

## STATEMENT AS TO TRANSFER OF CONTROL

The instant application is submitted in order to secure the FCC's consent to the transfer of control of Entravision Communications Corporation ("Entravision"), the parent of Entravision Holdings, LLC, the holder of 111 broadcast station licenses.

The transfer of control arises as a result of the resignation of Mr. Philip C. Wilkinson as a director of Entravision. Mr. Wilkinson is the holder of shares of Class B common stock of Entravision which, under Entravision's Certificate of Incorporation, have voting rights equal to 10 votes for each share. Under the Certificate of Incorporation, following his resignation as a director of Entravision, Mr. Wilkinson's shares in Entravision will automatically convert from Class B common stock to Class A common stock, which have voting rights equal to one vote for each share.

As a result of the automatic conversion of Mr. Wilkinson's shares of Class B common stock to shares of Class A common stock, the relative voting percentages of Entravision shareholders will be adjusted, as evidenced in the tables below. The change of significance is that Mr. Walter F. Ulloa's beneficial voting interest will automatically increase from approximately 46.3 % to approximately 54.1%, which will be a majority beneficial voting interest in Entravision. Consequently, the instant application is being submitted to inform the Commission that Mr. Ulloa will hold the votes to a majority of the shares of Entravision, thereby, according to the policies adopted by the Commission, securing control of Entravision, and to request that the Commission consent thereto.

### As of January 14, 2015:

	Number of shares and outstanding	Percentage of shares beneficially held	Number of votes beneficially held	Percentage of beneficial voting
Class A common stock	59,109,720	67.6%	59,109,720	23.8%
Class B common stock				
- Walter F. Ulloa beneficial ownership	11,489,365	13.1%	114,893,650	46.3%
- Other Class B holders	7,440,670	8.5%	74,406,700	30.0%
Class U common stock (nonvoting)	9,352,729	10.7%	-	-
Total shares issued and outstanding:	87,392,484			
Total number of votes:			248,410,070	

### Pro Forma (upon conversion of P. Wilkinson shares): \*\*

	Number of shares issued and outstanding	Percentage of shares beneficially held	Number of votes beneficially held	Percentage of beneficial voting
Class A common stock	63,112,142	72.2%	63,112,142	29.7%
Class B common stock				
- Walter F. Ulloa beneficial ownership	11,489,365	13.1%	114,893,650	54.1%
- Other Class B holders	3,438,248	3.9%	34,382,480	16.2%
Class U common stock (nonvoting)	9,352,729	10.7%	-	-
Total shares issued and outstanding:	87,392,484			
Total number of votes:			212,388,272	

\*\* Based on shares outstanding as of January 14, 2015.