

Parties to the Application

This application is one of several concurrently-filed applications requesting Commission consent to the transfer of control of various licensee subsidiaries of Local Media TV Holdings, LLC (LMTVH) to LM II Holdings LLC (LMII). Fifth Street is owned 50% by Local Media TV of Pittsburgh, LLC (LMP) and 50% by Foxwood Partners LLC. LMTVH is 100% owner of LMP.

This application seeks authority to transfer control of the licensee entity **Fifth Street Enterprises, LLC**, by a transfer of control of LMP's 50% interest in Fifth Street Enterprises, LLC from LMTVH to LMII.

In this transaction, control of **Local Media TV of Pittsburgh, LLC** will be transferred as described below:

Name and Address	Citizenship	Interest held			
		Before Transfer		After Transfer	
		% Votes	% Equity	% Votes	% Equity
Local Media TV Holdings, LLC ¹ 5670 Wilshire Blvd., Suite 1620 Los Angeles, CA 90036	US	100	100	0	0
LM II Holdings LLC ² 5670 Wilshire Blvd. Ste. 1620 Los Angeles, CA 90036	US	0	0	100	100

Except for the transfer of control of its 50% owner described above, ownership of Fifth Street Enterprises, LLC will not change:

Name and Address	Citizenship	Interest held			
		Before Transfer		After Transfer	
		% Votes	% Equity	% Votes	% Equity
Local Media TV of Pittsburgh, LLC 5670 Wilshire Blvd., Suite 1620 Los Angeles, CA 90036	US	50	50	50	50

¹ The following entities have an attributable interest in Local Media TV Holdings LLC: Loop Partners V, Inc., Columbia Capital Equity Partners V (QP), L.P., Telcom Local Media LLC, and Loop Media, LLC. As explained in this exhibit, only Loop Media, LLC will remain as an attributable owner of the licensee.

² Paul Koplin and Lawrence Rogow are managers of LM II Holdings LLC, Central Valley Television, LLC, Loop Media, LLC and Local Media TV of Pittsburgh, LLC.

Foxwood Partners LLC 975 Greentree Road Pittsburgh, PA 15220	US	50	50	50	50
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The ownership of the proposed transferee, **LMII** is detailed below.

LM II Holdings LLC

Name and Address	Citizenship	Positional Interest	% Voting	% Equity
LM II Holdings LLC 5670 Wilshire Blvd. Ste. 1620 Los Angeles, CA 90036	U.S.			
Central Valley Television, LLC 5670 Wilshire Blvd. Ste. 1620 Los Angeles, CA 90036	U.S.	Managing Member	100%	100%

Central Valley Television, LLC

(1)	(2)	(3)	(4)	(5)
Central Valley Television, LLC 5670 Wilshire Blvd. Ste. 1620 Los Angeles, CA 90036	U.S.			
Loop Media, LLC 5670 Wilshire Blvd. Ste. 1620 Los Angeles, CA 90036	U.S.	Managing Member	100%	80%
John Koplin Trust 5670 Wilshire Blvd. Ste. 1620 Los Angeles, CA 90036	U.S.	Member	0.00%	5.00%
Grace Koplin Trust 5670 Wilshire Blvd. Ste. 1620 Los Angeles, CA 90036	U.S.	Member	0.00%	5.00%
LHR Trust 5670 Wilshire Blvd. Ste. 1620 Los Angeles, CA 90036	U.S.	Member	0.00%	5.00%
Shlomet Trust 5670 Wilshire Blvd. Ste. 1620 Los Angeles, CA 90036	U.S.	Member	0.00%	5.00%

Loop Media, LLC

(1)	(2)	(3)	(4)	(5)
Loop Media, LLC 5670 Wilshire Blvd. Ste. 1620 Los Angeles, CA 90036	U.S.			
L. Rogow Trust, Lawrence H. Rogow as Trustee 5670 Wilshire Blvd. Ste. 1620	U.S.	Member	50%	50%

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Koplin-Lawrence Family Trust, Paul H. Koplin as Trustee 5670 Wilshire Blvd. Ste. 1620 Los Angeles, CA 90036	U.S.	Member	50%	50%