

PARTIES TO APPLICATION

The proposed assignee, ACME Television Licenses of New Mexico, LLC, is an indirect subsidiary of ACME Communications, Inc. ("ACME"), a Delaware corporation. The ownership structure of ACME and its various subsidiaries is set forth in the attached chart. Those parties who serve as an officer, member, director, or who hold 5% or more of the voting stock or membership interest in ACME or a subsidiary in the ownership chain of the proposed assignee, are set forth in the following tables.

**Ownership Structure of
 ACME Television Licenses of New Mexico, LLC**

Name & Address	Citizenship	Positional Interest	Percentage of Votes	Percentage of Total Assets
ACME Television Licenses of New Mexico, LLC 2101 East Fourth Street Suite 202 Santa Ana, CA 92705	Delaware LLC	(Assignee)		
ACME Television, LLC 2101 East Fourth Street Suite 202 Santa Ana, CA 92705	US	Sole Member	100%	100%
Jamie Kellner One CNN Center Drive 14th Floor, Room 1405 Atlanta, GA 30303	US	CEO	0%	0%
Douglas Gealy 10829 Olive Blvd. Suite 202 St. Louis, MO 63141	US	President	0%	0%
Thomas D. Allen 2101 East Fourth Street Suite 202 Santa Ana, CA 92705	US	CFO, Executive Vice President, Secretary	0%	0%

Ownership Structure of ACME Television, LLC

Name & Address	Citizenship	Positional Interest	Percentage of Votes	Percentage of Total Assets
ACME Television, LLC 2101 East Fourth Street Suite 202 Santa Ana, CA 92705	Delaware LLC			
ACME Intermediate Holdings, LLC 2101 East Fourth Street Suite 202 Santa Ana, CA 92705	US	Member	99.5%	99.5%
Jamie Kellner One CNN Center Drive 14th Floor, Room 1405 Atlanta, GA 30303	US	Chairman & CEO	0%	0%
Douglas Gealy 10829 Olive Blvd. Suite 202 St. Louis, MO 63141	US	COO & President	0%	0%
Thomas D. Allen 2101 East Fourth Street Suite 202 Santa Ana, CA 92705	US	CFO & Executive Vice President	0%	0%

Ownership Structure of ACME Intermediate Holdings, LLC

Name & Address	Citizenship	Positional Interest	Percentage of Votes	Percentage of Total Assets
ACME Intermediate Holdings, LLC 2101 East Fourth Street Suite 202 Santa Ana, CA 92705	Delaware LLC			
ACME Television Holdings, LLC 2101 East Fourth Street Suite 202 Santa Ana, CA 92705	US	Member	91.65%	91.65%
ACME Communications, Inc. 2101 East Fourth Street Suite 202 Santa Ana, CA 92705	US	Member	8.35%	8.35%
Jamie Kellner One CNN Center Drive 14th Floor, Room 1405 Atlanta, GA 30303	US	Chairman & CEO	0%	0%
Douglas Gealy 10829 Olive Blvd. Suite 202 St. Louis, MO 63141	US	COO & President	0%	0%
Thomas D. Allen 2101 East Fourth Street Suite 202 Santa Ana, CA 92705	US	CFO & Executive Vice President	0%	0%

Ownership Structure of ACME Television Holdings, LLC

Name & Address	Citizenship	Positional Interest	Percentage of Votes	Percentage of Total Assets
ACME Television Holdings, LLC 2101 East Fourth Street Suite 202 Santa Ana, CA 92705	Delaware LLC			
ACME Communications, Inc. 2101 East Fourth Street Suite 202 Santa Ana, CA 92705	US	Sole Member	100%	100%
Jamie Kellner One CNN Center Drive 14th Floor, Room 1405 Atlanta, GA 30303	US	Chairman, CEO, & Advisor	0%	0%
Douglas Gealy 10829 Olive Blvd. Suite 202 St. Louis, MO 63141	US	COO, President & Advisor	0%	0%
Thomas D. Allen 2101 East Fourth Street Suite 202 Santa Ana, CA 92705	US	CFO, Executive Vice President & Advisor	0%	0%

Ownership Structure of ACME Communications, Inc.

Name & Address	Citizenship	Positional Interest	Percentage of Votes	Percentage of Total Assets
ACME Communications, Inc. 2101 East Fourth Street Suite 202 Santa Ana, CA 92705	Delaware Corporation	(Ultimate Parent)		
Jamie Kellner One CNN Center Drive 14th Floor, Room 1405 Atlanta, GA 30303	US	Board Chairman & CEO	5.98%	5.98%
Douglas Gealy 10829 Olive Blvd. Suite 202 St. Louis, MO 63141	US	COO, President Director	4.37%	4.37%
Thomas D. Allen 2101 East Fourth Street Suite 202 Santa Ana, CA 92705	US	CFO, Executive Vice President, Secretary & Director	4.36%	4.36%
Thomas Embrescia 1228 Euclid Avenue Suite 860 Cleveland, OH 44115	US	Director & Stockholder	0.90%	0.90%
Brian McNeill 5 Charles River Square Boston, MA 02114	US	Director	0%	0%
James Collis 199 Water Street 20th Floor New York, NY 100038	US	Director	0%	0%
Alta Communications VI, L.P. 200 Clarendon Street 51st Floor Boston, MA 02116	US	Stockholder	6.72%	6.72%
Dimensional Fund Advisors, Inc.* 1299 Ocean Avenue 11th Floor Santa Monica, CA 90401	US	Stockholder	5.62%	5.62%
Franklin Templeton Investments* One Franklin Parkway San Mateo, CA 94403	US	Stockholder	9.34%	9.34%

(ACME Communications, Inc. cont.)

Name & Address	Citizenship	Positional Interest	Percentage of Votes	Percentage of Total Assets
Gabelli Asset Management, Inc. One Corporate Center Rye, NY 10580	US	Stockholder	7.25%	7.25%
TCW Investment Management Co.* 11100 Santa Monica Blvd. Suite 2000 Los Angeles, CA 90025	US	Stockholder	5.80%	7.13%
CEA Capital Partners, USA, LP 199 Water Street, 20th Floor New York, NY 10038	US	Stockholder	9.17%	9.17%

* The respective stock interests of Dimensional Fund Advisors, Inc., Franklin Templeton Investments, and TCW Investment Management Co. are non-attributable pursuant to Note 2, subparagraph (b), to Section 73.3555 of the Commission's rules.

OWNERSHIP STRUCTURE

