

OWNERSHIP STRUCTURE OF ASSIGNEE

South Dakota Television License Sub, L.L.C. (“License Sub”) and South Dakota Television, L.L.C. (“SDTV”) are both Delaware limited liability companies. SDTV, the sole member of License Sub, is a wholly-owned subsidiary of North Dakota Holdings, L.L.C. (“ND Holdings”), a Delaware limited liability company. ND Holdings is the sole member of SDTV. The following individuals serve as officers of License Sub and SDTV: Matthew E. Gormly III, Daniel M. Kortick, Robert Gluck, and Daniel L. Black.

ND Holdings. The members of ND Holdings consist of Wicks Television, L.L.C. (“Wicks TV”), J.P. Morgan Partners (BHCA), L.P. (“JP Morgan”), Robert Gluck, and Halyard Capital Fund, L.P. (“Halyard”).¹ The ownership and voting interests of ND Holdings are as follows: Wicks TV holds a 79.12% voting interest and 69.68% of the equity; JP Morgan holds a 19.30% voting interest and 17.00% of the equity; Robert Gluck holds a 1.58% voting interest and 1.34% of the equity; and Halyard is a non-attributable non-voting member with 11.98% of the equity. Halyard’s equity interest is convertible to a voting interest if, and only if, the conversion complies with the Communications Act of 1934, as amended, as well as the FCC’s rules and policies (and is subject to any necessary prior FCC approval). The members of ND Holdings’ governing board are Craig B. Klosk, Matthew E. Gormly III, Daniel M. Kortick, Peter G. Smith,² Carter F. Bales, Ryan Anderson, and Robert Gluck.

Wicks TV. Wicks TV is a Delaware limited liability company with two members: Wicks Communications & Media Partners, L.P. (“Wicks Communications”) and Wicks Parallel (Limited) Partnership I, L.P. (“Wicks Parallel”).

Both Wicks Communications and Wicks Parallel are Delaware limited partnerships whose sole general partner, with a 5% equity interest in each company, is Wicks Capital Management, L.P. (“Wicks Capital”). All of the limited partners in Wicks Communications and Wicks Parallel are insulated from any involvement in or control of the media activities of the respective limited partnership pursuant to the FCC-prescribed criteria.³

¹ Halyard, through a series of intermediaries, is a wholly-owned subsidiary of the Bank of Montreal, which is a Canadian-owned entity.

² Peter G. Smith is a Canadian citizen.

³ The insulated limited partners in Wicks Communications and Wicks Parallel collectively hold an 11.10% alien ownership interest in License Sub. In addition, Wicks Communications and Wicks Parallel are parties to a management agreement with The Wicks Group of Companies, L.L.C., a Delaware limited liability company, which is owned by the shareholders of Wicks Apex, Inc. (“Wicks Apex”) in the same percentage as their ownership in Wicks Apex.

Wicks Communications has 61 insulated limited partners, which include limited liability companies, general partnerships, limited partnerships, trusts, corporations, pension plans, and 14 individuals.

Wicks Parallel has 13 insulated limited partners, eight of whom are individuals, one of which is a limited partnership, one of which is a general partnership, one of which is a limited liability company, and two of which are trusts.

Wicks Capital is a Delaware limited partnership whose sole general partner is Wicks Apex, which holds a 1% equity interest. Wicks Capital also has eight limited partners, who collectively hold 99% of its equity and who are insulated in accordance with the Commission's prescribed criteria from any involvement in or control of Wicks Capital's media investments in their capacity as limited partners. However, one of the limited partners, Edgar R. Berner, holds attributable interests either directly or indirectly in Wicks TV. Specifically, Mr. Berner holds a 10.7695% ownership interest in Wicks Capital and also is an officer, director, and shareholder of Wicks Apex.

The following individuals (who are also officers, directors, and shareholders of Wicks Apex) hold ownership interests in insulated limited liability companies ("LLCs") which are limited partners of Wicks Capital. Their interests are as follows: Carter F. Bales is the managing member and holds an 85% LLC interest in a 19.387% limited partner; Craig B. Klosk holds a 59.3361% LLC interest in another 19.387% limited partner; Peter G. Smith holds an 16.8694% LLC interest in a 19.387% limited partner; and Matthew E. Gormly III holds a 16.67% LLC interest in another 19.387% limited partner.⁴

JP Morgan. JP Morgan is a Delaware limited partnership. Its sole general partner is JPMP Master Fund Manager, L.P. ("Master Fund"), which also is a Delaware limited partnership. Master Fund holds 100% of the voting rights of JP Morgan and 20% of its equity. JP Morgan also has a limited partner, Chatham Ventures, Inc. ("Chatham"), a New York corporation which holds 80% of its equity.

