

**STATEMENT IN RESPONSE TO QUESTION 3
OF FCC FORM 315**

Attached to this application and to other concurrently filed transfer of control applications is a copy of the Agreement and Plan of Merger by and among Univision Communications Inc., Umbrella Holdings, LLC and Umbrella Acquisition, Inc., dated June 26, 2006 (“Agreement”), which contemplates the transfer of control of Univision Communications Inc. (“Seller”), the ultimate parent company of the licensees of various radio and television stations, to Umbrella Holdings, LLC (“Buyer”).¹ Subject to the matters discussed in this Statement, the Agreement embodies the complete and final understanding between the Buyer and Seller, and complies fully with the Commission's rules and policies.

In addition to the Agreement, the parties have submitted Exhibit A to the Agreement, Voting and Proxy Agreement, and Exhibit B to the Agreement, Form of Voting Agreement, with this application. A copy of the text of the Agreement, Exhibit A and Exhibit B are also being placed in the public inspection files of the stations involved. The parties have not submitted the Company Disclosure Schedule, Buyer Disclosure Schedule, Limited Guarantees and Annex A to the Agreement with this application, nor are those documents being placed in the public inspection files of the stations involved.

Buyer principals Madison Dearborn Capital Partners V-A, L.P., Madison Dearborn Capital Partners IV, L.P., TPG Partners V, L.P., SCG Investments II, LLC, Providence Equity Partners V L.P., and Thomas H. Lee Equity Fund VI, L.P., have executed a Limited Guarantee of certain Buyer obligations under the Agreement. Annex A to the Agreement provides information regarding the maximum amount that each Investor has guaranteed. The Limited Guarantees and Annex A to the Agreement contain proprietary and confidential information, which is unnecessary for the Commission’s review of the application.

The following is a description of the information contained in the Company Disclosure Schedule and Buyer Disclosure Schedule.

Company Disclosure Schedule. The Company Disclosure Schedule contains the following individual schedules.

Schedule 4.3 – Capitalization

Schedule 4.5 – No Conflict; Required Filings and Consents

Schedule 4.6 – Permits and Licenses; Compliance with Laws

Schedule 4.9 – Absence of Certain Changes or Events

Schedule 4.11 – Absence of Litigation

Schedule 4.12 – Employee Benefit Plans

Schedule 4.13 – Labor Matters

Schedule 4.14 – Trademarks, Patents and Copyrights

¹ It is the understanding of the Transferor that, on or prior to the closing of the transaction, Umbrella Holdings, LLC, a Delaware limited liability company, will be converted into a Delaware corporation and its name will change to Broadcasting Media Partners Inc.

Schedule 4.15 – Taxes
Schedule 4.16 – Title to Properties; Assets
Schedule 4.17 – Material Contracts
Schedule 4.20 – Vote Required
Schedule 4.22 – Digital Television
Schedule 6.1 – Conduct of Business by the Company Pending the Merger
Schedule 6.1(e) – Other Restricted Stock Units
Schedule 6.2 – FCC Matters
Schedule 6.11(c) – Employee Matters
Section A – Definitions for Company Disclosure Schedule

Buyer Disclosure Schedule. The Buyer Disclosure Schedule contains the following individual schedules.

Schedule 5.5 – FCC Matters
Schedule 5.7 – Debt Commitment Letters
Schedule 5.7 – Equity Commitment Letters
Schedule 5.9 – Capitalization of Buyer
Schedule 5.11 – Operational Agreements
Schedule 5.12 – Brokers
Section A – Definitions for Buyer Disclosure Schedule

As can be seen from the above list of schedules, many of the schedules contain proprietary information that is highly confidential, unnecessary for Commission review of the instant application, and would not normally be made available to competitors or the public. Examples include financial information, budgets, salary information, employee benefit plan information and the like. Other schedules contain information that is wholly irrelevant to the Commission’s consideration of the application, and some schedules contain lists of licenses, pending applications, and the like. That information is already in the Commission’s files relating to the stations. In addition, this information has not been made available to the public as part of the Company’s filings with the Securities and Exchange Commission.

Finally, a number of schedules relate to disclosures by one party to the other of certain exceptions, limitations or other information relating to representations, warranties, covenants and the like in the Agreement. This information is proprietary, does not relate to the qualifications of the parties, and would not assist the Commission’s consideration of the instant application.

It should be noted that the listing of a schedule does not mean that the schedule contains substantive information. As is often the case, during the course of negotiation of an Agreement, the parties may provide for schedules in the Agreement before they have determined whether any information will be placed in those schedules (e.g., “except as set forth in Schedule X, all the equipment is in good operating condition”). In such a case, the final schedule may contain only an entry such as “None.” Therefore, the mere fact that a schedule is listed and numbered should not be interpreted to mean that such schedule actually contains any substantive information.

For the reasons given above, it is submitted that the public interest would not be served, and indeed it would be a waste of Commission and the parties’ resources, to require the

schedules to the Agreement in this case be submitted to the Commission or be placed in the public inspection files of the numerous stations involved in the transaction.

In the event that the Commission desires to review any of the subject information, it will be supplied to the Commission. The parties reserve the right, in appropriate circumstances, to submit such information pursuant to regulations implementing the Freedom of Information Act which restrict public access to certain confidential information.