communications, Inc. 17666 Fitch Irvine, CA 92614
2.	USA	USA	USA
3.	Secretary	Assistant Secretary	Assistant Secretary
4.	0	0	0
5.	0	0	0

1.	Alan J. Bell c/o Freedom Communications, Inc. 17666 Fitch Irvine, CA 92614	Freedom Broadcasting of Texas, Inc. c/o Freedom Communications, Inc. 17666 Fitch Irvine, CA 92614	
2.	USA	A California Corporation	
3.	Director	Shareholder	
4.	0	100%	
5	0	N/A	

Freedom Broadcasting of Texas, Inc., a California corporation, will be the parent company of Freedom Broadcasting of Tennessee, Inc., and will be a wholly-owned subsidiary of Freedom Broadcasting, Inc., a Delaware corporation. Below is a chart which outlines the officers, directors and shareholders of Freedom Broadcasting of Texas, Inc.:

1.	Doreen Wade c/o Freedom Communications, Inc. 17666 Fitch Irvine, CA 92614	David L. Kuykendall c/o Freedom Communications, Inc. 17666 Fitch Irvine, CA 92614	Nancy Trillo c/o Freedom Communications, Inc. 17666 Fitch Irvine, CA 92614
2.	USA	USA	USA
3.	President and Director	Senior Vice President, Chief Financial Officer and Director	Vice President and Controller
4.	0	0	0
5.	0	0	0

1.	Richard A. Wallace c/o Freedom Communications, Inc. 17666 Fitch Irvine, CA 92614	Joanne Norton c/o Freedom Communications, Inc. 17666 Fitch Irvine, CA 92614	Katherine Bartzoff c/o Freedom Communications, Inc. 17666 Fitch Irvine, CA 92614
2.	USA	USA	USA
3.	Secretary	Assistant Secretary	Assistant Secretary
4.	0	0	0
5.	0	0	0

1.	Alan J. Bell c/o Freedom Communications, Inc. 17666 Fitch Irvine, CA 92614	Freedom Broadcasting, Inc. c/o Freedom Communications, Inc. 17666 Fitch Irvine, CA 92614	
2.	USA	A Delaware Corporation	
3.	Director	Shareholder	
4.	0	100%	
5	0	N/A	

Freedom Broadcasting, Inc., a Delaware corporation, will be the parent company of Freedom Broadcasting of Texas, Inc. and will be a wholly-owned subsidiary of Freedom Communications, Inc. a Delaware corporation. Below is a chart which outlines the officers, directors and the sole shareholder of Freedom Broadcasting, Inc.:

1.	Doreen Wade c/o Freedom Communications, Inc. 17666 Fitch Irvine, CA 92614	David L. Kuykendall c/o Freedom Communications, Inc. 17666 Fitch Irvine, CA 92614	William A. Rinchik c/o Freedom Communications, Inc. 17666 Fitch Irvine, CA 92614
2.	USA	USA	USA
3.	President and Director	Senior Vice President, Chief Financial Officer and Director	Vice President, Finance and New Ventures
4.	0	0	0
5.	0	0	0

1.	Nancy S. Trillo c/o Freedom Communications, Inc. 17666 Fitch Irvine, CA 92614	Richard A. Wallace c/o Freedom Communications, Inc. 17666 Fitch Irvine, CA 92614	Joanne Norton c/o Freedom Communications, Inc. 17666 Fitch Irvine, CA 92614
2.	USA	USA	USA
3.	Vice President and Controller	Secretary	Assistant Secretary
4.	0	0	0
5.	0	0	0

1.	Katherine Bartzoff c/o Freedom Communications, Inc. 17666 Fitch Irvine, CA 92614	Alan J. Bell c/o Freedom Communications, Inc. 17666 Fitch Irvine, CA 92614	Freedom Communications, Inc. 17666 Fitch Irvine, CA 92614
2.	USA	USA	A Delaware Corporation
3.	Director	Director	Shareholder
4.	0	0	100%
5.	0	0	N/A

Freedom Communications, Inc., a Delaware corporation, will be the parent company of Freedom Broadcasting, Inc., and a wholly-owned subsidiary of Freedom Communications Holdings, Inc. Below is a chart which outlines the anticipated officers, directors and shareholders of Freedom Communications, Inc.

1.	Alan J. Bell c/o Freedom Communications, Inc. 17666 Fitch Irvine, CA 92614	N. Christian Anderson III c/o Freedom Communications, Inc. 17666 Fitch Irvine, CA 92614	David L. Kuykendall c/o Freedom Communications, Inc. 17666 Fitch Irvine, CA 92614
2.	USA	USA	USA
3.	President, Chief Executive Officer and Director	Senior Vice President and President, Metro Information Division	Senior Vice President and Chief Financial Officer
4.	0	0	0
5.	0	0	0

1.	Jonathan Segal c/o Freedom Communications, Inc. 17666 Fitch Irvine, CA 92614	Doreen Wade c/o Freedom Communications, Inc. 17666 Fitch Irvine, CA 92614	Marcy E. Bruskin c/o Freedom Communications, Inc. 17666 Fitch Irvine, CA 92614
2.	USA	USA	USA
3.	Senior Vice President and President, Community Newspaper Division	Vice President and President, Broadcast Division	Vice President, Human Resources & Organizational Development
4.	0	0	0
5.	0	0	0

1.	Richard A. Wallace c/o Freedom Communications, Inc. 17666 Fitch Irvine, CA 92614	Michael Brown c/o Freedom Communications, Inc. 17666 Fitch Irvine, CA 92614	Joanne Norton c/o Freedom Communications, Inc. 17666 Fitch Irvine, CA 92614
2.	USA	USA	USA
3.	Vice President and Secretary	Vice President and Chief Information Officer	Vice President, Shareholder Relations & Assistant Secretary
4.	0	0	0
5.	0	0	0

1.	Katherine Bartzoff c/o Freedom Communications, Inc. 17666 Fitch Irvine, CA 92614	Nancy S. Trillo c/o Freedom Communications, Inc. 17666 Fitch Irvine, CA 92614	Rachel Sagan c/o Freedom Communications, Inc. 17666 Fitch Irvine, CA 92614
2.	USA	USA	USA
3.	Assistant Secretary	Vice President and Controller	Vice President and General Counsel
4.	0	0	0
5.	0	0	0

1.	Raymond C. H. Bryan c/o Freedom Communications, Inc. 17666 Fitch Irvine, CA 92614	Thomas W. Bassett c/o Freedom Communications, Inc. 17666 Fitch Irvine, CA 92614	Robin J. Hardie c/o Freedom Communications, Inc. 17666 Fitch Irvine, CA 92614
2.	USA	USA	USA
3.	Director	Director	Director
4.	0	0	0
5.	0	0	0

1.	David D. Threshie c/o Freedom Communications, Inc. 17666 Fitch Irvine, CA 92614	Michael J. Dominguez c/o Providence Equity Partners, Inc. 50 Kennedy Plaza 18th Floor Providence, RI 02903	Mark J. Masiello c/o Providence Equity Partners, Inc. 50 Kennedy Plaza 18th Floor Providence, RI 02903
2.	USA	USA	USA
3.	Director	Director	Director
4.	0	0	0
5.	0	0	0

