

**Parties to the Application**

As illustrated on the chart that appears below, ultimate control of the proposed licensee, BMP Austin License Company, L.P., a Texas limited partnership (the "Licensee"), will be exercised by the Board of Managers of Border Media Partners, LLC ("Border"), a Delaware limited liability company. Each of the members of the Border Board of Managers has one vote in respect of all matters reviewed by the Board of Managers. At the time of the closing of the transaction contemplated by this application, the Managers of Border will be:

- Thomas Castro  
President and Chief Executive Officer of Border  
201 Main Street, Suite 2001  
Ft. Worth, Texas 76102
  
- Rafael Garza  
(designated by RGG Radio, LLC)  
201 Main Street, Suite 2001  
Ft. Worth, Texas 76102
  
- Frank Guerra  
(designated by Santig, Ltd.)  
c/o Santig, Ltd.  
P.O. Box 2986  
Laredo, Texas 78044-2986
  
- Kevin Jordan  
(designated by The Goldman Sachs Group, Inc.)  
85 Broad Street, 11<sup>th</sup> Floor  
New York, NY 10004
  
- Julio Lastres  
(designated by DBVA BMP Holdings, LLC)  
1133 Connecticut Avenue, N.W.  
Washington, D.C. 20036
  
- Daniel L. Villanueva  
(designated by BuenaVentura Communications, Inc.)

225 South Lake Avenue  
Suite 300  
Pasadena, CA 91101

- Kenneth O'Keefe  
(designated by Vestar Capital Partners IV, L.P.)  
Four Copley Place  
Suite 603  
Boston, MA 02116
- Todd N. Khoury  
(designated by Vestar Capital Partners IV, L.P.)  
245 Park Avenue  
41<sup>ST</sup> Floor  
New York, NY 10167
- Federico F. Peña  
(designated by Vestar Capital Partners IV, L.P.)  
1225 Seventeenth Street  
Suite 1660  
Denver, CO 80202

All of the Border Managers are U.S. citizens.

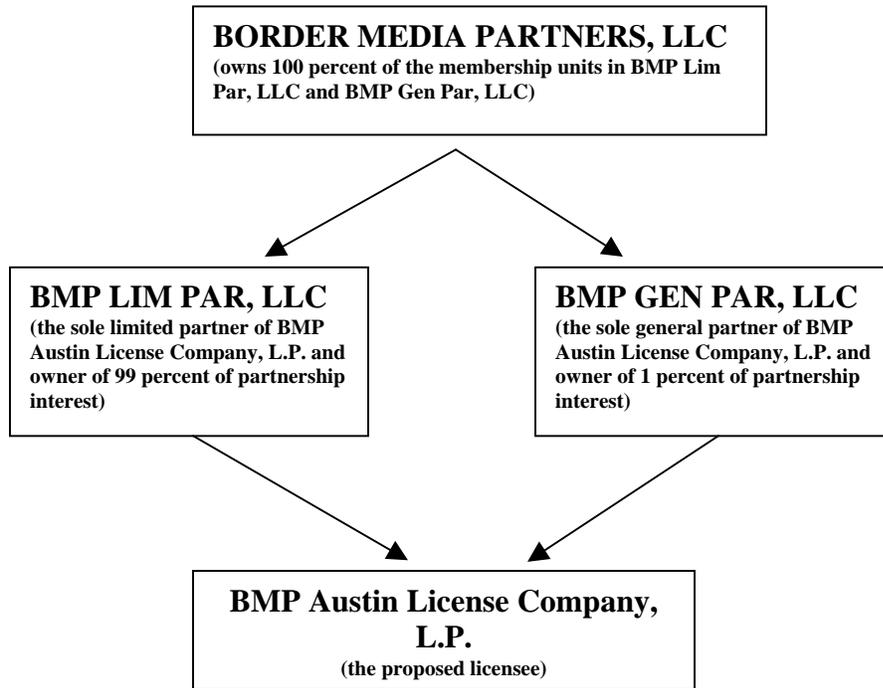
The officers of Border are Rafael Garza (Chairman of the Board), Thomas Castro (President, Chief Executive Officer, and Vice Chairman of the Board) and Hugo Del Pozzo (Vice President and Secretary). All of Border's officers are U.S. citizens except for Mr. Del Pozzo, who is a citizen of Mexico.

