

Demonstration of Compliance with the Commission's Multiple Ownership Rules

This exhibit demonstrates that the instant transaction complies with the Commission's current local radio multiple ownership rule (47 C.F.R. Section 73.3555(a)), and the Commission's current radio-television cross ownership rule (47 C.F.R. Section 73.3555 (c)).

I. Background

Univision Communications Inc., the ultimate parent of Univision Radio License Corporation ("URLC"), the assignee herein, through subsidiaries (which are collectively referred to herein as "UCI"), currently owns and operates two television stations in the San Francisco/Oakland/San Jose DMA--Station KDTV, San Francisco, California, and Station KFSF-TV, Vallejo, California. UCI is also the licensee of three radio stations in the San Francisco market--Station KSOL, San Francisco, California, Station KSQL(FM), Santa Cruz, California, and Station KVVV(FM), Santa Clara, California. In the transaction which is the subject of the instant application, URLC proposes to acquire Station KSFB-FM, San Rafael, California, which is also in the San Francisco market.

II. Compliance with the Local Radio Multiple Ownership Rule

Under the Commission's current local radio multiple ownership rule (47 C.F.R. Section 73.3555(a)(1)(i)), an entity may own as many as eight radio stations (not more than five

in either the AM or FM service) in an Arbitron radio market which has a total of at least 45 radio stations. There are more than 45 radio stations in the San Francisco Arbitron market. Therefore, UCI's proposed acquisition of Station KSFB-FM, which would result in the common ownership by UCI of four radio stations in the San Francisco Arbitron Market (FM stations KSOL, KSQL, KVVF, and KFSB) would comply with the Commission's local radio multiple ownership rule in this market. See 47 C.F.R. Section 73.3555(a)(1)(i)).

III. **Compliance with the Radio-Television Cross Ownership Rule**

The proposed transaction would modify UCI's existing radio-television cross ownership interests in the San Francisco/Oakland/San Jose, California market. As explained in detail below, the proposed transaction fully complies with the Commission's current radio-television cross ownership rule in this market.¹

The Commission's current radio-television cross ownership rule is triggered when the 2 mV/m contour of an AM radio station or the 1 mV/m contour of an FM radio station (hereafter "principal community contour") wholly encompasses the community of license of a television station to be commonly owned, or when the Grade A contour of a television station wholly encompasses the community of license of a radio station which is to be commonly owned with the television station. 47 C.F.R. Section 73.3555(c)(1). Where the radio-television cross-ownership rule is triggered, an entity may directly or indirectly own, operate, or control the following numbers of stations:

- (1) Up to two television stations and one radio station in all markets (see 47 C.F.R. Section 73.3555(c)(2));

¹ All the television stations involved in this analysis are already licensed to UCI, and their common ownership under the Commission's television duopoly and national audience reach rules has already been approved by the Commission.

- (2) Up to two television stations and four radio stations, if at least 10 independently-owned media voices will remain in the market post consummation (see 47 C.F.R. Section 73.3555(c)(2)(ii)); and
- (3) Two television stations and six radio stations or one television station and seven radio stations, if at least 20 independently-owned media voices will remain in the market post consummation (see 47 C.F.R. Section 73.3555(c)(2)(i)).

The number of media voices present in a market includes all independently-owned full power television stations operating in the DMA of the television station(s) that have Grade B signal contour overlap with the Grade B contour of the television station(s) at issue, all independently-owned radio stations operating in the radio metro market in which the television and radio stations' communities of license are located, all independently owned out-of-market radio stations which receive a minimum share as reported by Arbitron or a comparable ratings service, and all English language newspapers that are published at least four days per week and have a circulation greater than 5% of the households in the television station's DMA. An additional voice is considered to be in the market if cable television is generally available in the market. See 47 C.F.R. Section 73.3555(c)(3).