1.	Mark T. Gallogly c/o The Blackstone Group 345 Park Avenue New York, NY 10154	David M. Tolley c/o The Blackstone Group 345 Park Avenue New York, NY 10154	William F. Baker c/o Freedom Communications, Inc. 17666 Fitch Irvine, CA 92614
2.	USA	USA	USA
3.	Director	Director	Director
4.	0	0	0
5.	0	0	0

1.	Scott N. Flanders c/o Freedom Communications, Inc. 17666 Fitch Irvine, CA 92614	Robert L. Krakoff c/o Freedom Communications, Inc. 17666 Fitch Irvine, CA 92614	Burl Osborne c/o Freedom Communications, Inc. 17666 Fitch Irvine, CA 92614
2.	USA	USA	USA
3.	Director	Director	Director
4.	0	0	0
5.	0	0	0

1.	Freedom Communications Holdings, Inc. c/o Freedom Communications, Inc. 17666 Fitch Irvine, CA 92614		
2.	USA		
3.	Stockholder		
4.	100%		
5.	0		

Freedom Communications Holdings, Inc., a Delaware corporation, will be the ultimate parent of the proposed assignee. Below is a chart which outlines the anticipated officers, directors and 5% or more stockholders of Freedom Communications Holdings, Inc. As explained in the description of the proposed transaction attached as Exhibit 4, depending on the effect of certain cash elections to be made by the current shareholders of Freedom Communications, Inc. (who may elect to receive cash instead of stock for some or all of their existing shares), the attributable stockholders of new Freedom Communications Holdings, Inc. will not be precisely identifiable until shortly before closing the of the proposed transaction. However, Freedom Communications Holdings, Inc. is able to identify every potential holder of 5% or more of its voting shares. Therefore, the chart below includes all potential holders of Freedom Communications Holdings, Inc. voting stock whose interest could equal or exceed 5% upon

closing. The percentage of votes listed for these potential shareholders reflects the maximum percentage that could be expected to occur under the cash election mechanics. After the closing of the proposed transaction, Freedom Communications Holdings, Inc. will file an ownership report that reflects which of these persons and entities actually holds a 5% or greater voting stock interest in Freedom Communications Holdings, Inc.

Below is a chart which outlines the anticipated officers, directors and 5% or more stockholders of Freedom Communications Holdings, Inc.[1]

1.	Alan J. Bell c/o Freedom Communications, Inc. 17666 Fitch Irvine, CA 92614	N. Christian Anderson III c/o Freedom Communications, Inc. 17666 Fitch Irvine, CA 92614	David L. Kuykendall c/o Freedom Communications, Inc. 17666 Fitch Irvine, CA 92614
2.	USA	USA	USA
3.	President, Chief Executive Officer and Director	Senior Vice President and President, Metro Information Division	Senior Vice President and Chief Financial Officer
4.	0	0	0
5.	0	0	0

[1] As discussed more specifically herein, two funds affiliated with Blackstone and one fund affiliated with Providence Equity will acquire a greater than 5% voting interest in Freedom Communications Holdings, Inc. (the "Attributable Funds"). In addition to the Attributable Funds, it is contemplated that three other funds affiliated with Blackstone (Blackstone FC Capital Partners IV-A L.P., Blackstone Family Investment Partnership IV-A L.P. and Blackstone Family Communications Partnership I L.P.) and one fund affiliated with Providence Equity (Providence Equity Operating Partners IV L.P.) will acquire, in the aggregate, less than a one percent voting interest in Freedom Communications Holdings, Inc. These four other funds therefore will not acquire an attributable interest and are not separately detailed below. However, the general partners of these four other funds also will serve as the general partner of an Attributable Fund detailed below and information about those general partners is provided below.

1.	Jonathan Segal c/o Freedom Communications, Inc. 17666 Fitch Irvine, CA 92614	Doreen Wade c/o Freedom Communications, Inc. 17666 Fitch Irvine, CA 92614	Marcy E. Bruskin c/o Freedom Communications, Inc. 17666 Fitch Irvine, CA 92614
2.	USA	USA	USA
3.	Senior Vice President and President, Community Newspaper Division	Vice President and President, Broadcast Division	Vice President, Human Resources & Organizational Development
4.	0	0	0
5.	0	0	0

1.	Richard A. Wallace c/o Freedom Communications, Inc. 17666 Fitch Irvine, CA 92614	Michael Brown c/o Freedom Communications, Inc. 17666 Fitch Irvine, CA 92614	Joanne Norton c/o Freedom Communications, Inc. 17666 Fitch Irvine, CA 92614
2.	USA	USA	USA
3.	Vice President, Secretary and Shareholder	Vice President and Chief Information Officer	Vice President, Shareholder Relations & Assistant Secretary
4.	4.16%*; see also Wallpart, Ltd. and Threshie, Ltd.	0	0
5.	N/A	0	0

1.	Katherine Bartzoff c/o Freedom Communications, Inc. 17666 Fitch Irvine, CA 92614	Nancy S. Trillo c/o Freedom Communications, Inc. 17666 Fitch Irvine, CA 92614	Rachel Sagan c/o Freedom Communications, Inc. 17666 Fitch Irvine, CA 92614
2.	USA	USA	USA
3.	Assistant Secretary	Vice President and Controller	Vice President and General Counsel
4.	0	0	0
5.	0	0	0

*Ownership percentage includes ownership in a fiduciary capacity, either as an executor, trustee or custodian, in addition to ownership for the benefit of the individual and his/her spouse and/or descendants.

1.	Timothy C. Hoiles c/o Freedom Communications, Inc. 17666 Fitch Irvine, CA 92614	R. David Threshie, Jr. c/o Freedom Communications, Inc. 17666 Fitch Irvine, CA 92614	David D. Threshie c/o Freedom Communications, Inc. 17666 Fitch Irvine, CA 92614
2.	USA	USA	USA
3.	Shareholder	Shareholder	Director and Shareholder
4.	13.22%*	7.66%*; see also Threshie, Ltd.	0.01%*; see also Threshie, Ltd.
5.	N/A	N/A	N/A

1.	David M. Tolley c/o The Blackstone Group 345 Park Avenue New York, NY 10154	Thomas W. Bassett c/o Freedom Communications, Inc. 17666 Fitch Irvine, CA 92614	Raymond C. H. Bryan c/o Freedom Communications, Inc. 17666 Fitch Irvine, CA 92614
2.	USA	USA	USA
3.	Director	Chairman** Director and Shareholder	Director and Shareholder
4.	0	2.23%*	0.98%*
5.	0	N/A	N/A

*Ownership percentage includes ownership in a fiduciary capacity, either as an executor, trustee or custodian, in addition to ownership for the benefit of the individual and his/her spouse and/or descendants.

**Mr. Bassett has been selected to serve as interim Chairman of the board of directors.

1.	Robin J. Hardie c/o Freedom Communications, Inc. 17666 Fitch Irvine, CA 92614	Mark T. Gallogly c/o The Blackstone Group 345 Park Avenue New York, NY 10154	Michael J. Dominguez c/o Providence Equity Partners, Inc. 50 Kennedy Plaza 18th Floor Providence, RI 02903
2.	USA	USA	USA
3.	Director and Shareholder	Director	Director
4.	7.96%*	0	0
5.	N/A	0	0

*Ownership percentage includes ownership in a fiduciary capacity, either as an executor, trustee or custodian, in addition to ownership for the benefit of the individual and his/her spouse and/or descendants.