Other than as set forth below and in Assignee's Exhibit No. 13, the Border Managers and officers do not have any ownership interests in any media properties that are attributable for purposes of Section 73.3555 of the Commission's Rules.

Border will be the ultimate parent of the Licensee through its ownership of 100 percent of the membership units in BMP Gen Par, LLC and BMP Lim Par, LLC. BMP Gen Par, LLC is the sole general partner in and holds 1% of the partnership interests in Licensee; BMP Lim Par, LLC is the sole limited partner in and holds 99% of the

partnership interests in Licensee. The chart that appears below details this ownership structure:

**DETAILED OWNERSHIP STRUCTURE**



The officers and managers of BMP Gen Par, LLC and BMP Lim Par, LLC are Thomas Castro (President and Manager) and Rafael Garza (Vice President and Manager).

At the closing of the transaction contemplated by this application, the attributable interest holders in Border will be:

| <u>Name</u>   | <u>% of Total Assets</u> |
|---|--------------------------|
| • Thomas Castro <sup>1</sup><br>201 Main Street, Suite 2001<br>Ft. Worth, Texas 76102         | 1.6%                     |
| • RGG Radio, LLC<br>201 Main Street, Suite 2001<br>Ft. Worth, Texas 76102                     | 3.3%                     |
| • RGG Radio II, LLC<br>201 Main Street, Suite 2001<br>Ft. Worth, Texas 76102                  | 1.1%                     |
| • Jose Luis Munoz <sup>2</sup><br>201 Main Street, Suite 2001<br>Ft. Worth, Texas 76102       | 0.2%                     |
| • BuenaVentura Communications, Inc.<br>225 South Lake Avenue, Suite 300<br>Pasadena, CA 91101 | 2.1%                     |
| • Tony Sanchez, Jr.<br>P.O. Box 2986<br>Laredo, Texas 78044-2986                              | 0.5%                     |
| • Voice of Valley Agriculture, Inc.<br>2921 N. Closner Road<br>Edinburg, TX 78539             | 0.7%                     |

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<sup>1</sup> As more fully described below, Thomas Castro also owns 15 percent of the membership units of RGG Radio, LLC.

<sup>2</sup> Jose Luis Munoz is a U.S. citizen. Mr. Munoz holds a managerial level position with several of the radio stations licensed to subsidiaries of Border.

- Santig, Ltd. 2.5%  
P.O. Box 2986  
Laredo, Texas 78044-2986
- DBVA BMP Holdings, LLC 7.5%  
1133 Connecticut Avenue, N.W.  
Suite 400  
Washington, D.C. 20036
- The Goldman Sachs Group, Inc. 13.3%  
85 Broad Street, 11<sup>th</sup> Floor  
New York, NY 10004
- Vestar Capital Partners IV, L.P. 26.4%  
245 Park Avenue  
41<sup>ST</sup> Floor  
New York, NY 10167
- Managerial Employees<sup>3</sup> 5.0%

Other than as set forth below and in Assignee's Exhibit No. 13, none of the attributable interest holders in Border has any ownership interests in any media properties that are attributable for purposes of Section 73.3555 of the Commission's Rules. Holders of membership units not identified above will not be materially involved, either directly or indirectly, in the management or operation of Border or any of its subsidiaries and will be insulated for purposes of the Commission's attribution rules. Border's limited liability company operating agreement is consistent with the insulation provisions of Delaware law and with FCC rules.

**RGG Radio, LLC** ("RGG Radio") and **RGG Radio II, LLC** ("RGG II") are Delaware limited liability companies. RGG Radio and RGG II are managed by RGG Capital Partners, LLC ("RGG Capital"). Rafael Garza is the sole manager of, and owns

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<sup>3</sup> Border will provide relevant ownership information for such managerial employees when they acquire membership units.

