

Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name		2 Issuer's employer identification number (EIN)	
ACME COMMUNICATIONS, Inc.		33-0866283	
3 Name of contact for additional information	4 Telephone No. of contact	5 Email address of contact	
THOMAS D. ALLEN	714 245-9499	t.allen@acmecom.com	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact		7 City, town, or post office, state, and Zip code of contact	
2101 E. FOURTH ST., SUITE 202A		SANTA ANA, CA 92705	
8 Date of action		9 Classification and description	
APRIL 24, 2013			
10 CUSIP number	11 Serial number(s)	12 Ticker symbol	13 Account number(s)
004631107		ACME.PK	

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ **ON APRIL 1, 2013 THE BOARD OF DIRECTORS APPROVED A CASH DISTRIBUTION OF \$0.08 PER SHARE TO SHAREHOLDERS OF RECORD AS OF THE CLOSE OF BUSINESS ON APRIL 16, 2013. THE DISTRIBUTION WILL BE PAID ON APRIL 24, 2013.**

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ **THE ENTIRE AMOUNT OF THE DISTRIBUTION IS A RETURN OF CAPITAL AND PAID PURSUANT TO A PLAN OF LIQUIDATION RATIFIED AND APPROVED BY THE SHAREHOLDERS ON DECEMBER 10, 2012.**

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶

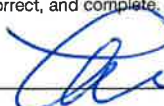
Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ _____

18 Can any resulting loss be recognized? ▶ _____

NO - THE SHAREHOLDER'S BASIS CANNOT BE REDUCED BELOW ZERO AS THIS IS NOT A FINAL DISTRIBUTION.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ _____

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.			
	Signature ▶ 		Date ▶ 4/8/13	
Paid Preparer Use Only	Print your name ▶ THOMAS D. ALLEN		Title ▶ SECRETARY	
	Print/Type preparer's name		Preparer's signature	
	Date		Check <input type="checkbox"/> if self-employed PTIN	
	Firm's name ▶		Firm's EIN ▶	
Firm's address ▶		Phone no.		