1.	Scott N. Flanders c/o Freedom Communications, Inc. 17666 Fitch Irvine, CA 92614	Robert L. Krakoff c/o Freedom Communications, Inc. 17666 Fitch Irvine, CA 92614	Burl Osborne c/o Freedom Communications, Inc. 17666 Fitch Irvine, CA 92614
2.	USA	USA	USA
3.	Director	Director	Director
4.	0	0	0
5.	0	0	0

1.	Mark J. Masiello c/o Providence Equity Partners, Inc. 50 Kennedy Plaza 18th Floor Providence, RI 02903	William F. Baker c/o Freedom Communications, Inc. 17666 Fitch Irvine, CA 92614	David C. Hardie c/o Freedom Communications, Inc. 17666 Fitch Irvine, CA 92614
2.	USA	USA	USA
3.	Director	Director	Shareholder
4.	0	0	0.31%*; see also HIP, Ltd.
5.	0	0	N/A

1.	Threshie, Ltd. c/o Freedom Communications, Inc. 17666 Fitch Irvine, CA 92614	HIP, Ltd. c/o Freedom Communications, Inc. 17666 Fitch Irvine, CA 92614	Providence Equity Partners IV L.P. c/o Providence Equity Partners, Inc. 50 Kennedy Plaza 18th Floor Providence, RI 02903
2.	A California Limited Partnership	A California Limited Partnership	A Delaware Limited Partnership
3.	Shareholder	Shareholder	Shareholder
4.	16.30%	44.83%	19.94%
5.	N/A	N/A	N/A

*Ownership percentage includes ownership in a fiduciary capacity, either as an executor, trustee or custodian, in addition to ownership for the benefit of the individual and his/her spouse and/or descendants.

1.	Blackstone FC Capital Partners IV L.P. c/o The Blackstone Group 345 Park Avenue New York, NY 10154	Wallpart, Ltd. c/o Freedom Communications, Inc. 17666 Fitch Irvine, CA 92614	Judge Paul Egly, Trustee Trust Established Under the Will of James Howard Hoiles c/o Freedom Communications, Inc. 17666 Fitch Irvine, CA 92614
2.	A Delaware Limited Partnership	A California Limited Partnership	A California Trust
3.	Shareholder	Shareholder	Shareholder
4.	7.2%	8.34%	6.39%*
5.	N/A	N/A	N/A

1.	Mary Elizabeth Hoiles Bassett c/o Freedom Communications, Inc. 17666 Fitch Irvine, CA 92614	Steven R. Hardie c/o Freedom Communications, Inc. 17666 Fitch Irvine, CA 92614	Melissa Hardie Stuart** c/o Freedom Communications, Inc. 17666 Fitch Irvine, CA 92614
2.	USA	USA	USA
3.	Shareholder	Shareholder	Shareholder
4.	9.67%*; see also Threshie, Ltd.	0.01%*; see also HIP, Ltd.	0.35%*; see also HIP, Ltd.
5.	N/A	N/A	N/A

*Ownership percentage includes ownership in a fiduciary capacity, either as an executor, trustee or custodian, in addition to ownership for the benefit of the individual and his/her spouse and/or descendants.

**Melissa Hardie Stuart formerly was known as Melissa H. Coslor.

1.	Pamela J. Hoiles c/o Freedom Communications, Inc. 17666 Fitch Irvine, CA 92614	Penelope Oncken c/o Freedom Communications, Inc. 17666 Fitch Irvine, CA 92614	Patricia Hoiles Wallace c/o Freedom Communications, Inc. 17666 Fitch Irvine, CA 92614
2.	USA	USA	USA
3.	Shareholder	Shareholder	Shareholder
4.	14.12%*	13.32%*	6.54%*; see also Wallpart, Ltd.
5.	N/A	N/A	N/A

*Ownership percentage includes ownership in a fiduciary capacity, either as an executor, trustee or custodian, in addition to ownership for the benefit of the individual and his/her spouse and/or descendants.

1.	Robert C. Hardie c/o Freedom Communications, Inc. 17666 Fitch Irvine, CA 92614	Blackstone FC Communications Partners LP c/o The Blackstone Group 345 Park Avenue New York, NY 10154	Douglas R. Hardie c/o Freedom Communications, Inc. 17666 Fitch Irvine, CA 92614
2.	USA	A Delaware Limited Partnership	USA
3.	Shareholder	Shareholder	Shareholder
4.	0.07%*; see also HIP, Ltd.	21.9%	7.56%*
5.	N/A	N/A	N/A

*Ownership percentage includes ownership in a fiduciary capacity, either as an executor, trustee or custodian, in addition to ownership for the benefit of the individual and his/her spouse and/or descendants.

HIP, Ltd., a California limited partnership, could hold up to 44.83% of the outstanding voting shares Freedom Communications Holdings, Inc., following the proposed transaction. The following is a chart which outlines the general partners and limited partners of HIP, Ltd.:

1.	David C. Hardie, Inc. c/o Freedom Communications, Inc. 17666 Fitch Irvine, CA 92614	Melissa H. Coslor, Inc.[2] c/o Freedom Communications, Inc. 17666 Fitch Irvine, CA 92614	Steven R. Hardie, Inc. c/o Freedom Communications, Inc. 17666 Fitch Irvine, CA 92614
2.	A Delaware corporation	A Delaware corporation	A Delaware corporation
3.	General Partner	General Partner	General Partner
4.	N/A	N/A	N/A
5.	0.06%**	0.06%**	0.06%**

**Equity Interest

1.	Browns Valley Corporation c/o Freedom Communications, Inc. 17666 Fitch Irvine, CA 92614	Three-Gee Partners, Inc c/o Freedom Communications, Inc. 17666 Fitch Irvine, CA 92614	Insulated Limited Partners[3]
2.	A California corporation	A California corporation	USA
3.	General Partner	General Partner	Insulated Limited Partners
4.	N/A	N/A	N/A
5.	0.04%**	0.57%**	99.21%**

**Equity Interest

Browns Valley Corporation, a general partner of HIP, Ltd., is a California corporation.

Below is a chart which outlines the officers, directors and stockholders of Browns Valley Corporation:

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[2] Melissa Hardie Stuart formerly was known as Melissa H. Coslor.

[3] Pursuant to the HIP, Ltd. partnership agreement, HIP, Ltd. limited partners are not authorized to participate in the management of the partnership, and have no right or authority to act for or bind the partnership. Attached as Exhibit 11 – Attachment 1 is a certification of a general partner of HIP, Ltd. that confirms that the limited partners are so insulated. See 47 CFR §73.3555 Note 2(f). As noted below, Robert C. Hardie, David C. Hardie, Melissa Hardie Stuart, and Steven R. Hardie have interests in the general partners of HIP, Ltd. These individuals also have interests in family trusts, family corporations, family partnerships and/or family custodial arrangements that hold limited partnership interests in HIP, Ltd. The qualifications of HIP, Ltd. last were given plenary review by the Commission in connection with the FCC Form 314 application for the acquisition by Freedom Broadcasting of Michigan, Inc. of WWMT(TV), Kalamazoo, Michigan, and WLAJ(TV), Lansing, Michigan, in 1998. *See* FCC File Nos. BALCT-19980227IR and BALCT-19980227IQ (Applications at Exhibit A, pages 10, 12-14 & Attachment 2).