100 percent of the membership units in, RGG Capital. (RGG Capital does not hold any equity interest in RGG Radio.) Mr. Garza also is the representative appointed by RGG Radio to serve on the Border Board of Managers. Thomas Castro owns approximately 15% of the membership units in RGG Radio, but has given the equivalent of a proxy to RGG Capital to manage RGG Radio; Rafael Garza also owns approximately 1% of the membership units in RGG Radio directly, but has given the equivalent of a proxy to RGG Capital to manage RGG Radio. Other than Messrs. Castro and Garza, none of the holders of membership units in RGG Radio or RGG II will be materially involved, either directly or indirectly, in the management or operation of the media activities of RGG Radio. Consequently, other than Messrs. Castro and Garza, each of the holders of membership units in RGG Radio and RGG II will be insulated for purposes of the Commission's attribution rules. The limited liability company operating agreements of RGG Radio and RGG II are consistent with the insulation provisions of Delaware law and with FCC rules.

**Voice of Valley Agriculture, Inc.** ("VOVA") is a Texas corporation. VOVA's officers and directors are: Davis Rankin (President and Director), Lance Hawkins (Vice President and Director), Jane Smith (Assistant Secretary and Director), and John Brady (Director), all of whom are U.S. citizens. The individuals who hold attributable interests in VOVA's stock are:

| <b>Name</b>            | <b>Percentage of Shares Owned</b> | <b>Citizenship</b> |
|------------------------|-----------------------------------|--------------------|
| Davis Rankin           | 30.8%                             | US                 |
| Lance Hawkins          | 25.5%                             | US                 |
| John Brady             | 17.2%                             | US                 |
| Estate of Albert White | 10.1%                             | US                 |
| Jane Smith             | 9.3%                              | US                 |

Messrs. Rankin and Hawkins and Ms. Smith are employees of Border and hold managerial level positions with radio stations licensed to subsidiaries of Border in the McAllen, Texas market. In addition, VOVA is contractually obligated to disperse units that it holds in Border to Messrs. Rankin and Hawkins and Ms. Smith over a three-year period. Because Messrs. Rankin and Hawkins and Ms. Smith hold managerial level positions with radio stations licensed to subsidiaries of Border, they ultimately will become attributable interest holders in Border.

**Santig, Ltd.** ("Santig") is a Texas limited partnership, all of whose partners are members of the Sanchez family (or trusts whose beneficiaries are members of the Sanchez family). Sanchez Management Corp. is the general partner of Santig and holds a 0.3% general partnership interest. Tony Sanchez Jr., a U.S. citizen, owns 100 percent of the stock and is the sole director of Sanchez Management Corp. The limited partners of Santig, which collectively hold a 99.7% partnership interest, will not be materially involved, either directly or indirectly, in the management or operation of the media activities of Santig and will be insulated for purposes of the Commission's attribution rules. Frank Guerra is the representative appointed by Santig to serve on the Border Board of Managers.

**The Goldman Sachs Group, Inc.** ("Goldman") is a widely-held Delaware corporation that is publicly traded on the New York Stock Exchange. No individual or entity owns more than five percent of the shares of Goldman. Attached as Exhibit A hereto is a list of Goldman's officers and directors. Kevin Jordan is the representative appointed by Goldman to serve on the Border Board of Managers.

**DBVA BMP Holdings, LLC** ("DBVA-BMP") is a Delaware limited liability company. The two entities that own all of the membership units of DBVA-BMP are: (i) Darby-BBVA Latin American Private Equity Fund (Ontario), L.P., a Canadian limited partnership ("Darby-Canada"); and (ii) Darby-BBVA Latin American Private Equity Fund, L.P., a Cayman Islands limited partnership ("Darby-Cayman"). Darby-Cayman holds 90.05% of the equity and voting rights in DBVA-BMP; Darby-Canada holds 9.95% of the equity and voting rights in DBVA-BMP.

The sole general partner of Darby-Canada is Darby-BBVA Latin American Investors, Ltd., a Cayman Islands corporation ("Darby-Latin American"). Darby-Latin American owns 0.01% of the partnership equity in Darby-Canada. The limited partner of Darby-Canada, which owns 99.99% of the partnership equity, will not be materially involved, either directly or indirectly, in the management or operation of the media activities of Darby-Canada and will be insulated for purposes of the Commission's attribution rules. Darby-Canada has no officers or directors, as it is controlled by its general partner, Darby-Latin American. The officers and directors of Darby-Latin American are:

| <b>Name</b>              | <b>Title</b>                         | <b>Citizenship</b> |
|--------------------------|--------------------------------------|--------------------|
| Richard H. Frank         | Director and Chief Executive Officer | US                 |
| Clark H. Nielsen         | Director and Secretary               | US                 |
| Lloyd L. Beatty, Jr.     | Director                             | US                 |
| Javier Regueiro Morado   | Director                             | Spain              |
| Victor Goyenechea        | Director                             | Spain              |
| Juan Manuel Ruiz Aizpuru | Director                             | Spain              |
| Julio F. Lastres         | Managing Director                    | US                 |

|                      |                   |         |
|----------------------|-------------------|---------|
| Jaime Salinas Solano | Managing Director | Spain   |
| Jorge Martins        | Principal         | Bolivia |
| Alejandro Santa Cruz | Vice President    | Mexico  |

Darby-Latin American also is the sole general partner (and has 100% control) of Darby-Cayman. Darby-Latin American owns 0.01% of the partnership equity in Darby-Cayman. The limited partners of Darby-Cayman, which own 99.99% of the partnership equity, include Banco Bilbao Vizcaya Argentaria, S.A. ("BBVA") and Darby Overseas Partners ("DOP"). BBVA holds 55% of the partnership equity; DOP holds 2.8% of the partnership equity. Other than BBVA and DOP (which are involved through their interest in Darby-Latin American), the limited partners of Darby-Cayman will not be materially involved, either directly or indirectly, in the management or operation of the media activities of Darby-Cayman and will be insulated for purposes of the Commission's attribution rules. Darby-Cayman has no officers or directors, as it is controlled by its general partner, Darby Latin-American.

The shares of Darby-Latin American are owned 50 percent each by BBVA and DOP. BBVA is a Spanish bank whose shares are publicly-traded on the New York Stock Exchange and the Spanish stock exchanges. DOP is a Delaware limited partnership that is 100% controlled by its sole general partner, Darby Overseas Investments Limited, a Delaware corporation ("DOIL"). DOIL holds 1% of the partnership equity in DOP. DOP has no officers or directors, as it is controlled by its general partner, DOIL. The officers and directors of DOIL are:

| <b>Name</b>       | <b>Title</b>          | <b>Citizenship</b> |
|-------------------|-----------------------|--------------------|
| Nicholas F. Brady | Director and Chairman | US                 |

|                      |                         |        |
|----------------------|-------------------------|--------|
| Richard H. Frank     | Chief Executive Officer | US     |
| Charles B. Johnson   | Director                | US     |
| John P. Birkelund    | Director                | US     |
| Sheldon B. Lubar     | Director                | US     |
| George A. Wieggers   | Director                | US     |
| Lloyd L. Beatty, Jr. | Chief Operating Officer | US     |
| Meredith B. Oliver   | Secretary and Treasurer | US     |
| Julio F. Lastres     | Managing Director       | US     |
| Jaime Salinas Solano | Managing Director       | Spain  |
| Peter C. Jones       | Managing Director       | US     |
| Robert D. Graffam    | Managing Director       | US     |
| Pedro Batalla        | Managing Director       | Spain  |
| John Yonemoto        | Managing Director       | US     |
| Alejandro Schwedhelm | Managing Director       | Mexico |

The sole limited partner of DOP is Darby Holdings, Inc. ("DHI"), which holds 99% of the partnership equity. DHI is a Delaware corporation. Its officers and directors are: Martin L. Flanagan (President and Director); James R. Baio (Senior Vice President and Chief Financial Officer); Leslie M. Kratter (Senior Vice President); Barbara J. Green (Secretary); and Martin L. Flanagan (Director). All of DHI's officers and directors are U.S. citizens. DHI also owns 100% of the shares of DOIL.

Franklin Resources, Inc., a Delaware corporation ("Franklin") owns 100 percent of the shares of DHI. Franklin is a publicly-traded, widely-held global investment organization operating as Franklin Templeton Investments. Attached as Exhibit B hereto is a list of the officers and directors of Franklin.

Julio Lastres is the representative appointed by DBVA BMP Holdings, LLC to serve on the Border Board of Managers.

