

Other Authorizations

ACME Television Licenses of Madison, LLC, the proposed assignee, is an indirect subsidiary of ACME Communications, Inc. ("ACME"), a Delaware corporation. The media interests of ACME, its officers, directors, and affiliated entities are as follows:

ACME Television Holdings, LLC

Board of Advisors: Jamie Kellner
 Douglas Gealy
 Thomas Allen
 Thomas Embrescia

Officers: ¹ Jamie Kellner, Chairman
 Douglas Gealy, President, Chief Operating Officer & Secretary
 Thomas Allen, Exec. Vice President & Chief Financial Officer

Ownership: 100% ACME.

ACME Intermediate Holdings, LLC

Ownership: 94.12702% ACME Television Holdings, LLC and
 5.87298% ACME.

ACME Television, LLC

Ownership: 99.5% ACME Intermediate Holdings, LLC.

The broadcast interests of ACME's subsidiary licensee entities are as follows:

KPLR-TV, Channel 11, St. Louis, Missouri (Facility Id. No. 35417)

Licensee: ACME Television Licenses of Missouri, LLC.
Ownership: 99.9% ACME Television of Missouri, Inc.

Board of Directors: Douglas Gealy
 Thomas Allen

Officers: Jamie Kellner, Chairman
 Douglas Gealy, President, COO
 Thomas Allen, Exec. Vice Pres., CFO & Secretary

¹ Unless noted otherwise, the officers of each entity identified hereafter are:

Jamie Kellner – Chairman and Chief Executive Officer
Douglas Gealy – Chief Operating Officer and President
Thomas Allen – Executive Vice President and Chief Financial Officer.

ACME Television of Missouri, Inc. is owned 100% by ACME Television Holdings of Missouri, Inc., which is 100% owned by ACME Television, LLC.

KASY-TV, Channel 50, Albuquerque, New Mexico (Facility Id. No. 55049)

Licensee: ACME Television Licenses of New Mexico, LLC

Ownership: 99.5% ACME Television, LLC

KUWB(TV), Channel 30, Ogden, Utah (Facility Id. No. 1136)

Licensee: ACME Television Licenses of Utah, LLC

Ownership: 99.5% ACME Television, LLC.

KWBP(TV), Channel 32, Salem, Oregon (Facility Id. No. 10192)

Licensee: ACME Television Licenses of Oregon, LLC.

Ownership: 99.5% ACME Television, LLC.

KWBQ(TV), Channel 19, Santa Fe, New Mexico (Facility Id. No. 76268)

Licensee: ACME Television Licenses of New Mexico, LLC.

Ownership: 99.5% ACME Television, LLC.

WBDT(TV), Channel 26, Springfield, Ohio (Facility Id. No. 70138)

Licensee: ACME Television Licenses of Ohio, LLC.

Ownership: 99.5% ACME Television, LLC.

WBUI(TV), Channel 23, Decatur, Illinois (Facility Id. No. 16363)

Licensee: ACME Television Licenses of Illinois, LLC.

Ownership: 99.5% ACME Television, LLC.

WBXX-TV, Channel 20, Crossville, Tennessee (Facility Id. No. 37461)

Licensee: ACME Television Licenses of Tennessee, LLC.

Ownership: 99.5% ACME Television, LLC.

WIWB(TV), Channel 14, Suring, Wisconsin (Facility Id. No. 73042)

Licensee: ACME Television Licenses of Wisconsin, LLC.

Ownership: 99.5% ACME Television, LLC.

WTVK-TV, Channel 46, Naples, Florida (Facility Id. No. 61504)

Licensee: ACME Television Licenses of Florida, LLC.

Ownership: 99.5% ACME Television, LLC.

Other Media Interests

The other media interests of ACME's principals are as follows:

Thomas Embrescia

Mr. Embrescia holds the following media interests:

(i) Mr. Embrescia is Chairman and Manager of Butler Broadcasting Company, LLC, which is the licensee of the following broadcast stations:

KZAR(AM), Rogers, Arkansas (Facility ID No. 31822)
KXNA(FM), Springdale, Arkansas (Facility ID No. 71703)
KREB(AM), Bentonville-Bella, Arkansas (Facility ID No. 30935)
KREB-FM, Huntsville, Arkansas (Facility ID No. 69858)

Butler Broadcasting Company, LLC is a member and 33.3% owner of HMEB Communications, LLC, licensee of Station KUPN(AM), Mission, Kansas (Facility ID No. 57120).