1.	Robert C. Hardie c/o Freedom Communications, Inc. 17666 Fitch Irvine, CA 92614	David C. Hardie c/o Freedom Communications, Inc. 17666 Fitch Irvine, CA 92614	Jan Rosati c/o Freedom Communications, Inc. 17666 Fitch Irvine, CA 92614
2.	USA	USA	USA
3.	President, Director and Shareholder	Vice President	Treasurer
4.	100%	0	0
5.	N/A	N/A	N/A

1.	Lori Gee c/o Freedom Communications, Inc. 17666 Fitch Irvine, CA 92614	Lauri Davis c/o Freedom Communications, Inc. 17666 Fitch Irvine, CA 92614	
2.	USA	USA	
3.	Secretary	Assistant Secretary	
4.	0	0	
5.	N/A	N/A	

Melissa H. Coslor, Inc., a general partner of HIP, Ltd., is a Delaware corporation. The officers, directors and stockholders of Melissa H. Coslor, Inc. are as follows:

1.	Melissa Hardie Stuart c/o Freedom Communications, Inc. 17666 Fitch Irvine, CA 92614	David C. Hardie c/o Freedom Communications, Inc. 17666 Fitch Irvine, CA 92614	Jan Rosati c/o Freedom Communications, Inc. 17666 Fitch Irvine, CA 92614
2.	USA	USA	USA
3.	President, Director and Shareholder	Vice President	Treasurer
4.	100%	0	0
5.	N/A	N/A	N/A

1.	Lori Gee c/o Freedom Communications, Inc. 17666 Fitch Irvine, CA 92614		
2.	USA		
3.	Secretary		
4.	0		
5.	N/A		

Steven R. Hardie, Inc. a general partner of HIP, Ltd., is a Delaware corporation. The officers, directors and stockholders of Steven R. Hardie, Inc. are as follows:

1.	Steven R. Hardie c/o Freedom Communications, Inc. 17666 Fitch Irvine, CA 92614	David C. Hardie c/o Freedom Communications, Inc. 17666 Fitch Irvine, CA 92614	Jan Rosati c/o Freedom Communications, Inc. 17666 Fitch Irvine, CA 92614
2.	USA	USA	USA
3.	President, Director and Shareholder	Vice President	Treasurer
4.	100%	0	0
5	N/A	N/A	N/A

1.	Lori Gee c/o Freedom Communications, Inc. 17666 Fitch Irvine, CA 92614		
2.	USA		
3.	Secretary		
4.	0		
5	N/A		

David C. Hardie, Inc. a general partner of HIP, Ltd., is a Delaware corporation. The officers, directors and stockholders of David C. Hardie, Inc. are as follows:

1.	David C. Hardie c/o Freedom Communications, Inc. 17666 Fitch Irvine, CA 92614	Jan Rosati c/o Freedom Communications, Inc. 17666 Fitch Irvine, CA 92614	Lori Gee c/o Freedom Communications, Inc. 17666 Fitch Irvine, CA 92614
2.	USA	USA	USA
3.	President, Vice President, Director, and Shareholder	Treasurer	Secretary
4.	100%	0	0
5	N/A	N/A	N/A

Three Gee Partners, Inc., a general partner of HIP, Ltd., is a California corporation. The officers, directors and stockholders of Three Gee Partners, Inc. are as follows:

1.	Steven R. Hardie c/o Freedom Communications, Inc. 17666 Fitch Irvine, CA 92614	Melissa Hardie Stuart c/o Freedom Communications, Inc. 17666 Fitch Irvine, CA 92614	David C. Hardie c/o Freedom Communications, Inc. 17666 Fitch Irvine, CA 92614
2.	USA	USA	USA
3.	President/Director/Shareholder	Shareholder	Vice President/Shareholder
4.	33.33%	33.33%	33.33%
5.	N/A	N/A	N/A

1.	Jan Rosati c/o Freedom Communications, Inc. 17666 Fitch Irvine, CA 92614	Lori Gee c/o Freedom Communications, Inc. 17666 Fitch Irvine, CA 92614	Melanie S. Coslor c/o Freedom Communications, Inc. 17666 Fitch Irvine, CA 92614
2.	USA	USA	USA
3.	Treasurer	Secretary	Director
4.	0	0	0
5.	N/A	N/A	N/A

1.	Cory Ritchie c/o Freedom Communications, Inc. 17666 Fitch Irvine, CA 92614		
2.	USA		
3.	Director		
4.	0		
5.	N/A		

Threshie, Ltd., a California limited partnership, could hold up to 16.30% of the outstanding voting shares of Freedom Communications Holdings, Inc. following the proposed transaction. Below is a chart which outlines the general partners and limited partners of Threshie, Ltd.:

1.	Threshie Family Trust, Part A c/o Freedom Communications, Inc. 17666 Fitch Irvine, CA 92614	Threshie Family Trust, Part B c/o Freedom Communications, Inc. 17666 Fitch Irvine, CA 92614	Ann Threshie Roberts Trust c/o Freedom Communications, Inc. 17666 Fitch Irvine, CA 92614
2.	A California trust	A California trust	A California trust
3.	General Partner	General Partner	General Partner
4.	N/A	N/A	N/A
5.	See narrative below	See narrative below	See narrative below

1.	Susan Threshie Barrett Trust c/o Freedom Communications, Inc. 17666 Fitch Irvine, CA 92614	David Dunlap Threshie Trust c/o Freedom Communications, Inc. 17666 Fitch Irvine, CA 92614	Limited Partners
2.	A California trust	A California trust	USA
3.	General Partner	General Partner	Limited Partners
4.	N/A	N/A	N/A
5.	See narrative below	See narrative below	See narrative below

The Threshie Family Trust, Part A, a trust formed under California law, is a general partner of Threshie, Ltd. The trustee of the Threshie Family Trust, Part A is as follows:

1.	R. David Threshie, Jr., Trustee c/o Freedom Communications, Inc. 17666 Fitch Irvine, CA 92614		
2.	USA		
3.	Trustee		
4.	100%		
5.	See narrative below		

The Threshie Family Trust, Part B, a trust formed under California law, is a general partner of Threshie, Ltd. The trustee of Threshie Family Trust, Part B is as follows:

1.	Judith A. Threshie, Trustee c/o Freedom Communications, Inc. 17666 Fitch Irvine, CA 92614		
2.	USA		
3.	Trustee		
4.	100%		
5.	See narrative below		

The Ann Threshie Roberts Trust, a trust formed under California law, is a general partner of Threshie, Ltd. The trustee of the Ann Threshie Roberts Trust is as follows:

1.	Ann Threshie Roberts, Trustee c/o Freedom Communications, Inc. 17666 Fitch Irvine, CA 92614		
2.	USA		
3.	Trustee		
4.	100%		
5.	See narrative below		

The Susan Threshie Barrett Trust., a trust formed under California law, is a general partner of Threshie, Ltd. The trustee of the Susan Threshie Barrett Trust is as follows:

1.	Susan Threshie Barrett, Trustee c/o Freedom Communications, Inc. 17666 Fitch Irvine, CA 92614		
2.	USA		
3.	Trustee		
4.	100%		
5.	See narrative below		

The David Dunlap Threshie Trust, a trust formed under California law, is a general partner of Threshie, Ltd. The trustee of the David Dunlap Threshie Trust is as follows:

1.	David Dunlap Threshie, Trustee c/o Freedom Communications, Inc. 17666 Fitch Irvine, CA 92614		
2.	USA		
3.	Trustee		
4.	100%		
5.	See narrative below		

As noted above, R. David Threshie, Judith A. Threshie, Ann Threshie Roberts, Susan Threshie Barrett and David Dunlap Threshie are trustees of the general partners of Threshie, Ltd. All of the limited partnership interests in Threshie, Ltd. are held by family trusts of which R. David Threshie, Jr., Judith A. Threshie, Ann Threshie Roberts, Susan Threshie Barrett, and/or David Dunlap Threshie are trustees. Collectively, these five individuals have beneficial ownership of all of the economic interests in Threshie, Ltd. Richard A. Wallace and Mary Elizabeth Hoiles Bassett, who may hold separate interests in Freedom Communications Holdings, Inc., are co-trustees of certain of these family trusts that hold limited partnership interests in Threshie, Ltd.