**Vestar Capital Partners IV, L.P.** ("Vestar") is a Delaware limited partnership. The sole general partner of Vestar is Vestar Associates IV, L.P. ("Vestar Associates"). Neither Vestar nor Vestar Associates has any officers or directors. The sole general partner of Vestar Associates is Vestar Associates Corporation IV, a Delaware corporation. The officers and directors of Vestar Associates Corporation IV are:

| <b>Name</b>         | <b>Title</b>                     | <b>Citizenship</b> |
|---------------------|----------------------------------|--------------------|
| Daniel S. O'Connell | Chief Executive Officer, Founder | US                 |
| James P. Kelley     | President                        | US                 |
| Norman W. Alpert    | Senior Vice President            | US                 |
| Sander M. Levy      | Senior Vice President            | US                 |

The limited partners of Vestar will not be materially involved, either directly or indirectly, in the management or operation of Vestar's media-related activities and will be insulated for purposes of the Commission's attribution rules. Vestar's limited partnership agreement is consistent with the insulation provisions of Delaware law and with FCC rules. Kenneth O'Keefe, Todd N. Khoury and Federico Peña will be the appointed representatives from Vestar serving on Border Board of Managers.

Federico Pena also is a member of the board of directors of Marsico Capital Management, a group of mutual funds. Although from time to time Marsico Capital Management might have attributable interests in other media companies, Mr. Pena is not aware of any such interests at this time.

**BuenaVentura Communications, Inc.** ("BuenaVentura") is a California corporation. The officers and directors of BuenaVentura are: Daniel J. Villanueva (President and Director), Daniel L. Villanueva (Vice President and Director), and James J. Villanueva (Secretary and Director). All of the shareholders of BuenaVentura are members of the Villanueva family or Villanueva family trusts. All of the shareholders, officers and directors of BuenaVentura are U.S. citizens. Daniel L. Villanueva will be the representative appointed by BuenaVentura to the Border Board of Managers.

**Exhibit A – Officers and Directors of The Goldman Sachs Group, Inc.**

| <b>Name</b>           | <b>Title</b>   | <b>Citizenship</b> |
|-----------------------|--|--------------------|
| Henry M. Paulson, Jr. | Chairman of the Board and Chief Executive Officer                          | US                 |
| Lloyd C. Blankfein    | President and Chief Operating Officer                                      | US                 |
| Robert S. Kaplan      | Vice Chairman  | US                 |
| David A. Viniar       | Executive Vice President and Chief Financial Officer                       | US                 |
| Edward C. Forst       | Executive Vice President and Chief Administrative Officer                  | US                 |
| Gregory K. Palm       | Executive Vice President, General Counsel and Secretary of the Corporation | US                 |
| Esta E. Stecher       | Executive Vice President, General Counsel and Secretary of the Corporation | US                 |
| Kevin W. Kennedy      | Executive Vice President-Human Capital Management                          | US                 |
| Alan M. Cohen         | Executive Vice President and Global Head of Compliance                     | US                 |
| Sarah E. Smith        | Principal Accounting Officer and Controller                                | UK                 |
| David M. Weil         | Treasurer  | US                 |
| John G. Andrews       | Director of Investor Relations   | UK & US            |
| Craig W. Broderick    | Chief Credit Officer   | US                 |
| C. Douglas Fuge       | Director of Internal Audit   | US                 |
| Dan H. Jester         | Deputy Chief Financial Officer   | US                 |
| John F. W. Rogers     | Chief of Staff and Secretary to the Board                                  | US                 |
| Gary D. Cohn          | Assistant Secretary  | US                 |
| Christopher A. Cole   | Assistant Secretary  | US                 |
| E. Gerald Corrigan    | Assistant Secretary  | US                 |
| J. Michael Evans      | Assistant Secretary  | Canada             |
| Richard A. Friedman   | Assistant Secretary  | US                 |
| Scott Kapnick         | Assistant Secretary  | US                 |
| Peter S. Kraus        | Assistant Secretary  | US                 |
| Suzanne Nora Johnson  | Assistant Secretary  | US                 |
| Terence M. O'Toole    | Assistant Secretary  | US                 |
| Stuart M. Rothenberg  | Assistant Secretary  | US                 |
| Eric S. Schwartz      | Assistant Secretary  | US                 |
| Howard A. Silverstein | Assistant Secretary  | US                 |
| John S. Weinberg      | Assistant Secretary  | US                 |
| Jon Winkelried        | Assistant Secretary  | US                 |
| David M. Solomon      | Assistant Secretary  | US                 |
| Bradley I. Abelow     | Assistant Secretary-Corporate Services                                     | US                 |
| Randolph L. Cowen     | Assistant Secretary-Technology   | US                 |
| Thomas J. McAdam      | Assistant Secretary-Corporate Services                                     | US                 |
| Frances R. Bermanzohn | Associate General Counsel  | US                 |
| David J. Greenwald    | Associate General Counsel  | US                 |
| Kenneth L. Josselyn   | Associate General Counsel and Assistant Secretary                          | US                 |
| James B. McHugh       | Associate General Counsel and Assistant Secretary                          | US                 |
| Robert J. Katz        | Special Counsel  | US                 |
| Beverly L. O'Toole    | Assistant Secretary  | US                 |
| Matthew E. Tropp      | Assistant Secretary  | US                 |