(ii) Mr. Embrescia is an officer and the manager of Second Generation of Iowa Ltd., which is the licensee of Station KFXA(TV), Cedar Rapids, Iowa (Facility ID No. 35336). Second Generation of Iowa Ltd. holds an option to acquire Station KFXB(TV), Dubuque, Iowa (Facility ID No. 17625), and currently presents programming over that station pursuant to a time brokerage agreement.

(iii) Mr. Embrescia is an officer and the primary manager of Highlands Communications Associates, LLC, which is the licensee of Stations WATA(AM), Boone, North Carolina (Facility ID No. 71068), and WZJS(FM), Banner Elk, North Carolina (Facility ID No. 60647).

Alta Subordinated Debt Partners III, L.P.

Based upon information provided to ACME, of which ACME has no first-hand knowledge, ACME is advised that, as of November 2, 2001, Alta Subordinated Debt Partners III, L.P. ("Alta Debt III") has attributable interests in the licensees of KMVU(TV), Medford, OR (ID #32958); KAYU-TV, Spokane, WA (ID #58684); KTVZ(TV), Bend, OR (ID #55907); WICZ-TV, Binghamton, NY (ID #62210), and WNKY(TV), Bowling Green, KY (ID #61217). ACME is advised that Alta Debt III has an attributable interest in the assignee of KFFX-TV, Pendleton, OR (ID #12729). ACME is advised that Alta Debt III has an attributable interest in New Wave Broadcasting, L.P. ("New Wave L.P."), licensee of:

<u>Call Sign</u>	<u>Fac. Id. No.</u>	<u>City/State</u>
KPIG(FM)	54745	Freedom, CA
KCDU(FM)	34526	Hollister, CA
KMBY-FM	9858	Gonzales, CA
KXDC(FM)	54621	Carmel, CA
KHIP(FM)	4698	Felton, CA
KORL(FM)	641	Honolulu, HI
KQMQ(AM)	16742	Honolulu, HI
KQMQ-FM	16745	Honolulu, HI
KPOI-FM	34620	Honolulu, HI
KDDB(FM)	38244	Waipahu, HI

ACME is advised that the sole general partner of Alta Debt III is Alta Subordinated Debt Management Partners III, L.P. ("Alta Management III"), which holds 5% of the total assets of Alta Debt III. ACME is advised that the remaining 95% of the total assets of Alta Debt III is held by insulated limited partners. The general partners and limited partners of Alta Management III and/or their principals may have attributable interests in broadcast stations.

Alta-Comm S by S, LLC

Based upon information provided to ACME, of which ACME has no first-hand knowledge, ACME is advised that, as of November 2, 2001, Alta-Comm S by S, LLC ("Alta S by S") has attributable interests in New Wave L.P. and in Next Media Licensing, Inc. ("Next Media"), licensee of:

<u>Call Sign</u>	<u>Fac. Id. No.</u>	<u>City/State</u>
KLAK(FM)	36265	Durant, OK
KMKT(FM)	77588	Bells, TX
WKRS(AM)	10450	Waukegan, IL
WXLC(FM)	10451	Waukegan, IL
WBVS(FM)	3959	Coal City, IL
WAIT(AM)	53504	Crystal Lake, IL
WJOL(AM)	62235	Joliet, IL
WJTW(FM)	48449	Joliet, IL

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<u>Call Sign</u>	<u>Fac. Id. No.</u>	<u>City/State</u>
WLLI-FM,	62240	Joliet, IL
WZSR(FM)	53505	Woodstock, IL
WIIL(FM)	28473	Kenosha, WI
WLIP(AM)	28478	Kenosha, WI
WEXT(FM)	53506	Sturtevant, WI
WHBC(AM)	4489	Canton, OH
WHBC-FM	4488	Canton, OH
KSRN(FM)	34582	Kings Beach, CA
WJBR-FM	14374	Wilmington, DE
WYYX(FM)	25412	Bonifay, FL
WILN(FM)	4125	Panama City, FL
WPCF(AM)	13012	Panama City Beach, FL
WQJM(FM)	72956	Panama City Beach, FL
WYOO(FM)	67074	Springfield, FL
WDZ(AM)	53348	Decatur, IL
WDZQ(FM)	47004	Decatur, IL
WSOY(AM)	36945	Decatur, IL
WSOY-FM	36951	Decatur, IL
WCZQ(FM)	46942	Monticello, IL
KTHX-FM	48685	Incline Village, NV
KRZQ-FM	48683	Sparks, NV
KJZS(FM)	13528	Sparks, NV
WANJ(FM)	47883	Bellhaven, NC
WANG(AM)	47108	Havelock, NC
WANG-FM	47106	Havelock, NC
WKOQ(FM)	47884	Jacksonville, NC
WRNS-FM	36950	Kinston, NC
WRNS(AM)	36944	Kinston, NC
WDXL(AM)	64610	Washington, NC
WERO(FM)	64909	Washington, NC
WFNN(AM)	26611	Erie, PA
WJET(AM)	33769	Erie, PA
WRTS(FM)	55028	Erie, PA
WRKT(FM)	55063	North East, PA
WRNN(FM)	53949	Socastee, SC
KONE(FM)	26519	Lubbock, TX
KLLL-FM	36954	Lubbock, TX
KMMX(FM)	86	Lamesa, TX
WFGO(FM)	52144	Erie, PA
WKKD(AM)	72077	Aurora, IL
WERV-FM	73171	Aurora, IL
WRPL(FM)	76244	Fairview, PA
WXQR-FM	28172	Jacksonville, NC
WQSL(FM)	28171	Jacksonville, NC

