

Section III - Assignee

Question 5

I. DESCRIPTION OF REORGANIZATION

The instant assignment application seeks Commission consent to the *pro forma* assignment of license of KDUO(TV), Flagstaff, Arizona from Univision Communications Inc. ("UCI") to Univision Partnership of Flagstaff, a newly-formed, wholly-owned indirect subsidiary. Univision Partnership of Flagstaff is a Delaware general partnership. As the contemplated assignment is from a corporate parent to an indirectly-owned subsidiary, the assignment is *pro forma* and properly the subject of an FCC Form 316 short form application. As this transfer is part of a corporate reorganization, no agreement memorializing the transaction currently exists. Moreover, there is no consideration, apart from assumption of liabilities, for the transaction.

Upon consummation of the instant assignment, the ownership structure of KDUO(TV) will be as follows: UCI wholly owns Telefutura, a Delaware corporation. Telefutura is the sole member of the newly-formed Delaware limited liability company, Univision Southwest LLC. In turn, Univision Southwest LLC will be the managing general partner of, and hold a 1% interest in, the licensee, Univision Partnership of Flagstaff. Telefutura will be a partner of Univision Partnership of Flagstaff and hold the remaining 99% partnership interest in the licensee.

II. OTHER BROADCAST INTERESTS

Univision Communications Inc. ("UCI"), the applicant herein, is a publicly-traded company, and no single person or entity holds 33% or more of the debt/equity of the company. A. Jerrold Perenchio is the single majority shareholder, voting 69.08% of the stock of UCI, by virtue of the fact that his Class P common stock is entitled to 10 votes per share so long as he continues to own at least 30% of the shares he held on October 2, 1996.

Grupo Televisa, S.A. and Venevision Investments LLC are shareholders which are each represented by a director on the UCI Board of Directors and which are controlled by non-U.S. citizens. In addition, each entity holds certain warrants which would allow it to increase its stock holdings to the extent that it is lawful for such a foreign entity to do so. In approving UCI's application on FCC Form 316 with respect to UCI's reorganization and offering of Class A Common Stock in 1996 (FCC File Nos. BTCCT-9606281ID through BTCCT-9606281IN and BTCCT-9606281IP through BTCCT-9606281IV), the Commission approved this ownership structure. See Univision Holdings, Inc., 7 FCC Rcd 6672, 6673-74 (1992).

UCI wholly owns PTI Holdings, Inc. ("PTI"), which wholly owns Univision Television Group, Inc. ("UTGI"). UTGI is the controlling general partner and PTI is the non-controlling general partner of the following licensee partnerships, which are the licensees of the indicated broadcast stations:

KDTV License Partnership, G.P.	KDTV(TV), San Francisco, CA	FIN: 33778
	KDTV-LP, Santa Rosa, CA	FIN: 18148
KFTV License Partnership, G.P.	KFTV(TV), Hanford, CA	FIN: 34439
	KABE-LP, Bakersfield, CA	FIN: 34438
KMEX License Partnership, G.P.	KMEX-TV, Los Angeles, CA	FIN: 35123
KTVW License Partnership, G.P.	KTVW-TV, Phoenix, AZ	FIN: 35705
	KUVE-LP, Tucson, AZ	FIN: 78036
	K48GX, Tucson, AZ	FIN: 35704
KUVI License Partnership, G.P.	KUVI(TV), Bakersfield, CA	FIN: 7700
KUVN License Partnership, G.P.	KUVN(TV), Garland, TX	FIN: 35841
	KUVN-LP, Fort Worth, TX	FIN: 5319
KUVS License Partnership, G.P.	KUVS(TV), Modesto, CA	FIN: 58609
KWEX License Partnership, G.P.	KWEX-TV, San Antonio, TX	FIN: 35881
	K31FM, Austin, TX	FIN: 35882
KXLN License Partnership, G.P.	KXLN-TV, Rosenberg, TX	FIN: 53847
WGBO License Partnership, G.P.	WGBO-TV, Joliet, IL	FIN: 12498
WLTW License Partnership, G.P.	WLTW(TV), Miami, FL	FIN: 73230
WXTV License Partnership, G.P.	WXTV(TV), Paterson, NJ	FIN: 74215
	WFPA-CA, Philadelphia, PA	FIN: 74216
	W47AD, Hartford, CT	FIN: 74214
WTMW License Partnership, G.P.	WFDC(TV), Arlington, VA	FIN: 69532

In addition, UTGI is also the applicant for a new television station on Channel 52 at Blanco, Texas, and the licensee of Class A television station KZZA-LP, Flagstaff, Arizona (FIN: 29464).

