

Description of Proposed Transfer and Other Broadcast Authorizations

I. Description of Proposed Transfer

This application seeks consent to the pro forma transfer of control of Emmis Communications Corporation (“Emmis”), which is the ultimate parent company of the licensees of the stations listed on Attachment A, and also the ultimate controlling entity of the licensee of the stations listed on Attachment B, from Jeffrey H. Smulyan (de jure) to Jeffrey H. Smulyan (de facto).

Mr. Smulyan currently has de jure control of Emmis through his ownership and voting power over stock representing approximately 50.2% of the total voting rights in Emmis, including voting rights over approximately 318,600 shares as sole trustee of the company’s profit-sharing plan. The company now proposes to liquidate that plan by merging it into a company-sponsored 401(k) plan in which each individual participant would vote any stock in his or her account, eliminating Mr. Smulyan’s power to vote that stock.¹ As a result, Mr. Smulyan’s voting interest will fall below 50%.²

Notwithstanding the change in voting rights and the resulting loss of de jure control by Mr. Smulyan, he will clearly retain de facto control of Emmis, and, accordingly, of the licensee. Mr. Smulyan founded Emmis in 1979, has always been its chief executive officer, and clearly

¹ A copy of the corporate resolution authorizing the liquidation is set forth in Attachment C.

² The actual percentage will vary based on the number of shares outstanding at the time of the Plan’s liquidation. Based on current shares outstanding and Mr. Smulyan’s current holdings, his voting percentage would be approximately 49.9% upon the liquidation of the Plan. It is possible that, prior to the liquidation of the Plan, Mr. Smulyan’s voting interest could fall below 50% due to one or more other events, such as exercise of employee stock options, conversion of convertible preferred stock, the sale of shares by Mr. Smulyan or the issuance of additional voting stock. In the event of any such occurrences, however, the total number of shares involved would be such that no person or entity would acquire an “attributable interest” in Emmis, and Mr. Smulyan would still retain de facto control of the company. Accordingly, consent is also requested to a pro-forma transfer of control that occurs as a result of any such events.

dominates its affairs. Moreover, Mr. Smulyan will remain by far the largest shareholder. The Emmis voting stock not owned by Mr. Smulyan is publicly traded and widely held; in fact, to Emmis' knowledge, only two shareholders—both institutional investors subject to the 20% attribution threshold--have interests greater than 5%--viz., 6.2% and 5.7%. Since Mr. Smulyan will retain de facto control, the proposed transfer is eligible for processing via a "short-form" application. See, e.g, *Bartell Broadcasters, Inc.*, 19 FCC 2d 890 (1969).

II. Other Broadcast Authorizations

Jeffrey H. Smulyan, Chairman, CEO and controlling shareholder of the parent company, Emmis, is a trustee of a trust that has an attributable interest in WNTS(AM), Beech Grove, IN (Fac. ID No. 58320). In addition, Jack N. Marsella, a Senior Vice-President of Emmis Operating Company, is an officer and director of the licensee of WNTS.

Mr. Smulyan is also a Trustee of Ball State University, licensee of noncommercial educational FM station WBST (Facility ID # 3645) and noncommercial educational television station WIPB (Facility ID # 3646), both Muncie, Indiana.

Lawrence Sorrel, a member of the Board of Directors of Emmis, is a member and Co-Director of Private Equity of Thomas Weisel Capital Partners, L.P., which has an attributable interest in NextMedia Investors LLC. NextMedia Investors LLC, through an indirect wholly-owned subsidiary, NM Licensing LLC, owns and operates the broadcast stations listed in Attachment D.

Frank Sica, a member of the Board of Directors of Emmis, is a member of the Board of Trustees of Wesleyan University, the licensee of noncommercial educational FM station WESU, Middletown, Connecticut (Fac. ID No. 71537).