As shown in Attachment A (Figure 1), the Grade A contour of UCI's Station KDTV(TV) completely encompasses the communities of license of the radio stations which would be licensed to UCI subsequent to the approval and closing of the proposed transaction--Stations KSOL, KSQL, KVVF and KSFB (i.e., San Francisco, Santa Cruz, Santa Clara, and San Rafael, California.)² Attachment A (Figure 2) also shows that the Grade A contour of Station KFSF-TV completely encompasses the communities of license of radio stations KSOL, KVVF, and KFSB (i.e., San Francisco, Santa Clara, and San Rafael, California), but does not encompass the

² The Grade A contour of Station KDTV may not encompass a very small part of the community of Santa Clara, California. Nevertheless, this exhibit has been prepared on the conservation assumption that the KDTV Grade A contour encompasses all of Santa Clara.

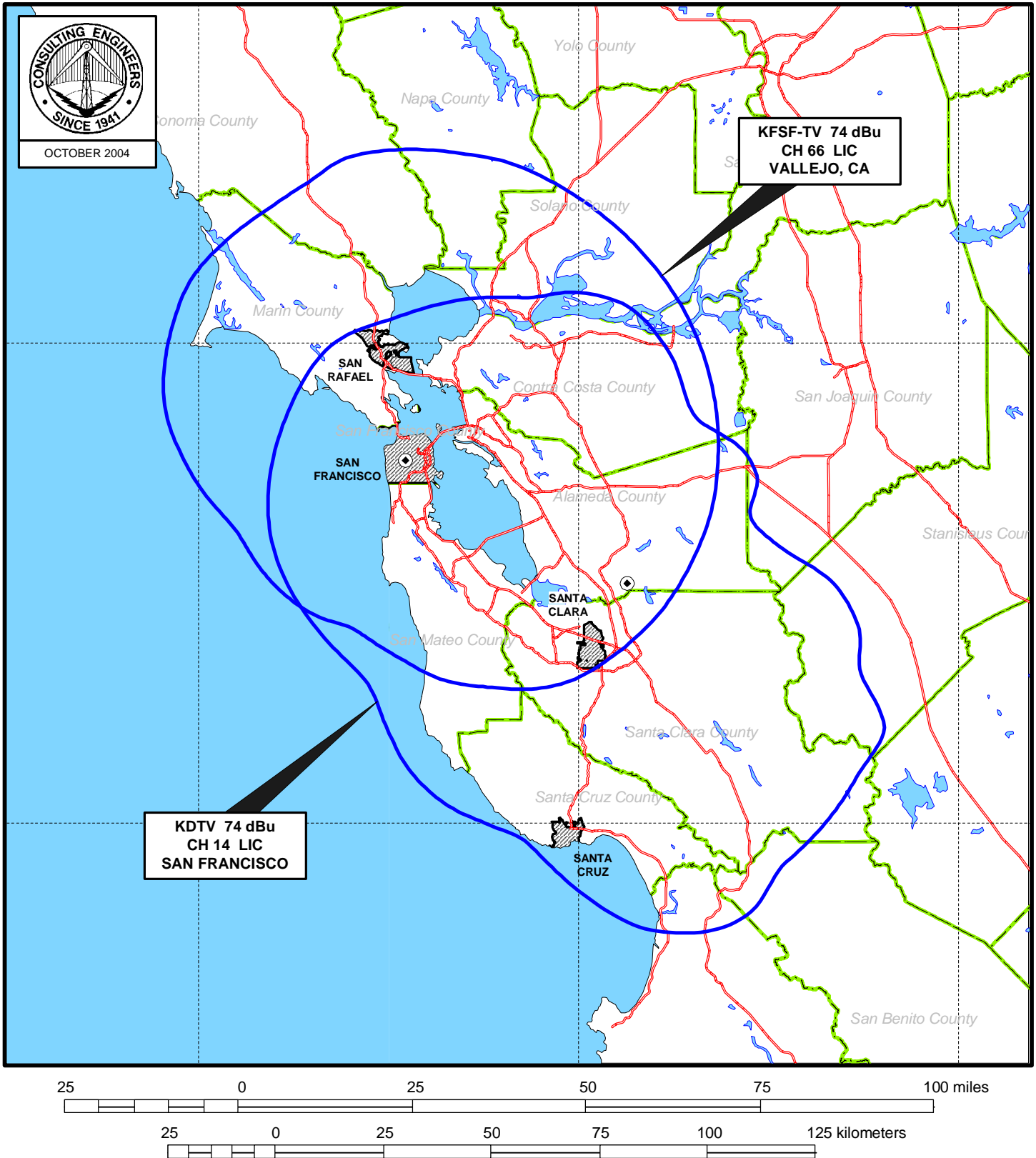
community of license of Station KSQL (i.e., Santa Cruz, California).³ Therefore, radio-television cross markets are created by the proposed transaction which consist of the following station combinations: (1) television stations KDTV and KFSF-TV, with radio stations KSOL, KVVF, and KSFB; and (2) television station KDTV, with radio stations KSOL, KSQL, KVVF, and KSFB.