|                       |                     |                |
|-----------------------|---------------------|----------------|
| Russell E. Makowsky   | Assistant Secretary | US             |
| Steven M. Bunson      | Assistant Secretary | US             |
| Philip V. Guica, Jr.  | Assistant Secretary | US             |
| Elizabeth E. Beshel   | Assistant Treasurer | US             |
| Andrew B. Fontein     | Assistant Treasurer | US             |
| Wing Yee Veronica Foo | Assistant Treasurer | Hong Kong & US |
| Amol S. Naik          | Assistant Treasurer | India          |
| Ronald Porto          | Assistant Treasurer | US             |
| Eoin Philip Tonge     | Assistant Treasurer | Ireland        |
| Scott L. Wertheimer   | Assistant Treasurer | US             |

**DIRECTORS**

|                          |                       |        |
|--------------------------|-----------------------|--------|
| Henry M. Paulson, Jr.    | Chairman of the Board | US     |
| Lloyd C. Blankfein       | Director              | US     |
| Lord Browne of Madingley | Director              | UK     |
| John H. Bryan            | Director              | US     |
| James A. Johnson         | Director              | US     |
| William W. George        | Director              | US     |
| Ruth J. Simmons          | Director              | US     |
| Edward M. Liddy          | Director              | US     |
| Claes Dahlbäck           | Director              | Sweden |
| Lois D. Juliber          | Director              | US     |

**Exhibit B – Officers and Directors of Franklin Resources, Inc.**

| <b>Name</b>           | <b>Title</b>  | <b>Citizenship</b> |
|-----------------------|---|--------------------|
| Harmon E. Burns       | Vice Chairman, Director                             | US                 |
| Charles B. Johnson    | Chairman of the Board, Director                     | US                 |
| Rupert H. Johnson Jr. | Vice Chairman, Director                             | US                 |
| Anne M. Tatlock       | Vice Chairman, Director                             | US                 |
| James A. McCarthy     | Director  | US                 |
| Charles Crocker       | Director  | US                 |
| Chutta Ratnathicam    | Director  | US                 |
| Robert D. Joffe       | Director  | US                 |
| Thomas H. Kean        | Director  | US                 |
| Peter M. Sacerdote    | Director  | US                 |
| Louis E. Woodworth    | Director  | US                 |
| Martin L. Flanagan    | Co-Chief Executive Officer and President            | US                 |
| Gregory E. Johnson    | Co-Chief Executive Officer and President            | US                 |
| Murray L. Simpson     | Executive Vice President, General Counsel           | US                 |
| James R. Baio         | Senior Vice President, Chief Financial Officer      | US                 |
| Leslie M. Kratter     | Senior Vice President, Assistant Secretary          | US                 |
| Penelope S. Alexander | Vice President, Human Resources, U.S.               | US                 |
| Holly E. Gibson       | Vice President, Corporate Communications            | US                 |
| Jennifer J. Bolt      | Senior Vice President and Chief Information Officer | US                 |
| Barbara J. Green      | Vice President, Deputy General Counsel, Secretary   | US                 |
| Donna S. Ikeda        | Vice President, Human Resources, International      | US                 |
| Kenneth A. Lewis      | Vice President, Treasurer                           | US                 |
| Charles R. Sims       | Vice President                                      | Canada             |
| Lawrence M. Chew      | Assistant Secretary                                 | US                 |
| Robert C. Rosselot    | Assistant Secretary                                 | US                 |
| Laura R. Seidman      | Assistant Secretary                                 | US                 |