

### **AGREEMENTS**

Una Vez Mas, LP (“UVM LP”) proposes herein assignment of the license for KPDF-CA, Phoenix, AZ (Facility ID 73764) to Una Vez Mas Phoenix License, LLC (“UVM Phoenix”). At closing, UVM LP will be UVM Phoenix’s sole member.

As of December 30, 2005, UVM LP’s sole general partner, Una Vez Mas GP, LLC (“UVM GP”), is controlled by a three person board that includes Terry Crosby, Randy Nonberg, and Andrew Mulderry, each of whom is a U.S. citizen (*See* File No. BALTTA-20051205AAA, granted December 9, 2005). The Investment and Loan Agreement (“ILA”) entered into between UVM LP and its affiliates and Alta Communications IX, L.P. and its affiliates (“Alta Investors”) and the Agreement of Limited Partnership for UVM LP (“LPA”) contemplate expansion of the UVM GP Board, contingent upon the Commission approval sought herein, to a Board comprised of five directors, each with one vote (the “Board”): Terry Crosby, Randy Nonberg, Andrew Mulderry, Brian McNeill and Jay Hoker. The two new Board members, Mr. McNeill and Mr. Hoker are U.S. Citizens.

Because the proposed transaction does not involve a “sale” of the station, no contract has been included with this application. Since ultimate control of the license for KPDF-CA will shift from a Board of three members controlled by Messrs. Crosby and Nonberg to the Board of five members, however, the parties believe use of FCC Form 345 is appropriate. UVM will provide the Commission with appropriately redacted copies of the ILA and LP Agreements if necessary to the Commission’s public interest evaluation of this application.