An entity may own two television stations and as many as four radio stations where there will be at least 10 voices remaining in the market subsequent to the consummation of the proposed transaction. See 47 C.F.R. Section 73.3555(c)(2)(ii). As shown in Attachment B, there will be more than 10 remaining independent voices in the San Francisco/Oakland/San Jose market subsequent to the consummation of the proposed transaction. Accordingly, the common ownership of the current and proposed UCI radio and television stations in the San Francisco area complies with the Commission's radio-television cross ownership rule.

³ The principal community contours of Station KSOL and Station KSFB completely encompass the communities of license of television Station KDTV and television Station KFSF-TV (i.e., San Francisco, and Vallejo, California), but (2) the principal community contours of neither Station KVVF nor Station KSQL completely encompass the community of license of either television station KDTV or KFSF-TV (i.e., Vallejo, and San Francisco, California.) See Attachment A (Figure 2).

Attachment A

Figure 1

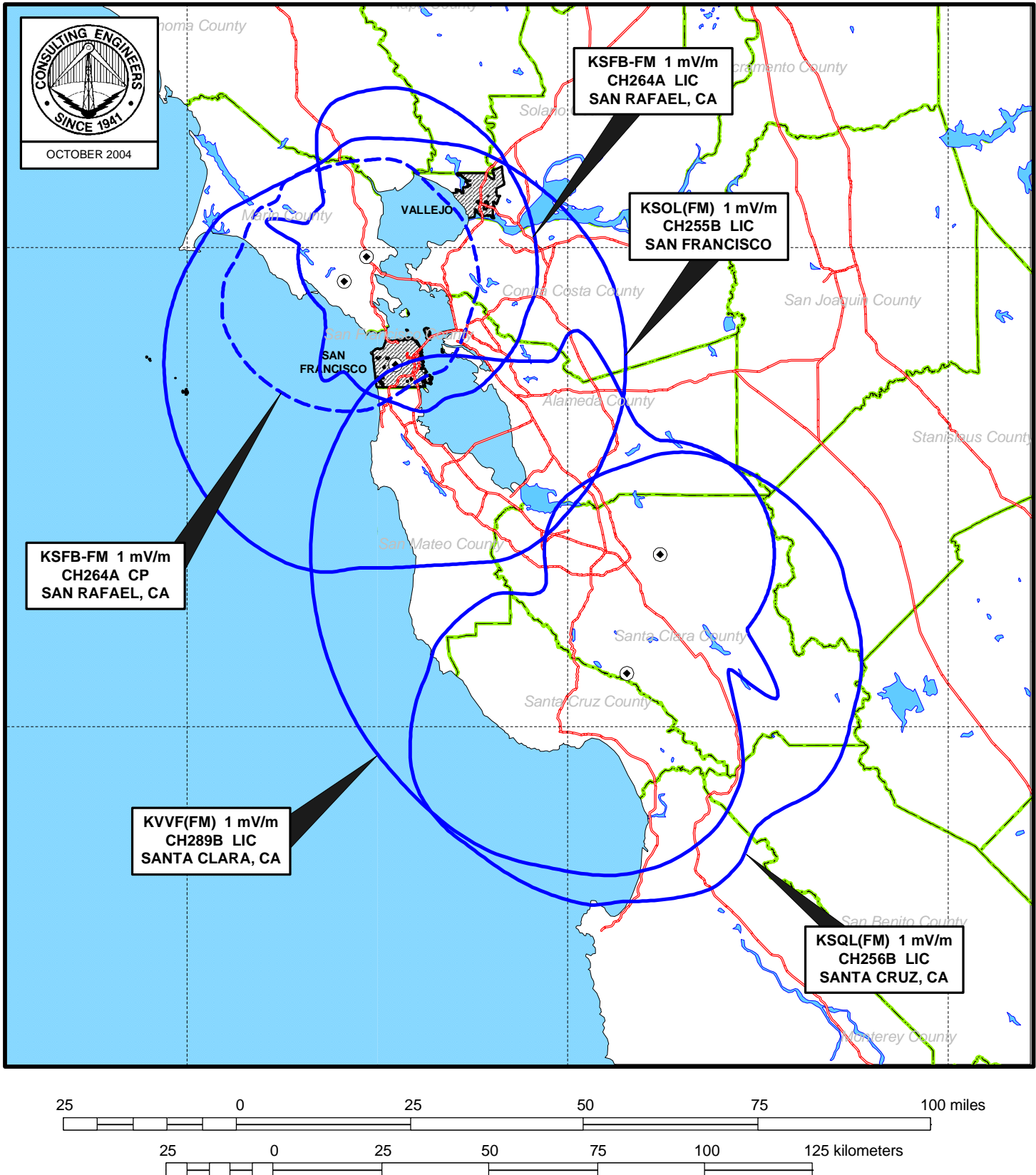


PREDICTED TV GRADE A CONTOURS

RADIO-TELEVISION CROSS OWNERSHIP
SAN FRANCISCO, CALIFORNIA

du Treil, Lundin & Rackley, Inc. Sarasota, Florida

Figure 2



PREDICTED RADIO STATION CONTOURS

RADIO-TELEVISION CROSS OWNERSHIP
SAN FRANCISCO, CALIFORNIA

du Treil, Lundin & Rackley, Inc. Sarasota, Florida

Partial List of Independent Voices– San Francisco, California Market

Independent TV and Radio Owners [*]	Daily		Independent Voices in Market
At least 10	Newspapers 2	Cable 1	At least 13