The sole general partner of Master Fund is JPMP Capital Corp. ("JPMP Capital"), a New York corporation. JPMP Capital controls 100% of the vote of Master Fund and holds 25% of its equity. The remaining 75% equity interest in Master Fund is held by a limited partner, with four individuals (Jeffrey C. Walker, Michael J. Blutt, Arnold L. Chavkin, and John M.B. O'Conner) holding at least 5%. The limited partner is insulated from any involvement in or control of Master Fund's media investments pursuant to the Commission-prescribed insulation criteria.

⁴ Family members of Messrs. Klosk and Smith also hold LLC interests and are beneficiaries of trusts that hold LLC interests. Other than Peter Smith, the only Smith family member who is not a U.S. citizen is his spouse, Janis L. Smith, who also is a Canadian citizen. Ms. Smith holds a 16.8694% LLC interest in a 19.387% limited partner of Wicks Capital. Family members of Mr. Bales are beneficiaries of trusts that hold LLC interests.

Both Chatham and JPMP Capital are wholly-owned subsidiaries of J.P. Morgan Chase & Co.⁵ J.P. Morgan Chase & Co. is a publicly-traded Delaware corporation. No person or entity holds 10% or more of its outstanding stock.

⁵ No more than 10% of the outstanding voting stock of J.P. Morgan Chase & Co. is foreign-owned. For purposes of calculating the assignee's foreign ownership, JP Morgan has requested that the assignee represent its foreign ownership as 9.9%.

Parties to the Application.

- (1) Name and address of 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 or holding the attributable interest). List the assignor 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 (debt plus equity)

(1)	(2)	(3)	(4)	(5)
South Dakota Television License Sub, L.L.C. ⁶ 405 Park Ave., Suite 702 New York, NY 10022-4405	U.S.	Assignee		
South Dakota Television, L.L.C. 405 Park Ave., Suite 702 New York, NY 10022-4405	U.S.	Member	100%	100%
Matthew E. Gormly III 405 Park Ave., Suite 702 New York, NY 10022-4405	U.S.	Vice President/ Treasurer	0%	0%
Daniel M. Kortick 405 Park Ave., Suite 702 New York, NY 10022-4405	U.S.	Vice President/ Secretary	0%	0%
Robert Gluck 405 Park Ave., Suite 702 New York, NY 10022-4405	U.S.	President/CEO	0%	0%
Daniel L. Black 405 Park Ave., Suite 702 New York, NY 10022-4405	U.S.	Vice President, Assist. Treasurer, & Assist. Secretary	0%	0%

⁶ The voting and ownership percentages reflected herein represent the composition of the assignee upon consummation of the proposed assignment.

(1)	(2)	(3)	(4)	(5)
South Dakota Television, L.L.C. 405 Park Ave., Suite 702 New York, NY 10022-4405	U.S.			
North Dakota Holdings, L.L.C. 405 Park Ave., Suite 702 New York, NY 10022-4405	U.S.	Member	100%	100%
Matthew E. Gormly III 405 Park Ave., Suite 702 New York, NY 10022-4405	U.S.	Vice President/ Treasurer	0%	0%
Daniel M. Kortick 405 Park Ave., Suite 702 New York, NY 10022-4405	U.S.	Vice President/ Secretary	0%	0%
Robert Gluck 405 Park Ave., Suite 702 New York, NY 10022-4405	U.S.	President/CEO	0%	0%
Daniel L. Black 405 Park Ave., Suite 702 New York, NY 10022-4405	U.S.	Vice President, Assist. Treasurer, & Assist. Secretary	0%	0%

(1)	(2)	(3)	(4)	(5)
North Dakota Holdings, L.L.C. 405 Park Ave., Suite 702 New York, NY 10022-4405	U.S.			
Wicks Television, L.L.C. 405 Park Ave., Suite 702 New York, NY 10022-4405	U.S.	Member	79.12%	69.68%
J.P. Morgan Partners (BHCA), L.P. 1221 Avenue of the Americas 39 th Floor New York, NY 10022-1080	U.S.	Member	19.30%	17.00%
Craig B. Klosk 405 Park Ave., Suite 702 New York, NY 10022-4405	U.S.	Board Member	0%	0%
Matthew E. Gormly III 405 Park Ave., Suite 702 New York, NY 10022-4405	U.S.	Chairman of the Board/Vice President	0%	0%
Daniel M. Kortick 405 Park Ave., Suite 702 New York, NY 10022-4405	U.S.	Vice President/ Secretary/Board Member	0%	0%
Peter G. Smith 405 Park Ave., Suite 702 New York, NY 10022-4405	Canada	Board Member	0%	0%
Carter F. Bales 405 Park Ave., Suite 702 New York, NY 10022-4405	U.S.	Board Member	0%	0%
Ryan Anderson 1221 Avenue of the Americas 39 th Floor New York, NY 10022-1080	U.S.	Board Member	0%	0%
Robert Gluck 405 Park Ave., Suite 702 New York, NY 10022-4405	U.S.	President/CEO/Board Member	1.58%	1.39%