Finally, UTGI is the approved assignee of KTSB-LP, Santa Barbara, California (FIN: 41127), K21EX, Paso Robles, California (FIN: 68666) (FCC File No. BALTTL-20010816AAW), K35ER, Santa Maria, California (FIN: 31352) (FCC File No. BALTTL-

20010816AAU), K28FK, San Luis Obispo, California (FIN: 29885) (BALTTA-20010816ABB), and K10OG, Lompoc, California (FIN: 41125) (BALTTA-20010816ABC).

UCI is the 100% shareholder of Telefutura. Telefutura is the 100% shareholder of Univision of Hollywood, Florida Inc., Univision of Atlanta Inc., and Univision of Dallas Inc. Univision of Hollywood, Florida Inc. is the sole member of Hollywood, Florida Station LLC. Univision of Atlanta Inc. is the sole member of Atlanta Station LLC. Univision of Dallas Inc. is the sole member of Univision Dallas LLC. Univision of Hollywood, Florida Inc. holds a 99% general partnership interest and Hollywood, Florida Station LLC holds a 1% managing general partnership interest in Univision Partnership of Hollywood, Florida, licensee of WAMI-TV, Hollywood, Florida (FIN: 60536). Univision of Atlanta Inc. holds a 99% general partnership interest and Atlanta Station LLC holds a 1% managing general partnership interest in Univision Partnership of Atlanta, licensee of WUVG(TV), Athens, Georgia (FIN: 48813). Finally, Univision of Dallas Inc. holds a 99% general partnership interest and Univision Dallas LLC holds a 1% managing general partnership interest in Univision Partnership of Dallas, licensee of KSTR-TV, Irving, Texas (FIN: 60534).

In addition, UCI is the 100% shareholder of Univision AT Acquisition Corp. ("UAAC"). UAAC is the 100% shareholder of Univision of Houston Inc., Univision of Illinois Inc., Univision of Massachusetts Inc., Univision of New Jersey Inc., Univision of Ohio Inc., Univision of Vineland Inc., Univision of Southern California Inc., and Univision of Florida Inc., which is the sole member of Univision of Melbourne Inc., the licensee of WFUO(TV), Melbourne, Florida (FIN: 5802). Univision of Houston Inc. is the sole member of Houston Station LLC; Univision of Illinois Inc. is the sole member of Illinois Station LLC; Univision of Massachusetts Inc. is the sole member of Massachusetts Station LLC; Univision of New Jersey Inc. is the sole member of New Jersey Station LLC; Univision of Ohio Inc. is the sole member of Ohio Station LLC; Univision of Vineland Inc. is the sole member of Vineland Station LLC; Univision of Southern California Inc. is the sole member of Southern California Station LLC; and Univision of Tampa Inc. is the sole member of Tampa Station LLC. Univision of Houston Inc., holds a 99% general partnership interest in, and Houston Station LLC holds a 1% managing general partnership interest in, Univision Partnership of Houston, licensee of KFTH(TV), Alvin, Texas (FIN: 60537); Univision of Illinois Inc., holds a 99% general partnership interest in, and Illinois Station LLC holds a 1% managing general partnership interest in, Univision Partnership of Illinois, licensee of WXFT(TV), Aurora, Illinois (FIN: 60539); Univision of Massachusetts Inc., holds a 99% general partnership interest in, and Massachusetts Station LLC holds a 1% managing general partnership interest in, Univision Partnership of Massachusetts, licensee of WFUB(TV), Marlborough, Massachusetts (FIN: 60551); Univision of New Jersey Inc., holds a 99% general partnership interest in, and New Jersey Station LLC holds a 1% managing general partnership interest in, Univision Partnership of New Jersey, licensee of WFTY(TV), Smithtown, New Jersey (FIN: 60553) and WFUT(TV), Newark, New Jersey (FIN: 60555); Univision of Ohio Inc., holds a 99% general partnership interest in, and Ohio Station LLC holds a 1% managing general partnership interest in, Univision Partnership of Ohio, licensee of WQHS-TV, Cleveland, Ohio (FIN: 60556); Univision of Vineland Inc., holds a 99% general partnership interest in, and Vineland Station LLC holds a 1% managing general partnership interest in, Univision Partnership of Vineland, licensee of WUVP(TV), Vineland, New Jersey (FIN: 60560); Univision of Southern California Inc., is the sole shareholder of Univision of Tampa Inc., and

holds a 99% general partnership interest in, and Southern California Station LLC holds a 1% managing general partnership interest in, Univision Partnership of Southern California, licensee of KFTR(TV), Ontario, California (FIN: 60549); Univision of Tampa Inc., holds a 99% general partnership interest in, and Tampa Station LLC holds a 1% managing general partnership interest in, Univision Partnership of Tampa, licensee of WFTT(TV), Tampa, Florida (FIN: 60559).