ATTACHMENT A

Emmis Television License Corporation is the licensee of the following stations:

Call Letters	Facility ID Number	Location
KHON-TV	4144	Honolulu, HI
KGMB(TV)	36917	Honolulu, HI
KGMV(TV)	36920	Wailuku, HI
KAIH-TV	4145	Wailuku, HI
KGMD-TV	36914	Hilo, HI
KHAW-TV	4146	Hilo, HI
WALA-TV	4143	Mobile, AL
WFTX(TV)	70649	Cape Coral, FL
WLUK-TV	4150	Green Bay, WI
WTHI-TV	70655	Terre Haute, IN
WVUE(TV)	4149	New Orleans, LA
WKCF(TV)	53465	Clermont, FL
KGUN(TV)	36918	Tucson, AZ
KRQE(TV)	48575	Albuquerque, NM
KBIM-TV	48556	Roswell, NM
KREZ-TV	48589	Durango, CO
KMTV(TV)	35190	Omaha, NE
WSAZ-TV	36912	Huntington, WV
KOIN(TV)	35380	Portland, OR
WBPG(TV)	83943	Gulf Shores, AL

Emmis Radio License Corporation is the licensee of the following stations:

Call Letters	Facility ID Number	Location
KPWR(FM)	35498	Los Angeles, CA
KZLA-FM	59987	Los Angeles, CA
KSHE(FM)	19523	Crestwood, MO
KFTK(FM)	73890	Florissant, MO
KIHT(FM)	27022	St. Louis, MO
KPNT(FM)	56525	St. Genevieve, MO
WRDA(FM)	74578	Jerseyville, IL
WENS(FM)	19522	Shelbyville, IN
WNOU(FM)	19524	Indianapolis, IN
WYXB(FM)	51432	Indianapolis, IN
WIBC(AM)	19521	Indianapolis, IN
WKQX(FM)	19525	Chicago, IL
WQCD(FM)	67846	New York, NY
WTHI-FM	70652	Terre Haute, IN
WWVR(FM)	68824	West Terre Haute, IN
KKFR(FM)	65479	Glendale, AZ
KKLT(FM)	52514	Phoenix, AZ
KMVP(AM)	1326	Phoenix, AZ
KTAR(AM)	52515	Phoenix, AZ

Emmis License Corporation of New York is the licensee of the following station:

Call Letters	Facility ID Number	Location
WQHT(FM)	19615	New York, NY

Emmis Radio License Corporation of New York is the licensee of the following station:

Call Letters	Facility ID Number	Location
WRKS(FM)	63781	New York, NY

SJL of Kansas Corp. is the direct parent company of Emmis Television License Corporation of Wichita and Topeka Television Corporation. Topeka Television Corporation is the direct parent company of Emmis Television License Corporation of Topeka.

Emmis Television License Corporation of Wichita is the licensee of the following stations:

Call Letters	Facility ID Number	Location
KSNW(TV)	72358	Wichita, KS
KSNC(TV)	72359	Great Bend, KS
KSNG(TV)	72361	Garden City, KS
KSNK(TV)	72362	McCook, NE

Emmis Television License Corporation of Topeka is the licensee of the following station:

Call Letters	Facility ID Number	Location
KSNT(TV)	67335	Topeka, KS

ATTACHMENT B

Emmis Austin Radio Broadcasting Company, L.P. is the licensee of the following stations:

Call Letters	Facility ID Number	Location
KLBJ(AM)	65791	Austin, TX
KLBJ-FM	65792	Austin, TX
KXMG(FM)	23604	Cedar Park, TX
KGSR(FM)	9973	Bastrop, TX
KROX-FM	54659	Buda, TX
KEYI-FM	41213	San Marcos, TX

**WRITTEN CONSENT OF THE BOARD OF DIRECTORS
OF EMMIS OPERATING COMPANY**

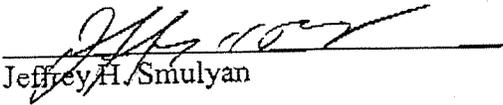
The undersigned, being the sole member of the Board of Directors of Emmis Operating Company (the "Corporation"), acting without a meeting, hereby consents to the adoption of, and adopts, the following Resolutions, each to have the same force and effect as if adopted at a duly called and held meeting of the Board of Directors.

RESOLVED, that as soon as administratively feasible after the completion of prudent and appropriate due diligence, and conditioned upon receipt of the prior approval of the Federal Communications Commission, all of the assets and liabilities of the trust for the Emmis Operating Company Profit Sharing Plan (the "Profit Sharing Plan") shall be transferred, in a trustee to trustee transfer, to the trust for the Emmis Operating Company 401(k) Plan (the "401(k) Plan"); provided, however, that if a Profit Sharing Plan participant is also a participant in the Emmis Operating Company 401(k) Plan Two ("401(k) Plan Two"), the assets and liabilities attributable to that participant's Profit Sharing Plan account shall instead be transferred to 401(k) Plan Two. Upon these transfers, the Profit Sharing Plan shall cease to exist as a separate plan.