Wallpart, Ltd., a California limited partnership, could hold up to 8.34% of the outstanding voting shares of Freedom Communications Holdings, Inc., following the proposed transaction. The following is a chart which outlines the general partners and limited partners of Wallpart, Ltd.:

1.	Patricia Hoiles Wallace Trust c/o Freedom Communications, Inc. 17666 Fitch Irvine, CA 92614	Richard Allan Wallace Trust c/o Freedom Communications, Inc. 17666 Fitch Irvine, CA 92614	Gregory J. Wallace, Revocable Trust c/o Freedom Communications, Inc. 17666 Fitch Irvine, CA 92614
2.	A California Trust	A California Trust	A California Trust
3.	General Partner	General Partner	General Partner
4.	N/A	N/A	N/A
5.	See narrative below	See narrative below	See narrative below

1.	Jeffrey L. Wallace Revocable Trust c/o Freedom Communications, Inc. 17666 Fitch Irvine, CA 92614	Brian A. Wallace Revocable Trust c/o Freedom Communications, Inc. 17666 Fitch Irvine, CA 92614	Limited Partners
2.	USA	USA	USA
3.	General Partner	General Partner	Limited Partners
4.	N/A	N/A	N/A
5.	See narrative below	See narrative below	See narrative below

The Patricia Hoiles Wallace Trust, a trust formed under California law, is a general partner of Wallpart, Ltd. The trustee of the Patricia Hoiles Wallace Trust is as follows:

1.	Patricia Hoiles Wallace Trustee c/o Freedom Communications, Inc. 17666 Fitch Irvine, CA 92614		
2.	USA		
3.	Trustee		
4.	100%		
5.	See narrative below		

The Richard Allan Wallace Trust, a trust formed under California law, is a general partner of Wallpart, Ltd. The trustee of the Richard Allan Wallace Trust is as follows:

1.	Richard A. Wallace, Trustee c/o Freedom Communications, Inc. 17666 Fitch Irvine, CA 92614		
2.	USA		
3.	Trustee		
4.	100%		
5.	See narrative below		

The Gregory J. Wallace, Revocable Trust, a trust formed under California law, is a general partner of Wallpart, Ltd. The trustee of the Gregory J. Wallace Revocable Trust is as follows:

1.	Gregory J. Wallace, Trustee c/o Freedom Communications, Inc. 17666 Fitch Irvine, CA 92614		
2.	USA		
3.	Trustee		
4.	100%		
5.	See narrative below		

The Jeffrey L. Wallace Trust, a trust formed under California law, is a

general partner of Wallpart, Ltd. The trustee of the Jeffrey L. Wallace Trust is as follows:

1.	Jeffrey L. Wallace, Trustee c/o Freedom Communications, Inc. 17666 Fitch Irvine, CA 92614		
2.	USA		
3.	Trustee		
4.	100%		
5.	See narrative below		

The Brian A. Wallace Revocable Trust, a trust formed under California law, is a general partner of Wallpart, Ltd. The trustee of the Brian A. Wallace Revocable Trust is as follows:

1.	Brian A. Wallace, Trustee c/o Freedom Communications, Inc. 17666 Fitch Irvine, CA 92614		
2.	USA		
3.	Trustee		
4.	100%		
5.	See narrative below		

As noted above, Patricia Hoiles Wallace, Richard A. Wallace, Gregory J. Wallace, Jeffrey L. Wallace, and Brian A. Wallace are trustees of the general partners of Wallpart, Ltd. All of the limited partnership interests in Wallpart, Ltd. are held by trusts of which Richard A. Wallace, Gregory J. Wallace, Jeffrey L. Wallace or Brian A. Wallace are trustees. Collectively, these five individuals have beneficial ownership of all of the economic interests in Wallpart, Ltd.

Providence Equity Partners IV L.P., a Delaware Limited Partnership, could be a 19.94% voting shareholder of Freedom Communications Holdings, Inc. Below is a chart which outlines the general partners and limited partners of Providence Equity Partners IV L.P.:

1.	Providence Equity GP IV L.P. c/o Providence Equity Partners, Inc. 50 Kennedy Plaza 18th Floor Providence, RI 02903	Insulated Limited Partners	
2.	A Delaware Limited Partnership	**See note below	
3.	General Partner	Insulated Limited Partners	
4.	100%	N/A	
5.	0.2%*	99.8%*	

*Equity Interest

**Certain of the insulated limited partners of the fund, representing approximately 16% of the equity of the fund, are foreign entities or individuals.

Providence Equity GP IV L.P., a Delaware Limited Partnership, is the general partner of Providence Equity Partners IV L.P.[4] Below is a chart which outlines the general partners and limited partners of Providence Equity GP IV L.P.:

1.	Providence Equity Partners IV L.L.C. c/o Providence Equity Partners, Inc. 50 Kennedy Plaza 18th Floor Providence, RI 02903	Jonathan M. Nelson c/o Providence Equity Partners, Inc. 50 Kennedy Plaza 18th Floor Providence, RI 02903	Glen M. Creamer c/o Providence Equity Partners, Inc. 50 Kennedy Plaza 18th Floor Providence, RI 02903
2.	A Delaware Limited Liability Company	USA	USA
3.	General Partner	Limited Partner	Limited Partner
4.	100%	N/A	N/A
5.	1%*	**See note below	**See note below

*****Equity Interest

[4] Providence Equity GP IV L.P. also is the general partner of another fund (Providence Equity Operating Partners IV L.P.) that could be a 0.64% voting shareholder of Freedom Communications Holdings, Inc. Approximately 5.6% of the insulated limited partners in that other fund are foreign entities or individuals.

1.	Paul Salem c/o Providence Equity Partners, Inc. 50 Kennedy Plaza 18th Floor Providence, RI 02903	Michael J. Dominguez c/o Providence Equity Partners, Inc. 50 Kennedy Plaza 18th Floor Providence, RI 02903	Mark J. Masiello c/o Providence Equity Partners, Inc. 50 Kennedy Plaza 18th Floor Providence, RI 02903
2.	USA	USA	USA
3.	Limited Partner	Limited Partner	Limited Partner
4.	N/A	N/A	N/A
5.	**See note below	**See note below	**See note below

**The indirect interest in the assignee held by these individuals or entities through their respective interests in this partnership will represent less than one percent of the total assets (debt plus equity) of the assignee.