The members of Alta S by S and/or their principals may have attributable interests in broadcast stations.

Alta Communications VI, L.P.

Based upon information provided to ACME, of which ACME has no first-hand knowledge, ACME is advised that, as of November 2, 2001, Alta Communications VI, L.P. ("Alta VI") has attributable interests in New Wave L.P. and Next Media.

ACME is advised that the sole general partner of Alta VI is Alta Communications VI Management Partners, L.P. ("Alta VI Management"), which holds 1% of the equity interest of Alta VI. ACME is advised that the remaining 99% of the total equity of Alta VI is held by insulated limited partners. The general partners and the limited partners of Alta VI Management and/or their principals may have attributable interests in broadcast stations.

Brian McNeill

Based upon information provided to ACME, of which ACME has no first-hand knowledge, ACME is advised that, as of November 2, 2001, Mr. McNeill has attributable interests in the licensees of KMVU(TV), Medford, OR (ID #32958); KAYU-TV, Spokane, WA (ID #58684); KTVZ(TV), Bend, OR (ID #55907); WICZ-TV, Binghamton, NY (ID #62210); WNKY(TV), Bowling Green, KY (ID #61217); WKAQ-TV, San Juan, PR (ID #64983); KSTS(TV), San Jose, CA (ID #64987); WNJU(TV), Linden, NJ (ID #73333); WSCV(TV), Fort Lauderdale, FL (ID #64971); KTMD(TV), Galveston, TX (ID #64984); KVEA(TV), Corona, CA (ID #19783); KVDA(TV), San Antonio, TX (ID #64969); WSNS-TV, Chicago, IL (ID #70119); KMAS-TV, Steamboat Springs, CO (ID #20373); KWHY-TV, Los Angeles, CA (ID #26231); KXTX-TV, Dallas, TX (ID #35994); KTYO-TV, Las Cruces, NM (ID #36916). ACME is advised that Mr. McNeill has attributable interests in the assignee of KFFX-TV, Pendleton, OR (ID #12729), in New Wave L.P. and in Next Media.

ACME is advised that Mr. McNeill has an attributable interest in Commonwealth License Subsidiary, LLC, licensee of:

<u>Call Sign</u>	<u>Fac. Id. No.</u>	<u>City/State</u>
KROP(AM)	63470	Brawley, CA
KSIQ(FM)	63470	Brawley, CA
KLMR(AM)	174	Lamar, CO
KSNZ(FM)	175	Lamar, CO
KRLT(FM)	55494	South Lake Tahoe, CA
KOWL(AM)	55493	South Lake Tahoe, CA
KTHN(FM)	7046	La Junta, CO
KBLJ(AM)	7046	La Junta, CO
KTAN(AM)	23446	Sierra Vista, AZ
KZMK(FM)	23445	Sierra Vista, AZ
KWCD(FM)	22972	Bisbee, AZ
KMON(AM)	62330	Great Falls, MT
KMON-FM	62331	Great Falls, MT

<u>Call Sign</u>	<u>Fac. Id. No.</u>	<u>City/State</u>
KLFM(FM)	56665	Great Falls, MT
KCAP(AM)	50355	Helena, MT
KZMT(FM)	50357	Helena, MT
KHKR-FM	49724	East Helena, MT
KTHC(FM)	10513	Sidney, MT
KEYZ(AM)	10511	Williston, ND
KYYZ(FM)	10510	Williston, ND
KVVR(FM)	84237	Dutton, MT

ACME is advised that Mr. McNeill has an attributable interest in Millcreek Broadcasting, LLC, licensee of:

<u>Call Sign</u>	<u>Fac. Id. No.</u>	<u>City/State</u>
*KWKD(FM)	8272	Randolph, UT
*KUDD(FM)	33438	Roy, UT
*KUUU(FM)	37876	Tooele, UT
KFVR(FM)	72769	Nephi, UT
*KOVO(AM)	65665	Provo, UT
KMXU-FM	59035	Manti, UT

Millcreek time brokers station *KTCE(FM) (Facility ID #4339), Payson, UT. Pending before the Commission is an application for the acquisition of station *KCUA(FM) (ID #13483), Coalville, UT. Pending before the Commission is an application for the acquisition of station *KPED(FM) (ID #88483), Huntsville, UT by Millcreek. Millcreek Broadcasting, LLC controls Rocky Mountain, licensee of KOTB-FM, Evanston, WY (ID #20029). An asterisk (*) indicates that the station is EDP attributable.

ACME is advised that Mr. McNeill has an attributable interest in Desert Sky Media, LLC, licensee of KBYE(FM), Dolan Springs, AZ (ID #25692) and KVGS-FM, Laughlin, NV (ID #25752).

ACME is advised that Mr. McNeill has an attributable interest in Galaxy Communications, LP, ("Galaxy") licensee of:

<u>Call Sign</u>	<u>Fac. Id. No.</u>	<u>City/State</u>
WZUN(FM)	60253	Phoenix, NY
WTKW(FM)	22234	Bridgeport, NY
WTKV(FM)	24131	Oswego, NY
WSGO(AM)	24130	Oswego, NY
WKLL(FM)	54959	Frankfort, NY
WTLA(AM)	4546	North Syracuse, NY
WKRL-FM	54547	North Syracuse, NY
WTLB(AM)	54548	Utica, NY
WRCK(FM)	54549	Utica, NY
WKRH(FM)	56996	Minetto, NY

<u>Call Sign</u>	<u>Fac. Id. No.</u>	<u>City/State</u>
W256AC	22235	Solvay, NY
W267AL	85935	Syracuse, NY
WSCP(AM)	1046	Pulaski, NY
WSCP-FM	1047	Sandy Creek-Pulaski, NY

The FCC has granted an application for acquisition by Galaxy of control of the licensee of stations WABY(AM) (ID #4683), Albany, NY and WKLI(FM) (ID #73929), Ravena, NY.

ACME is advised that Mr. McNeill is a director of Radio One, Inc. ("ROI") and of its subsidiary Radio One Licenses, Inc. ("ROL"), which is licensee of:

<u>Call Sign</u>	<u>Fac. Id. No.</u>	<u>City/State</u>
K261AB	70039	New Hall, CA
KKBT(FM)	70038	Los Angeles, CA
WKYS(FM)	73200	Washington, DC
WOL(AM)	54713	Washington, DC
WVCG(AM)	74165	Coral Gables, FL
WPEZ(FM)	52548	Macon, GA
WFUN-FM	4948	Bethalto, IL
WTLC-FM	25071	Greenwood, IN
WHHH(FM)	60207	Indianapolis, IN
WTLC(AM)	51433	Indianapolis, IN
WDNI-LP	28199	Indianapolis, IN
WYJZ(FM)	6420	Lebanon, IN
WBOT(FM)	19633	Brockton, MA
WMMJ(FM)	54712	Bethesda, MD
WWIN(AM)	54709	Baltimore, MD
WWIN-FM	54710	Glen Bernie, MD
WOLB(AM)	54711	Baltimore, MD
WERQ-FM	68827	Baltimore, MD
WFXC-FM	36952	Durham, NC
WNNL-FM	9728	Fuquay-Varina, NC
WFXK-FM	24931	Tarboro, NC
WERE(AM)	41389	Cleveland, OH
WENZ(FM)	2685	Cleveland, OH
WZAK(AM)	74465	Cleveland, OH
WJMO(AM)	74472	Cleveland Heights, OH
WPHI-FM	30572	Jenkintown, PA
WPLY(FM)	25079	Media, PA
KBFB(FM)	9627	Dallas, TX
KTXQ-FM	6386	Gainsville, TX
KBXX(FM)	11969	Houston, TX
KMJQ(FM)	11971	Houston, TX
WKJS(FM)	321	Crewe, VA
WGCV(AM)	60474	Petersburg, VA

<u>Call Sign</u>	<u>Fac. Id. No.</u>	<u>City/State</u>
WRHH(FM)	60477	Petersburg, VA
WJMO-FM	3725	Richmond, VA
WCDX(FM)	60473	Mechanicsville, VA
WQOK-FM	52521	South Boston, VA

An application to acquire WEGF(FM) (ID #52548), Macon, GA has been filed with the FCC (File No. BALH-20010702ACS). This station is being operated pursuant to a LMA.