In addition, the Commission has recently approved a *pro forma* transfer of control for the ten stations listed above. Following consummation of this corporate reorganization, UCI will be the 100% sole shareholder of Telefutera and Telefutera will be the sole shareholder of UAAC (See FCC File Nos. BTCCT-20011024AAH through BTCCT-20011024AAQ).

UCI is the licensee of the following stations:

KBGF(TV), Tucson, Arizona	FIN: 81441
KDUO(TV), Flagstaff, Arizona	FIN: 41517
K45DX, Floresville, Texas	FIN: 36188
KDWZ-LP, San Antonio, Texas	FIN: 39480
KTAZ-LP, Tucson, Arizona	FIN: 53004
KOND-LP, Phoenix, Arizona	FIN: 2739

UCI is also the 100% owner of Univision Spanish Media Inc., the proposed transferee of Golden Link TV, Inc., licensee of KPST(TV), Vallejo, California (FIN: 51429) (FCC File No. BTCCT-20011012ABD).

Finally, UCI is the proposed assignee of KAKW(TV), Killeen, Texas (FIN: 148) (FCC File No. BALCT-20011017ABU).

Certain officers and directors of UCI also hold positions as officers and directors of UCI subsidiaries PTI, UTGI, Univision of Puerto Rico, Inc., Univision Spanish Media Inc., Telefutera, UAAC and their subsidiaries.

UCI also holds 21,983,392 Class C and 14,942,931 Class A shares of Entravision Communications Corporation (“Entravision”), which represent approximately 32% of the outstanding stock of that company. Entravision, through various subsidiaries, owns and operates multiple radio and television stations. Specifically, Entravision is the parent of Entravision Holdings, LLC (“EHL”), the licensee or permittee of the following stations:

KPMR(TV)	Santa Barbara, CA	FIN: 12144
KSMS-TV	Monterey, CA	FIN: 35611
KCEC(TV)	Denver, CO	FIN: 24514
KLUZ-TV	Albuquerque, NM	FIN: 35084
KINC(TV)	Las Vegas, NV	FIN: 67089

KNVO(TV)	McAllen, TX	FIN: 69692
KINT-TV	El Paso, TX	FIN: 51708
KLDO-TV	Laredo, TX	FIN: 51479
KORO(TV)	Corpus Christi, TX	FIN: 64877
KVYE(TV)	El Centro, CA	FIN: 36170
WVEA-TV	Venice, FL	FIN: 16788
WVEN-TV	Daytona Beach, FL	FIN: 131
WUVN(TV)	Hartford, CT	FIN: 3072
WJAL(TV)	Hagerstown, MD	FIN: 10259
KUET(AM)	Black Canyon City, AZ	FIN: 63147
KVVA-FM	Apache Junction, AZ	FIN: 1331
KDVA(FM)	Buckeye, Arizona	FIN: 2750
KLNZ(FM)	Glendale, Arizona	FIN: 48738
KZLZ(FM)	Kearney, AZ	FIN: 36022
KZLZ-FM1	Tucson, AZ	FIN: 16765
KZLZ-FM2	Tucson, AZ	FIN: 16767
KCVR(AM)	Lodi, CA	FIN: 60424
KSSC(FM)	Santa Monica, CA	FIN: 33902
KSSD(FM)	Newport Beach, CA	FIN: 33904
KRRE(FM)	Davis, CA	FIN: 53653
KTDZ(FM)	Columbia, CA	FIN: 12063
KZFO(FM)	Clovis, CA	FIN: 39567
KMIX(FM)	Tracy, CA	FIN: 60420

KWST(AM)	El Centro, CA	FIN: 33298
KMXX(FM)	Imperial, CA	FIN: 6665
KSEH(FM)	Brawley, CA	FIN: 6666
KLOB(FM)	Thousand Palms, CA	FIN: 40518
KTSE-FM	Patterson, CA	FIN: 29542
WLQY(AM)	Hollywood, FL	FIN: 23609
WRZA(FM)	Park Forest, IL	FIN: 23476
WZCH(FM)	Dundee, IL	FIN: 03135
WNDZ(AM)	Portage, IN	FIN: 73316
KRVA(AM)	Cockrell Hill, TX	FIN: 54730
KR2XVA(AM)	Fort Worth, TX	FIN: 00011
KGOL(AM)	Humble-South Houston, TX	FIN: 34473
KXGM(FM)	Muenster, TX	FIN: 23017
KZMP(AM)	Fort Worth, TX	FIN: 63551
KZMP-FM	Azle, TX	FIN: 28122
KVLY(FM)	Edinburg, TX	FIN: 67188
KFRQ(FM)	Harlingen, TX	FIN: 56484
KKPS(FM)	Brownsville, TX	FIN: 56483
KVPA(FM)	Port Isabel, TX	FIN: 40680
KHRO(FM)	El Paso, TX	FIN: 39612
KOFX(FM)	El Paso, TX	FIN: 39613
KSVE(AM)	El Paso, TX	FIN: 51705
KINT-FM	El Paso, TX	FIN: 51709