1.	Mark J. Noble c/o Providence Equity Partners, Inc. 50 Kennedy Plaza 18th Floor Providence, RI 02903	Jonathan M. Nelson Associates II, L.P. c/o Providence Equity Partners, Inc. 50 Kennedy Plaza 18th Floor Providence, RI 02903	Glenn M. Creamer Associates II, L.P. c/o Providence Equity Partners, Inc. 50 Kennedy Plaza 18th Floor Providence, RI 02903
2.	USA	A Delaware Limited Partnership	A Delaware Limited Partnership
3.	Limited Partner	Limited Partner	Limited Partner
4.	N/A	N/A	N/A
5.	**See note below	**See note below	**See note below

1.	Paul J. Salem Associates II, L.P. c/o Providence Equity Partners, Inc. 50 Kennedy Plaza 18th Floor Providence, RI 02903	Insulated Limited Partners	
2.	A Delaware Limited Partnership	USA	
3.	Limited Partner	Insulated Limited Partners***	
4.	N/A	N/A	
5.	**See note below	**See note below	

**The indirect interest in the assignee held by these individuals or entities through their respective interests in this partnership will represent less than one percent of the total assets (debt plus equity) of the assignee.

***The remaining limited partners of Providence Equity GP IV L.P. ("PEGPIV") have been insulated from the investment in Freedom pursuant to FCC rules and thus are not considered to have an attributable interest in Freedom. It should be noted in this regard that PEGPIV also holds an attributable interest in Bresnan Broadband Holdings, which operates cable television systems in Montana, Wyoming, Colorado and Utah. The limited partners have not been insulated from the Bresnan investment.

Providence Equity Partners IV L.L.C., a Delaware Limited Liability Company, is the general partner of Providence Equity GP IV L.P. Below is a chart which outlines the members of Providence Equity Partners IV L.L.C.:

1.	Glenn M. Creamer c/o Providence Equity Partners, Inc. 50 Kennedy Plaza 18th Floor Providence, RI 02903	Jonathan M. Nelson c/o Providence Equity Partners, Inc. 50 Kennedy Plaza 18th Floor Providence, RI 02903	Paul J. Salem c/o Providence Equity Partners, Inc. 50 Kennedy Plaza 18th Floor Providence, RI 02903
2.	USA	USA	USA
3.	Managing Member	Managing Member	Managing Member
4.	N/A	N/A	N/A
5.	**See note below	**See note below	**See note below

1.	Jonathan M. Nelson Associates II, L.P. c/o Providence Equity Partners, Inc. 50 Kennedy Plaza 18th Floor Providence, RI 02903	Glenn M. Creamer Associates II, L.P. c/o Providence Equity Partners, Inc. 50 Kennedy Plaza 18th Floor Providence, RI 02903	Paul J. Salem Associates II L.P. c/o Providence Equity Partners, Inc. 50 Kennedy Plaza 18th Floor Providence, RI 02903
2.	A Delaware Limited Partnership	A Delaware Limited Partnership	A Delaware Limited Partnership
3.	Member	Member	Member
4.	N/A	N/A	N/A
5.	**See note below	**See note below	**See note below

**The indirect interest in the assignee held by these individuals or entities through their respective interests in this partnership will represent less than one percent of the total assets (debt plus equity) of the assignee.

Jonathan M. Nelson Associates II, L.P., a Delaware Limited Partnership, is a member of Providence Equity Partners IV, L.L.C. Below is a chart which outlines the general partners and limited partners of Jonathan M. Nelson Associates II, L.P.:

1.	Jonathan M. Nelson c/o Providence Equity Partners, Inc. 50 Kennedy Plaza 18th Floor Providence, RI 02903	** See note below	
2.	USA		
3.	General Partner	Limited Partners	
4.	100%	**See note below	
5.	***See note below	***See note below	

Glenn M. Creamer Associates II, L.P., a Delaware Limited Partnership, is a member of Providence Equity Partners IV, L.L.C. Below is a chart which outlines the general partners and limited partners of Glenn M. Creamer Associates II, L.P.:

1.	Glenn M. Creamer c/o Providence Equity Partners, Inc. 50 Kennedy Plaza 18th Floor Providence, RI 02903	** See note below	
2.	USA		
3.	General Partner	Limited Partners	
4.	100%	**See note below	
5.	***See note below	***See note below	

**The limited partners are certain trusts established for the benefit of the family of this individual.

***The indirect interest in the assignee held by these individuals or entities through their respective interests in this partnership will represent less than one percent of the total assets (debt plus equity) of the assignee.

Paul J. Salem Associates II, L.P., a Delaware Limited Partnership, is a member of Providence Equity Partners IV, L.L.C. Below is a chart which outlines the general partners and limited partners of Paul J. Salem Associates II, L.P.:

1.	Paul J. Salem c/o Providence Equity Partners, Inc. 50 Kennedy Plaza 18th Floor Providence, RI 02903	** See note below	
2.	USA		
3.	General Partner	Limited Partners	
4.	100%	**See note below	
5.	***See note below	***See note below	

**The limited partners are certain trusts established for the benefit of the family of this individual.

***The indirect interest in the assignee held by these individuals or entities through their respective interests in the partnership will represent less than one percent of the total assets (debt plus equity) of the assignee.

Blackstone FC Capital Partners IV L.P., a Delaware Limited Partnership, could be a 7.2% voting shareholder of Freedom Communications Holdings, Inc. Below is a chart which outlines the general partners and limited partners of Blackstone FC Capital Partners IV, L.P.:

1.	Blackstone Management Associates IV L.L.C.** c/o The Blackstone Group 345 Park Avenue New York, NY 10154	Insulated Limited Partners	
2.	A Delaware Limited Liability Company	***See note below	
3.	General Partner	Insulated Limited Partners****	
4.	100%	N/A	
5.	1%*	99%*	

*Equity Interest

** Blackstone Management Associates IV L.L.C. is also entitled to a carried interest participation in certain instances, dependent on the results of the Freedom investment in the context of the overall fund performance.

***Certain of the insulated limited partners of the fund, representing approximately 26.452% of the equity of the fund, are foreign entities or individuals.

****At closing, the limited partners of the partnership will be insulated from the Freedom investment pursuant to FCC rules, and thus are not considered to hold an attributable interest in Freedom. It is possible that Blackstone may make this investment through an alternative investment vehicle – or parallel fund – in order to ensure that the proper insulation mechanisms are in place.

Blackstone FC Communications Partners L.P., a Delaware Limited Partnership, could be a 21.9% voting shareholder of Freedom Communications Holdings, Inc. Below is a chart which outlines the general partners and limited partners of Blackstone FC Communications Partners L.P.:

1.	Blackstone Communications Management Associates I L.L.C.** c/o The Blackstone Group 345 Park Avenue New York, NY 10154	Insulated Limited Partners	
2.	A Delaware Limited Liability Company	***See note below	
3.	General Partner	Insulated limited partners****	
4.	100%	N/A	
5.	1%*	99%*	

*Equity Interest

** Blackstone Communications Management Associates I L.L.C. is also entitled to a carried interest participation in certain instances, dependent on the results of the Freedom investment in the context of the overall fund performance.

***Certain of the insulated limited partners of the fund, representing approximately 26.140% of the equity of the fund, are foreign entities or individuals.