Blue Chip Merger Subsidiary, Inc. ("BCMSI") is a wholly-owned subsidiary of ROL. BCMSI is the parent of Blue Chip Broadcast Company and the sole member of Blue Chip Broadcasting Licenses II, Ltd.; Blue Chip Broadcast Company is the sole member Blue Chip Broadcasting, Ltd., which is the sole member of Blue Chip Broadcasting Licenses, Ltd. ("BCBL").

Blue Chip Broadcasting Licenses, Ltd. is the licensee of:

<u>Call Sign</u>	<u>Fac. Id. No.</u>	<u>City/State</u>
WING(AM)	25039	Dayton, OH
WING-FM	60252	Springfield, OH
WDBZ(AM)	10139	Cincinnati, OH
WCKX(FM)	27645	Columbus, OH
WJYD(FM)	63949	London, OH
WXMG(FM)	73972	Upper Arlington, OH
WGTZ(FM)	25043	Eaton, OH
WKSW(FM)	10113	Urbana, OH

Blue Chip Broadcasting Licenses II, LTD. is the licensee of:

<u>Call Sign</u>	<u>Fac. Id. No.</u>	<u>City/State</u>
WGZB-FM	53202	Corydon, IN
WGZB-FM1	53201	Louisville, KY
WIZF(FM)	5893	Erlanger, KY
WMJM(FM)	10322	Jeffersontown, KY
WDJX(FM)	55498	Louisville, KY
WULV(FM)	37236	Louisville, KY
WBTF(FM)	4592	Midway, KY
WLRS(FM)	51074	Shepherdsville, KY
KTTB(FM)	70705	Glencoe, MN

Radio One of Boston Licenses, Inc. (“ROBL”) is the licensee of station WILD(FM) (ID #47413), Boston, MA. ROBL is a wholly-owned subsidiary of Radio One of Charlotte, L.L.C. (“ROC”). ROI is the sole member of ROC.

Radio One of Augusta, Inc. (“ROG”) is a wholly-owned subsidiary of ROC. ROG is the licensee of:

<u>Call Sign</u>	<u>Fac. Id. No.</u>	<u>City/State</u>
WTHB(AM)	15843	Augusta, GA
WFXA-FM	15848	Augusta, GA
WAEG(FM)	31941	Evans, GA
WAEJ(FM)	31942	Waynesboro, GA
WAKB(FM)	15849	Wrens, GA

Broadcast Holdings, Inc.: ACME is advised that Mr. McNeill is a director of Broadcast Holdings, Inc., licensee of WYCB(AM) (ID #7038), Washington, DC, and that Mr. McNeill is also a director of its immediate parent company, WYCB Acquisition Corporation. ROI has entered into a Time Brokerage Agreement with Broadcast Holdings, Inc., a wholly owned subsidiary of WYCB Acquisition Corporation, which is wholly owned by ROI, to provide programming on WYCB(AM).

ROA Licenses, Inc.: ACME is advised that Mr. McNeill is a director of ROA Licenses, Inc., licensee of WHTA(FM), (ID #3105), Fayetteville, GA

Dogwood Licenses, Inc.: ACME is advised that Mr. McNeill is a director of Radio One of Atlanta, Inc., which holds a 45.5% voting interest in Dogwood Licenses, Inc., licensee of WJZZ-FM (ID #31872), Roswell, GA. Mr. McNeill is a director of Dogwood Licenses, Inc. and its parent company, Dogwood Communications.

Radio One of Detroit, Inc.: ACME is advised that Mr. McNeill is a director of Radio One of Detroit, Inc., licensee of stations WDTJ-FM, Detroit, MI (ID #4597) and WCHB(AM), Taylor, MI (ID #4598). Mr. McNeill is also a director of its immediate parent company – Bell Broadcasting Company.

Allur Licenses, Inc.: ACME is advised that Mr. McNeill is a director of Allur Licenses, Inc., licensee of WDMK(FM) (ID #54915), Mt. Clemens, MI. Mr. McNeill is also a director of its immediate parent company – Allur-Detroit, Inc.

Radio One of North Carolina, Inc. (“RONC”) is the licensee of station WCHH(FM) (ID #28898), Harrisburg, NC. RONC is a wholly-owned subsidiary of Davis Broadcasting of Charlotte, Inc., which is a wholly-owned subsidiary of ROI.

New Albany Broadcasting Co., Inc., licensee of WBLO(FM) (ID #76595), Charleston, IN is being LMAed by Radio One.