

LOTUS COMMUNICATIONS CORP. & AFFILIATES

I.

OVERVIEW

Lotus Communications Corp. (Communications Corp.), a California corporation, is a holding and operating company, with headquarters at 3301 Barham Boulevard, Suite 200, Los Angeles, California 90068. Communications Corp. owns seven first-tier corporate subsidiaries, and three limited liability companies, aggregating 10 affiliates, who are licensees of radio/television stations (the "Company"). The Company's broadcast holdings break-down to (i) twenty-six full-power radio stations and (ii) three Low Power Television stations (plus three FM translators). The radio stations are in Arizona, California, Nevada and Texas; the television stations are in Arizona, Florida and Texas.

Communications Corp. has two classes of stock - Class A (common and voting) and Class B (common and non-voting). There are 500 issued and outstanding shares of Class A stock, owned, in equal part, by The Howard A. Kalmenson Trust (Howard A. Kalmenson, Trustee) and The Lilli Kalmenson Rosenbloom Trust (Lilli Kalmenson Rosenbloom, Trustee). There are eighty-five issued and outstanding shares of Class B stock which are held by Diane K. Levine, in her individual capacity (eighty shares), and as Executor of the Estate of Burton Levine (five shares).

The equity interest in Class A and Class B stock in Communications Corp. is owned and held as follows:

The Howard A. Kalmenson Trust (42.66%)
The Lilli Kalmenson Rosenbloom Trust (42.66%)
Diane K. Levine, individually (13.82%)
Diane K. Levine, Executor of the Estate of Burton Levine (0.86%)

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

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 herein.

COMPANY TELEVISION INTERESTS

The Company's television licensees consist of three limited liability companies, namely:

Lotus TV of Phoenix LLC
Lotus TV of Tampa 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

DIRECTORS

The directors of Communications Corp. and its corporate licensee subsidiaries are:

Howard A. Kalmenson
James Kalmenson
Lilli Kalmenson Rosenbloom
William Kalmenson

(except for William Kalmenson who only serves as a director of Communications Corp.)

OFFICERS

The officers of Communications Corp. and its corporate licensee subsidiaries are:

COMMUNICATIONS CORP.

Howard A. Kalmenson, President
Lilli Kalmenson Rosenbloom, Vice President
Jerry Roy, Senior Vice President, Chief Compliance Officer and Secretary
William H. Shriftman, Senior Vice President, Chief Financial Officer and Treasurer
James Kalmenson, Vice President

Jay Levine, Assistant Secretary

LOTUS BROADCASTING CORP.

Howard A. Kalmenson, President
Lilli Kalmenson Rosenbloom, Vice President
Jerry Roy, Senior Vice President, Chief Compliance Officer and Secretary
William H. Shriftman, Senior Vice President, Chief Financial Officer and
Treasurer
Tony Bonnici, Vice President

LOTUS RADIO CORP.

ARIZONA LOTUS CORP.

LOTUS OXNARD CORP.

LOTUS BAKERSFIELD CORP.

LOTUS FRESNO CORP.

Howard A. Kalmenson, President
Lilli Kalmenson Rosenbloom, Vice President
Jerry Roy, Senior Vice President, Chief Compliance Officer and Secretary
William H. Shriftman, Senior Vice President, Chief Financial Officer and
Treasurer

TEXAS LOTUS CORP.

Howard A. Kalmenson, President
Lilli Kalmenson Rosenbloom, Vice President
Jerry Roy, Senior Vice President, Chief Compliance Officer and Secretary
William H. Shriftman, Senior Vice President, Chief Financial Officer and
Treasurer
Jay Levine, Vice President and Assistant Secretary

B.

TELEVISION STATION OFFICIALS

The officials of Lotus TV of Tampa LLC, 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

C.

INFORMATION CONCERNING INDIVIDUALS AND RELATIONSHIPS

Each individual who holds or votes stock in the Company or is a Company officer or director is a U.S. citizen.