KBIV(AM)	El Paso, TX	FIN: 87165
KBZO(AM)	Lubbock, TX	FIN: 9705
KSZZ-LP	San Diego, CA	FIN: 8126
KEVC-CA	Indio, CA	FIN: 51656
KVER-CA	Indio, CA	FIN: 69753
KVES-LP	Palm Springs, CA	FIN: 51659
KGHB-CA	Pueblo and Colorado Springs, CO	FIN: 24515
KUVC-LP	Denver, CO	FIN: 24516
K03EM	Glen Haven, CO	FIN: 67529
WMDO-CA	Washington, DC	FIN: 38437
WVEN-LP	Orlando, FL	FIN: 3601
WVEA-LP	Tampa, FL	FIN: 3602
KLUZ-LP	Albuquerque, NM	FIN: 35085
KELV-LP	Las Vegas, NV	FIN: 36639
KNTL-LP	Laughlin, NV	FIN: 36638
KEAT-LP	Amarillo, TX	FIN: 48021
KBZO-LP	Lubbock, TX	FIN: 51303
KWWB-LP	Mesquite, NV	FIN: 39491
KEUS-LP	San Angelo, TX	FIN: 48014
KBNT-LP	San Diego, CA	FIN: 4035
KLOK-FM	Greenfield, CA	FIN: 49100
KCCL-FM	Shingle Springs, CA	FIN: 50302
KLOK(AM)	San Jose, CA	FIN: 41339

K260AA	Carmel Valley, CA	FIN: 49101
KSES(AM)	Soledad, CA	FIN: 64041
KSES-FM	Seaside, CA	FIN: 3155
KBRG(FM)	San Jose, CA	FIN: 68839
K261BW	Los Gatos, CA	FIN: 68840
KRCX-FM	Marysville, CA	FIN: 56513
KSSE(FM)	Riverside, CA	FIN: 58809
KJMN(FM)	Castle Rock, CO	FIN: 10056
KMXA(AM)	Aurora, CO	FIN: 10057
KRZY-FM	Santa Fe, NM	FIN: 65475
KRZY(AM)	Albuquerque, NM	FIN: 12634
KRNV-FM	Reno, NV	FIN: 50305
KRRN(FM)	Las Vegas, NV	FIN: 51731
K274AO	Las Vegas, NV	FIN: 86840
KNCV-LP	Carson City, Nevada	FIN: 73462
KNRV-LP	Reno/Sparks, Nevada	FIN: 23028

EHL is the proposed assignee of KKWB(TV), El Paso, Texas (FIN: 68753) (FCC File No. BALCT-20011017ABX).

EHL is also the licensee of KHOT(AM), Madera, California (FIN: 39566). EHL has applied to the Commission for consent to assign the license of KHOT(AM) to Redwood Family Services, Inc (FCC File No. BAL-20010813AAP).

EHL is also the licensee of KSZZ(AM), San Bernadino, California (FIN: 58808). EHL has applied to the Commission for consent to assign the license of KSZZ(AM) to SCA License Corporation (FCC File No. BAL-20010716AAA).

Entravision San Diego, Inc., an affiliate of Entravision, owns 47.5% of the shares of Vista Television, Inc. and Channel Fifty-Seven, Inc. These entities are, respectively, the licensees of stations KHAX-LP, Vista, California (FIN: 70394), and KTCD-LP, San Diego, California (FIN: 19782). Entravision San Diego, Inc. brokers time on each of these stations pursuant to Time Brokerage Agreements.

Entravision 27, L.L.C., an affiliate of Entravision, is the licensee of WUNI(TV), Worcester, Massachusetts (FIN: 30577).

Entravision Midland Holdings, LLC, a subsidiary of EHL, is the permittee of television station KUPB(TV), Midland, Texas (FIN: 86263), and an applicant for a new low power television station construction permit for Fort Stockton, Texas (FIN: 125862) Pesos, Texas (FIN: 125859), and Big Springs, Texas (FIN: 125865).

KZLZ Broadcasting, an affiliate of Entravision, provides programming to KZNO(FM), Nogales, Arizona (FIN: 36023) pursuant to a Time Brokerage Agreement. Entravision also provides programming to station W62CC, Melbourne, Florida (FIN: 29710), KRVA-FM, McKinney, Texas (FIN: 54731), and KRVF(FM), Terrell, Texas (FIN: 41323) pursuant to a Time Brokerage Agreement.