.	Licensee or Other Attributable Party (after proposed transaction)	Call Sign or Non-Broadcast Media Type	City, State
1	Univision Communications Inc.	KDTV(TV) KFSF-TV KSOL(FM) KSQL(FM) KVVF(FM) KSFB-FM	San Francisco, CA Vallejo, CA San Francisco, CA Santa Clara, CA Santa Cruz, CA San Rafael, CA
2	Cox Communications, Inc.	KTVU(TV)	Oakland, CA
3	Young Broadcasting	KRON-TV	San Francisco, CA
4	CBS/Viacom, Inc.	KPIX-TV	San Francisco, CA
5	ABC/Disney Company	KGO-TV	San Francisco, CA
6	Pappas Telecasting	KFWU(TV)	Fort Bragg, CA
7	NBC/GE	KNTV(TV)	San Jose, CA
8	Granite Broadcasting Corporation	KBWB(TV)	San Francisco, CA
9	Lincoln Broadcasting Co.	KTSF(TV)	San Francisco, CA
10	Summit America Television, Inc.	KCNS(TV)	San Francisco, CA
11	Christian Communications Chicagoland	KTLN-TV	Novato, CA
12	Rural California Broadcasting Corp.	KRCB(TV)	Cotati, CA
13	Minority Television Project	KMTP-TV	San Francisco, CA
14	KTEH-TV Foundation	KTEH(TV)	San Jose, CA
15	San Mateo County Community College District	KCSM-TV	San Mateo, CA
16	Paxson Communications Corp.	KKPX(TV)	San Jose, CA
17	KQED, Inc.	KQED(TV)	San Francisco, CA
18	Salem Communications Corp.	KFAX(AM)	San Francisco, CA
19	Clear Channel Communications	KIOI(FM)	San Francisco, CA
20	Infinity Broadcasting	KKWV(FM)	San Francisco, CA
21	San Jose Mercury-News	Newspaper	San Jose, CA
22	San Francisco Chronicle	Newspaper	San Francisco, CA
23	Cable Television	Cable	

^{*} This is a partial list of independent voices in the San Francisco market, and is a partial list of the outlets controlled by each voice (except for Univision Communications Inc., for which all outlets are listed.)