****At closing, the limited partners of the partnership will be insulated from the Freedom investment pursuant to FCC rules, and thus are not considered to hold an attributable interest in Freedom. It is possible that Blackstone may make this investment through an alternative investment vehicle – or parallel fund – in order to ensure that the proper insulation mechanisms are in place.

Blackstone Management Associates IV L.L.C., a Delaware Limited Liability Company, is the general partner of Blackstone FC Capital Partners IV L.P.[5] Below is a chart which outlines the members of Blackstone Management Associates IV L.L.C.:

[5] Blackstone Management Associates IV L.L.C. also is the general partner of other funds (Blackstone FC Capital Partners IV-A L.P. and Blackstone Family Investment Partnership IV-A L.P.) that could be 0.26% voting shareholders of Freedom Communications Holdings, Inc.

1.	Peter G. Peterson c/o The Blackstone Group 345 Park Avenue New York, NY 10154	Stephen A. Schwarzman c/o The Blackstone Group 345 Park Avenue New York, NY 10154	David Blitzer c/o The Blackstone Group 345 Park Avenue New York, NY 10154
2.	USA	USA	USA
3.	Managing Member	Managing Member	Member
4.	N/A	N/A	N/A
5.	*See note below	*See note below	*See note below

1.	Chinh E. Chu c/o The Blackstone Group 345 Park Avenue New York, NY 10154	E&E Associates LP c/o The Blackstone Group 345 Park Avenue New York, NY 10154	Robert L. Friedman c/o The Blackstone Group 345 Park Avenue New York, NY 10154
2.	USA	USA	USA
3.	Member	Member	Member
4.	N/A	N/A	N/A
5.	*See note below	*See note below	*See note below

1.	Mart T. Gallogly c/o The Blackstone Group 345 Park Avenue New York, NY 10154	Lawrence H. Guffey c/o The Blackstone Group 345 Park Avenue New York, NY 10154	J. Tomilson Hill c/o The Blackstone Group 345 Park Avenue New York, NY 10154
2.	USA	USA	USA
3.	Member	Member	Member
4.	N/A	N/A	N/A
5.	*See note below	*See note below	*See note below

*The indirect interest in the assignee held by these individuals or entities through their respective interests in this limited liability company will represent less than one percent of the total assets (debt plus equity) of the assignee.

1.	Hamilton E. James c/o The Blackstone Group 345 Park Avenue New York, NY 10154	Howard A. Lipson c/o The Blackstone Group 345 Park Avenue New York, NY 10154	The David Peterson Trust c/o The Blackstone Group 345 Park Avenue New York, NY 10154
2.	USA	USA	USA
3.	Member	Member	Member
4.	N/A	N/A	N/A
5.	*See note below	*See note below	*See note below

1.	Prakash A. Melwani c/o The Blackstone Group 345 Park Avenue New York, NY 10154	James J. Mossman c/o The Blackstone Group 345 Park Avenue New York, NY 10154	Mossman 1994 Trust c/o The Blackstone Group 345 Park Avenue New York, NY 10154
2.	USA	USA	USA
3.	Member	Member	Member
4.	N/A	N/A	N/A
5.	*See note below	*See note below	*See note below

*The indirect interest in the assignee held by these individuals or entities through their respective interests in this limited liability company will represent less than one percent of the total assets (debt plus equity) of the assignee.

1.	Hanns Ostmeier c/o The Blackstone Group 345 Park Avenue New York, NY 10154	Bret Pearlman c/o The Blackstone Group 345 Park Avenue New York, NY 10154	Kenneth C. Whitney c/o The Blackstone n Group 345 Park Avenue New York, NY 10154
2.	German**	USA	USA
3.	Member	Member	Member
4.	N/A	N/A	N/A
5.	*See note below	*See note below	*See note below

1.	P G Peterson 1997 Family Trust FBO Holly Peterson c/o The Blackstone Group 345 Park Avenue New York, NY 10154	PG Peterson 1997 Family Trust FBO James Peterson c/o The Blackstone Group 345 Park Avenue New York, NY 10154	P G Peterson 1997 Family Trust FBO Michael Peterson c/o The Blackstone Group 345 Park Avenue New York, NY 10154
2.	USA	USA	USA
3.	Member	Member	Member
4.	N/A	N/A	N/A
5.	*See note below	*See note below	*See note below

*The indirect interest in the assignee held by these individuals or entities through their respective interests in this limited liability company will represent less than one percent of the total assets (debt plus equity) of the assignee.

**Mr. Ostmeier, a non-insulated member of Blackstone Management Associates IV L.L.C. and Blackstone Communications Management Associates I L.L.C., is a German citizen. Given that Mr. Ostmeier does not have a controlling interest in either entity, and that each entity will have only a small percentage of the interest held by the underlying investment funds (which themselves will hold a non-controlling interest in Freedom), the applicant submits that the interest to be held by Mr. Ostmeier is consistent with the restrictions on alien ownership set forth in Section 310(b) of the Communications Act. See, e.g. , Alergan Cellular Engineering, 12 FCC Rcd 8148(1997) at para. 55. Specifically, Mr. Ostmeier holds less than a five percent interest in the general partner, which holds a one percent interest in the Blackstone funds, which, in turn, will hold, in the aggregate at closing, no more than 32.5% of the capital stock of Freedom. Thus, the foreign ownership in Freedom resulting from Mr. Ostmeier's interest will be less than 0.02% (5% x 1% x 32.5%).

1.	Neil P. Simpkins c/o The Blackstone Group 345 Park Avenue New York, NY 10154	Insulated Members[6]	
2.	British**	USA	
3.	Member	Insulated Members	
4.	N/A	N/A	
5.	*See note below	*See note below	

*The indirect interest in the assignee held by these individuals or entities through their respective interests in this limited liability company will represent less than one percent of the total assets (debt plus equity) of the assignee.

**Mr. Simpkins, a non-insulated member of Blackstone Management Associates IV L.L.C. and Blackstone Communications Management Associates I L.L.C., is a British citizen. Given that Mr. Simpkins does not have a controlling interest in either entity, and that each entity will have only a small percentage of the interest held by the underlying investment funds (which themselves will hold a non-controlling interest in Freedom), the applicant submits that the interest to be held by Mr. Simpkins is consistent with the restrictions on alien ownership set forth in Section 310(b) of the Communications Act. See, e.g. , Alergan Cellular Engineering, 12 FCC Rcd 8148(1997) at para. 55. Specifically, Mr. Simpkins holds less than a five percent interest in the general partner, which holds a one percent interest in the Blackstone funds, which, in turn, will hold, in the aggregate at closing, no more than 32.5% of the capital stock of Freedom. Thus, the foreign ownership in Freedom resulting from Mr. Simpkins' interest will be less than 0.02% (5% x 1% x 32.5%).

[6] The LLC Agreement for Blackstone Management Associates IV L.L.C. currently does not contain the language required by the FCC to insulate members from attribution. Blackstone will be entering into agreements with certain members, not disclosed in the application, that will include the required language and will serve to insulate these non-disclosed members from attribution in accordance with FCC requirements. These agreements will be executed prior to consummation of the proposed transaction so that the non-disclosed members will not be deemed to hold an attributable interest in Freedom.