(1)	(2)	(3)	(4)	(5)
Wicks Television, L.L.C. 405 Park Ave., Suite 702 New York, NY 10022-4405	U.S.			
Wicks Communications & Media Partners, L.P. 405 Park Ave., Suite 702 New York, NY 10022-4405	U.S.	Member/Manager	97.46%	97.46%
Wicks Parallel (Limited) Partnership I, L.P. 405 Park Ave., Suite 702 New York, NY 10022-4405	U.S.	Member	2.54%	2.54%
Matthew E. Gormly III 405 Park Ave., Suite 702 New York, NY 10022-4405	U.S.	President	0%	0%
Daniel M. Kortick 405 Park Ave., Suite 702 New York, NY 10022-4405	U.S.	Vice President/ Secretary	0%	0%
E. Sue Cho 405 Park Ave., Suite 702 New York, NY 10022-4405	U.S.	Vice President/ Treasurer	0%	0%

(1)	(2)	(3)	(4)	(5)
Wicks Communications & Media Partners, L.P. 405 Park Ave., Suite 702 New York, NY 10022-4405	U.S.			
Wicks Capital Management L.P. 405 Park Ave., Suite 702 New York, NY 10022-4405	U.S.	General Partner	100%	5%

(1)	(2)	(3)	(4)	(5)
Wicks Parallel (Limited) Partnership I, L.P. 405 Park Ave., Suite 702 New York, NY 10022-4405	U.S.			
Wicks Capital Management, L.P. 405 Park Avenue, Suite 702 New York, NY 10022-4405	U.S.	General Partner	100%	5%

(1)	(2)	(3)	(4)	(5)
Wicks Capital Management, L.P. 405 Park Avenue, Suite 702 New York, NY 10022-4405	U.S.			
Wicks Apex, Inc. 405 Park Avenue, Suite 702 New York, NY 10022-4405	U.S.	General Partner	100%	1%

(1)	(2)	(3)	(4)	(5)
Wicks Apex, Inc. 405 Park Ave., Suite 702 New York, NY 10022-4405	U.S.			
Carter F. Bales 405 Park Ave., Suite 702 New York, NY 10022-4405	U.S.	Managing Director and Co-President	20%	20%
Edgar R. Berner 405 Park Ave., Suite 702 New York, NY 10022-4405	U.S.	Managing Director, Co- President and Secretary	20%	20%
Matthew E. Gormly III 405 Park Ave., Suite 702 New York, NY 10022-4405	U.S.	Managing Director, Co- President and Assistant Treasurer	20%	20%
Craig B. Klosk 405 Park Ave., Suite 702 New York, NY 10022-4405	U.S.	Managing Director, Vice-President and Assistant Secretary	20%	20%
Peter G. Smith 405 Park Ave., Suite 702 New York, NY 10022-4405	Canada	Managing Director, Vice President, Treasurer	20%	20%

(1)	(2)	(3)	(4)	(5)
J.P. Morgan Partners (BHCA), L.P. ⁷ 1221 Avenue of the Americas 39 th Floor New York, NY 10022-1080	U.S.			
JPMP Master Fund Manager, L.P. 1221 Avenue of the Americas 39 th Floor New York, NY 10022-1080	U.S.	General Partner	100%	20%
Chatham Ventures, Inc.* 380 Madison Avenue New York, NY 10017	U.S.	Limited Partner	0%	80%

(1)	(2)	(3)	(4)	(5)
JPMP Master Fund Manager, L.P. 1221 Avenue of the Americas 39 th Floor New York, NY 10022-1080	U.S.			
JPMP Capital Corp.* 1221 Avenue of the Americas 39 th Floor New York, NY 10022-1080	U.S.	General Partner	100%	25%

⁷ JP Morgan has provided the ownership information contained in these tables.

(1)	(2)	(3)	(4)	(5)
Chatham Ventures, Inc. 380 Madison Avenue New York, NY 10017	U.S.			
J.P. Morgan Chase & Co.* ⁸ 270 Park Avenue New York, NY 10017	U.S.	Stockholder	100%	100%

(1)	(2)	(3)	(4)	(5)
JPMP Capital Corp.* 1221 Avenue of the Americas 39 th Floor New York, NY 10022-1080	U.S.			
J.P. Morgan Chase & Co.* 270 Park Avenue New York, NY 10017	U.S.	Stockholder	100%	100%

* J.P. Morgan and JPMP Master Fund Manager, L.P. have no officers and directors. Chatham Ventures, Inc. and JPMP Capital Corp. share officers and directors with J.P. Morgan Chase & Co. J.P. Morgan Chase & Co. is a publicly-traded Delaware corporation. No person or entity owns 5% or more of its outstanding stock. The list of officers and directors of J.P. Morgan Chase & Co. is extensive. All of the directors are U.S. citizens.

⁸ As stated above, not more than 10% of J.P. Morgan Chase & Co.'s outstanding voting stock is foreign-owned.