FURTHER RESOLVED, that upon the merger described in the foregoing resolution, the amounts credited to a participant's account in the Profit Sharing Plan shall be credited to a separate bookkeeping account for the participant under the 401(k) Plan or 401(k) Plan Two, as the case may be. A participant shall be permitted to direct the investment of the transferred account to the same extent that he or she may direct the investment of his or her existing accounts under the 401(k) Plan or 401(k) Plan Two, whichever is applicable. Optional forms of distribution with respect to transferred accounts shall be preserved under the 401(k) Plan and 401(k) Plan Two to the extent required by applicable law.

FURTHER RESOLVED, that the appropriate officers of the Corporation are hereby authorized and directed to take all further actions and execute any and all documents that they, in their discretion, deem necessary or advisable to carry out the intent of the foregoing resolutions.

The foregoing corporate actions shall have the same effect and validity as those duly taken by actions of members of the Board of Directors of the Corporation at a meeting duly called and legally held. This written consent is executed on this 8th day of March, 2004.


Jeffrey H. Smulyan

ATTACHMENT D

Call Sign	Facility ID	Location
WJBR-FM	14374	Wilmington, DE
WERV-FM	73171	Aurora, IL
WRXQ (FM)	3959	Coal City, IL
WCCQ (FM)	10677	Crest Hill, IL
WDZ (AM)	53348	Decatur, IL
WDZQ (FM)	47004	Decatur, IL
WSOY (AM)	36945	Decatur, IL
WSOY-FM	36951	Decatur, IL
WJOL (AM)	62235	Joliet, IL
WLLI-FM	62240	Joliet, IL
WCZQ (FM)	46942	Monticello, IL
WKRS (AM)	10450	Waukegan, IL
WXLC (FM)	10451	Waukegan, IL
WZSR (FM)	53505	Woodstock, IL
WTCF (FM)	41842	Carrollton, MI
WCEN-FM	60787	Hemlock, MI
WGER (FM)	20384	Saginaw, MI
WSGW (AM)	22674	Saginaw, MI
WTLZ (FM)	74093	Saginaw, MI
KTHX-FM	48685	Dayton, NV
KURK (FM)	64055	Reno, NV
KJZS (FM)	13528	Sparks, NV

Call Sign	Facility ID	Location
KRZQ-FM	48683	Sparks, NV
WQZL (FM)	47883	Belhaven, NC
WANG (AM)	47108	Havelock, NC
WANG-FM	47106	Havelock, NC
WKOQ (FM)	47884	Jacksonville, NC
WQSL (FM)	28171	Jacksonville, NC
WXQR-FM	28172	Jacksonville, NC
WRNS-FM	36950	Kinston, NC
WRNS (AM)	36944	Kinston, NC
WDLX (AM)	64610	Washington, NC
WERO (FM)	64609	Washington, NC
WHBC (AM)	4489	Canton, OH
WHBC-FM	4488	Canton, OH
KKAJ-FM	11181	Ardmore, OK
KVSO (AM)	11182	Ardmore, OK
KTRX (FM)	88041	Dickson, OK
KLAK (FM)	36265	Durant, OK
KYNZ (FM)	58333	Lone Grove, OK
WFGO (FM)	52144	Erie, PA
WFNN (AM)	26611	Erie, PA
WJET (AM)	33769	Erie, PA
WRTS (FM)	55028	Erie, PA
WUSE (FM)	76244	Fairview, PA
WRKT (FM)	55063	North East, PA
WMYB (FM)	27265	Myrtle Beach, SC

Call Sign	Facility ID	Location
WQJM (AM)	234775	Myrtle Beach, SC
WKZQ-FM	24776	Myrtle Beach, SC
WYAV (FM)	36947	Myrtle Beach, SC
WRNN (FM)	53949	Socastee, SC
KMKT (FM)	77588	Bells, TX
KLLL-FM	36954	Lubbock, TX
KONE (FM)	26519	Lubbock, TX
KMMX (FM)	86	Tahoka, TX
KMAD-FM	54812	Whitesboro, TX
WIIL (FM)	28473	Kenosha, WI
WLIP (AM)	28478	Kenosha, WI
WEXT (FM)	53506	Sturtevant, WI
K226AL	86510	Carson City, NV
K286AG	81843	Carson City, NV
K240CA	49252	Crystal Bay, NV

NM Licensing LLC also presents programs over the facilities of Station KBTE (FM), Facility ID No. 1302, Tulia, Texas through a time brokerage arrangement.