Blackstone Communications Management Associates I L.L.C., a Delaware Limited Liability Company, is the general partner of Blackstone FC Communications Partners L.P.[7] Below is a chart which outlines the members of Blackstone Communications Management Associates I L.L.C.:

1.	Peter G. Peterson c/o The Blackstone Group 345 Park Avenue New York, NY 10154	Stephen A. Schwarzman c/o The Blackstone Group 345 Park Avenue New York, NY 10154	David Blitzer c/o The Blackstone Group 345 Park Avenue New York, NY 10154
2.	USA	USA	USA
3.	Managing Member	Managing Member	Member
4.	N/A	N/A	N/A
5.	*See note below	*See note below	*See note below

1.	Chinh E. Chu c/o The Blackstone Group 345 Park Avenue New York, NY 10154	E&E Associates LP c/o The Blackstone Group 345 Park Avenue New York, NY 10154	Robert L. Friedman c/o The Blackstone Group 345 Park Avenue New York, NY 10154
2.	USA	USA	USA
3.	Member	Member	Member
4.	N/A	N/A	N/A
5.	*See note below	*See note below	*See note below

*The indirect interest in the assignee held by these individuals or entities through their respective interests in this limited liability company will represent less than one percent of the total assets (debt plus equity) of the assignee.

[7] Blackstone Communications Management Associates I L.L.C. also is the general partner of another fund (Blackstone Family Communications Partnership I L.P.) that could be a 0.56% voting shareholder of Freedom Communications Holdings, Inc.

1.	Mark T. Gallogly c/o The Blackstone Group 345 Park Avenue New York, NY 10154	Lawrence H. Guffey c/o The Blackstone Group 345 Park Avenue New York, NY 10154	J Tomilson Hill c/o The Blackstone Group 345 Park Avenue New York, NY 10154
2.	USA	USA	USA
3.	Member	Member	Member
4.	N/A	N/A	N/A
5.	*See note below	*See note below	*See note below

1.	Howard A. Lipson c/o The Blackstone Group 345 Park Avenue New York, NY 10154	Prakash A. Melwani c/o The Blackstone Group 345 Park Avenue New York, NY 10154	Kenneth C. Whitney c/o The Blackstone Group 345 Park Avenue New York, NY 10154
2.	USA	USA	USA
3.	Member	Member	Member
4.	N/A	N/A	N/A
5.	*See note below	*See note below	*See note below

*The indirect interest in the assignee held by these individuals or entities through their respective interests in this limited liability company will represent less than one percent of the total assets (debt plus equity) of the assignee.

1.	James J. Mossman c/o The Blackstone Group 345 Park Avenue New York, NY 10154	Mossman 1994 Trust c/o The Blackstone Group 345 Park Avenue New York, NY 10154	Hanns Ostmeier c/o The Blackstone Group 345 Park Avenue New York, NY 10154
2.	USA	USA	German**
3.	Member	Member	Member
4.	N/A	N/A	N/A
5.	*See note below	*See note below	*See note below

1.	Bret Pearlman c/o The Blackstone Group 345 Park Avenue New York, NY 10154	The David Peterson Trust c/o The Blackstone Group 345 Park Avenue New York, NY 10154	P G Peterson 1997 Family Trust FBO Holly Peterson c/o The Blackstone Group 345 Park Avenue New York, NY 10154
2.	USA	USA	USA
3.	Member	Member	Member
4.	N/A	N/A	N/A
5.	*See note below	*See note below	*See note below

*The indirect interest in the assignee held by these individuals or entities through their respective interests in this limited liability company will represent less than one percent of the total assets (debt plus equity) of the assignee.

**Mr. Ostmeier, a non-insulated member of Blackstone Management Associates IV L.L.C. and Blackstone Communications Management Associates I L.L.C., is a German citizen. Given that Mr. Ostmeier does not have a controlling interest in either entity, and that each entity will have only a small percentage of the interest held by the underlying investment funds (which themselves will hold a non-controlling interest in Freedom), the applicant submits that the interest to be held by Mr. Ostmeier is consistent with the restrictions on alien ownership set forth in Section 310(b) of the Communications Act. See, e.g. , Alergan Cellular Engineering, 12 FCC Rcd 8148(1997) at para. 55. Specifically, Mr. Ostmeier holds less than a five percent interest in the general partner, which holds a one percent interest in the Blackstone funds, which, in turn, will hold, in the aggregate at closing, no more than 32.5% of the capital stock of Freedom. Thus, the foreign ownership in Freedom resulting from Mr. Ostmeier's interest will be less than 0.02% (5% x 1% x 32.5%).

1.	P G Peterson 1997 Family Trust FBO James Peterson c/o The Blackstone Group 345 Park Avenue New York, NY 10154	P G Peterson 1997 Family Trust FBO Michael Peterson c/o The Blackstone Group 345 Park Avenue New York, NY 10154	Neil P. Simpkins c/o The Blackstone Group 345 Park Avenue New York, NY 10154
2.	USA	USA	British**
3.	Member	Member	Member
4.	N/A	N/A	N/A
5.	*See note below	*See note below	*See note below

*The indirect interest in the assignee held by these individuals or entities through their respective interests in this limited liability company will represent less than one percent of the total assets (debt plus equity) of the assignee.

**Mr. Simpkins, a non-insulated member of Blackstone Management Associates IV L.L.C. and Blackstone Communications Management Associates I L.L.C., is a British citizen. Given that Mr. Simpkins does not have a controlling interest in either entity, and that each entity will have only a small percentage of the interest held by the underlying investment funds (which themselves will hold a non-controlling interest in Freedom), the applicant submits that the interest to be held by Mr. Simpkins is consistent with the restrictions on alien ownership set forth in Section 310(b) of the Communications Act. See, e.g. , Alergan Cellular Engineering, 12 FCC Rcd 8148(1997) at para. 55. Specifically, Mr. Simpkins holds less than a five percent interest in the general partner, which holds a one percent interest in the Blackstone funds, which, in turn, will hold, in the aggregate at closing, no more than 32.5% of the capital stock of Freedom. Thus, the foreign ownership in Freedom resulting from Mr. Simpkins' interest will be less than 0.02% (5% x 1% x 32.5%).

1.	Z & T Associates LLC c/o The Blackstone Group 345 Park Avenue New York, NY 10154	Insulated Members[8]	
2.	USA	USA	
3.	Member	Member	
4.	N/A	N/A	
5.	*See note below	*See note below	

Each of E&E Associates LP, Mossman 1994 Trust, The David Peterson Trust, PG Peterson 1997 Family Trust FBO Holly Peterson, PG Peterson 1997 Family Trust FBO James Peterson, PG Peterson 1997 Family Trust FBO Michael Peterson and Z&T Associates LLC, is a member of Blackstone Management Associates IV L.L.C. and Blackstone Communications Management Associates I L.L.C. These partnerships and trusts were formed for estate, tax and other family planning purposes by the members of the LLCs and further information will be provided upon request.

[8] The LLC Agreement for Blackstone Communications Management Associates I L.L.C. currently does not contain the language required by the FCC to insulate members from attribution. Blackstone will be entering into agreements with certain members, not disclosed in the application, that will include the required language and will serve to insulate these non-disclosed members from attribution in accordance with FCC requirements. These agreements will be executed prior to consummation of the proposed transaction so that the non-disclosed members will not be deemed to hold an attributable interest in Freedom.