1. **Family Relationships**

Howard A. Kalmenson and Diane K. Levine are brother and sister.

Howard A. Kalmenson and Lilli Kalmenson Rosenbloom, respectively, are the father and mother of William Kalmenson and James Kalmenson and Diane K. Levine is their aunt.

Howard A. Kalmenson and Diane K. Levine, respectively, are the uncle and mother of Jay Levine.

Lilli Kalmenson Rosenbloom is the aunt of Jay Levine.

Diane K. Levine is the aunt of William and James Kalmenson.

William Kalmenson and James Kalmenson are brothers.

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

2. **Addresses**

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

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

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

Diane K. Levine
17 Reunion Road
Ryebrook, NY 10573

Diane K. Levine, Executor of the estate of Burton Levine
17 Reunion Road
Ryebrook, NY 10573

Jay Levine
Texas Lotus Corp.
427 East Ninth Street
San Antonio, TX 78215

Lilli Kalmenson Rosenbloom
Lotus Interiors
5031 Brewster
Tarzana, CA 91352

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

William H. Shriftman
Lotus Communications Corp.
3301 Barham Boulevard, Suite 200
Los Angeles, CA 90068

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

III.

RADIO BROADCAST STATION LICENSEES

A. Lotus Communications Corp.

1. KWKU (AM)
1220 kHz
Pomona, CA
Facility Number: 1925
2. KWKW (AM)
1330kHz
Los Angeles, CA
Facility Number: 38454

B. Lotus Broadcasting Corp.

1. KBAD (AM)
920 kHz
Las Vegas, NV
Facility Number: 38448
2. KENO (AM)
1460 kHz
Las Vegas, NV
Facility Number: 38449
3. KXPT (FM)
Channel 246C, 97.1 MHz
Las Vegas, NV
Facility Number: 38450
4. KOMP (FM)
Channel 222C, 92.3 MHz
Las Vegas, NV
Facility Number: 38451
5. K257BU (FM Translator)
Channel 255, 98.9 MHz
Henderson, NV
Facility Number: 38447
6. KWWN (AM)
1100 kHz
Las Vegas, NV
Facility Number: 137871

C. Lotus Radio Corp.

1. KOZZ-FM
Channel 289C, 105.7 MHz
Reno, NV
Facility Number: 38452
2. KDOT (FM)
Channel 283C, 104.5 MHz
Reno, NV
Facility Number: 38457

3. KHIT (AM)
1450 kHz
Reno, NV
Facility Number: 38458
4. KPLY (AM)
630 kHz
Reno, NV
Facility Number: 50304
5. KUUB (FM)
Channel 233C3, 94.5 MHz
Sun Valley, NV
Facility Number: 83586
6. K232EA (FM Translator)
Channel 232, 94.3 MHz
Carson City, NV
Facility Number: 86396

D. Arizona Lotus Corp.

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

E. **Lotus Oxnard Corp.**

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

F. **Lotus Bakersfield Corp.**

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

G. **Texas Lotus Corp.**

KZEP-FM
Channel 283C1, 104.5 MHz
San Antonio, TX
Facility Number: 65329

H. **Lotus Fresno Corp.**

1. KLBN (FM)
Channel 270, 101.9 MHz
Fresno, CA
Facility Number: 29296
2. KGST (AM)
1600 kHz
Fresno, CA
Facility Number: 38453

3. KKBZ (FM)
Channel 286B1, 105.1MHz
Auberry, CA
Facility Number: 38455
4. KXOB (FM)
Channel 296B1, 107.1 MHz
Madera, CA
Facility Number: 51845

IV.

TV BROADCAST STATION LICENSEES

A. Lotus TV of Tampa LLC

WTAM-LP
Channel 30
Tampa, Florida
Facility Number 9027

B. Lotus TV of Phoenix LLC

KPHE-LP
Channel 44
Phoenix, Arizona
Facility Number 30885

C. Lotus TV of Houston LLC

KHLM-LP
Channel 43
Houston, Texas
Facility Number 57189