

Emmis Communications Corporation

Computation of Company Leverage Ratio under Second Amendment to credit facility

As of November 30, 2009

Dollars in Thousands

**Computation of Emmis Operating Company Total Leverage Ratio
Under the Revolving Credit and Term Loan Agreement:**

Numerator:

Senior credit facility debt outstanding	\$	343,000
Plus: Letters of credit outstanding		965
Plus: Other		33
Total Emmis Operating Company debt outstanding, as defined	\$	<u>343,998</u>

Denominator:

Trailing twelve-months operating income from continuing operations	\$	(331,149)
Plus: Depreciation and amortization		10,132
Plus: Noncash compensation		3,053
Plus: Impairment loss		337,614
Less: Gain on disposal of assets		(130)
Less: Austin actual revenues		(24,052)
Plus: Austin actual operating expenses		15,861
Plus/Less: Other reconciling items as defined in senior credit agreement, including cash distributions from Austin		13,494
Total pro forma EBITDA, as defined	\$	<u>24,823</u>

Emmis Operating Company total leverage ratio 13.9

Requirement See Note A

Note A > Total Leverage Ratio, as defined, is not applicable during the Suspension Period, as defined.