

**CHANGES IN INTEREST AS A RESULT OF TRANSFER**

This application seeks Commission consent to the *pro forma* transfer of control of LBI Holdings I, Inc. (“LBI”), indirect parent of six Commission licensees (“the Licensees”). As illustrated in Figure 1, 50% of the shares of LBI currently are held by the Jose Liberman 2003 Annuity Trust, the Esther Liberman 2003 Annuity Trust, and the Liberman Trust. Jose Liberman is trustee of each of these three trusts and has ultimate voting control of the LBI stock held by them. Jose Liberman’s son, Lenard Liberman, holds the remaining 50% of the shares of LBI. Therefore, Jose Liberman and Lenard Liberman each possess negative control of the Licensees by virtue of the fact that each controls exactly 50% of the corporation’s voting stock.

The Jose Liberman 2003 Annuity Trust and the Esther Liberman 2003 Annuity Trust are irrevocable Grantor Retained Annuity Trusts (“GRATs”). The GRATs, each of which have a three-year term, provide that the settlor of each GRAT will receive one fixed annuity payment each year over a three-year term. These payments have been made in the form of LBI stock. The GRATs are now set to terminate and, according to their terms, the shares of LBI stock that remain in each settlor’s respective GRAT will be distributed to Lenard Liberman. As a result, Lenard Liberman will control 66.17%% of LBI, becoming the single majority shareholder. The Liberman Trust will control 33.83% of LBI. Figure 2 illustrates the anticipated structure of LBI and its subsidiaries when the distribution has occurred and the GRATs are terminated.<sup>1</sup>

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<sup>1</sup> The transfer of shares to the Liberman Trust will take place in two steps. The shares held by the Jose Liberman 2003 Annuity Trust will first transfer to Jose Liberman and then, immediately thereafter, the shares will be transmuted into community property pursuant to a transmutation agreement and transferred into the Liberman Trust. The same applies to the shares held by the Esther Liberman 2003 Annuity Trust.

The Commission has held that the use of a short-form application is appropriate where, as in the instant case, one party possessing negative control transfers that interest to a stockholder who also held negative control. *Barnes Enters, Inc.*, 55 FCC 2d 721, 725 (1975). Lenard Liberman's qualifications have recently been passed upon by the Commission in connection with Liberman Broadcasting of Dallas License Corp.'s acquisition of stations from Entravisions Holdings, LLC. See File Nos BALH-20060809AJJ et al., granted October 17, 2006.

The officers, directors, and shareholders of LBI and its subsidiaries as anticipated post-consummation are provided below, as is a list of the Licensees and the stations they hold.

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**LIBERMAN BROADCASTING, INC. (a Delaware Corporation)**

The officers, directors and shareholders (as anticipated post-consummation) of **Liberman Broadcasting, Inc.**, a Delaware corporation, all of whom are U.S. citizens, are as follows:

NAME & ADDRESS	OFFICER	DIRECTOR	% VOTES	% EQUITY
Jose Liberman c/o Liberman Broadcasting, Inc. 1845 Empire Avenue Burbank, CA 91504	President	Yes	0	0
Lenard D. Liberman c/o Liberman Broadcasting, Inc. 1845 Empire Avenue Burbank, CA 91504	Executive Vice President/ Secretary	Yes	66.17	66.17
William Keenan c/o Liberman Broadcasting, Inc. 1845 Empire Avenue Burbank, CA 91504	Chief Financial Officer	No	0	0
Liberman Trust ( <i>Jose Liberman, Trustee, votes the shares</i> ) c/o Liberman Broadcasting, Inc. 1845 Empire Avenue Burbank, CA 91504	N/A	N/A	33.83	33.83

## **LIBERMAN ENTITIES**

### LBI Licensees

The officers and directors of the entities and each of their parent companies, including LBI Media Holdings, Inc., all of whom are U.S. citizens, are as follows:

<b>NAME &amp; ADDRESS</b>	<b>OFFICER</b>	<b>DIRECTOR</b>
Jose Liberman c/o Liberman Broadcasting, Inc. 1845 Empire Avenue Burbank, CA 91504	President	Yes
Lenard D. Liberman c/o Liberman Broadcasting, Inc. 1845 Empire Avenue Burbank, CA 91504	Executive Vice President/ Secretary	Yes
William Keenan c/o Liberman Broadcasting, Inc. 1845 Empire Avenue Burbank, CA 91504	Chief Financial Officer	No

As noted in Figure 1, the LBI Licensees are as follows:

**LBI Radio License Corp.** (wholly owned by Liberman Broadcasting, Inc., a California Corporation, which is wholly owned by LBI Media, Inc.) is the licensee of stations:

<b><u>CALL SIGN</u></b>	<b><u>TYPE</u></b>	<b><u>LOCATION</u></b>	<b><u>FACILITY ID</u></b>
KVNR	AM	Santa Ana, CA	37223
KWIZ	FM	Santa Ana, CA	37225
KBUA	FM	San Fernando, CA	10097
KBUA-FM1	Booster	Valencia/Newhall, CA	10098
KHJ	AM	Los Angeles, CA	37224
KBUE	FM	Long Beach, CA	34386
KEBN	FM	Garden Grove, CA	50513

**Liberman Broadcasting of Houston License Corp.** (wholly owned by Liberman Broadcasting of Houston, Inc., which is wholly owned by LBI Media, Inc.) is the licensee of stations:

<u><b>CALL SIGN</b></u>	<u><b>TYPE</b></u>	<u><b>LOCATION</b></u>	<u><b>FACILITY ID</b></u>
KIOX-FM	FM	El Campo, TX	36507
KJOJ	AM	Conroe, TX	20625
KJOJ-FM	FM	Freeport, TX	69565
KQKQ	FM	Beaumont, TX	19087
KQUE	AM	Houston, TX	65309
KSEV	AM	Tomball, TX	9645
KTJM	FM	Port Arthur, TX	20489
KXGJ	FM	Bay City, TX	2131
KEYH	AM	Houston, TX	2911

**KZJL License Corp.** (which is wholly owned by Liberman Television of Houston, Inc., which is wholly owned by LBI Media, Inc.) is the licensee of station:

<u><b>CALL SIGN</b></u>	<u><b>TYPE</b></u>	<u><b>LOCATION</b></u>	<u><b>FACILITY ID</b></u>
KZJL	TV	Houston, TX	69531

**KRCA License Corp.** (which is wholly owned by KRCA Television, Inc., which is wholly owned by Liberman Television, Inc., which is wholly owned by LBI Media, Inc.) is the licensee and/or permittee of stations:

<u><b>CALL SIGN</b></u>	<u><b>TYPE</b></u>	<u><b>LOCATION</b></u>	<u><b>FACILITY ID</b></u>
KRCA	TV	Riverside, CA	22161
KRCA1	Booster	Hesperia/Pearblossom, CA	130271
KSDX-LP	LPTV	San Diego, CA	22162

**Liberman Television of Dallas License Corp.**, (wholly owned by Liberman Television of Dallas, Inc., which is wholly owned by LBI Media, Inc.) is the licensee of station:

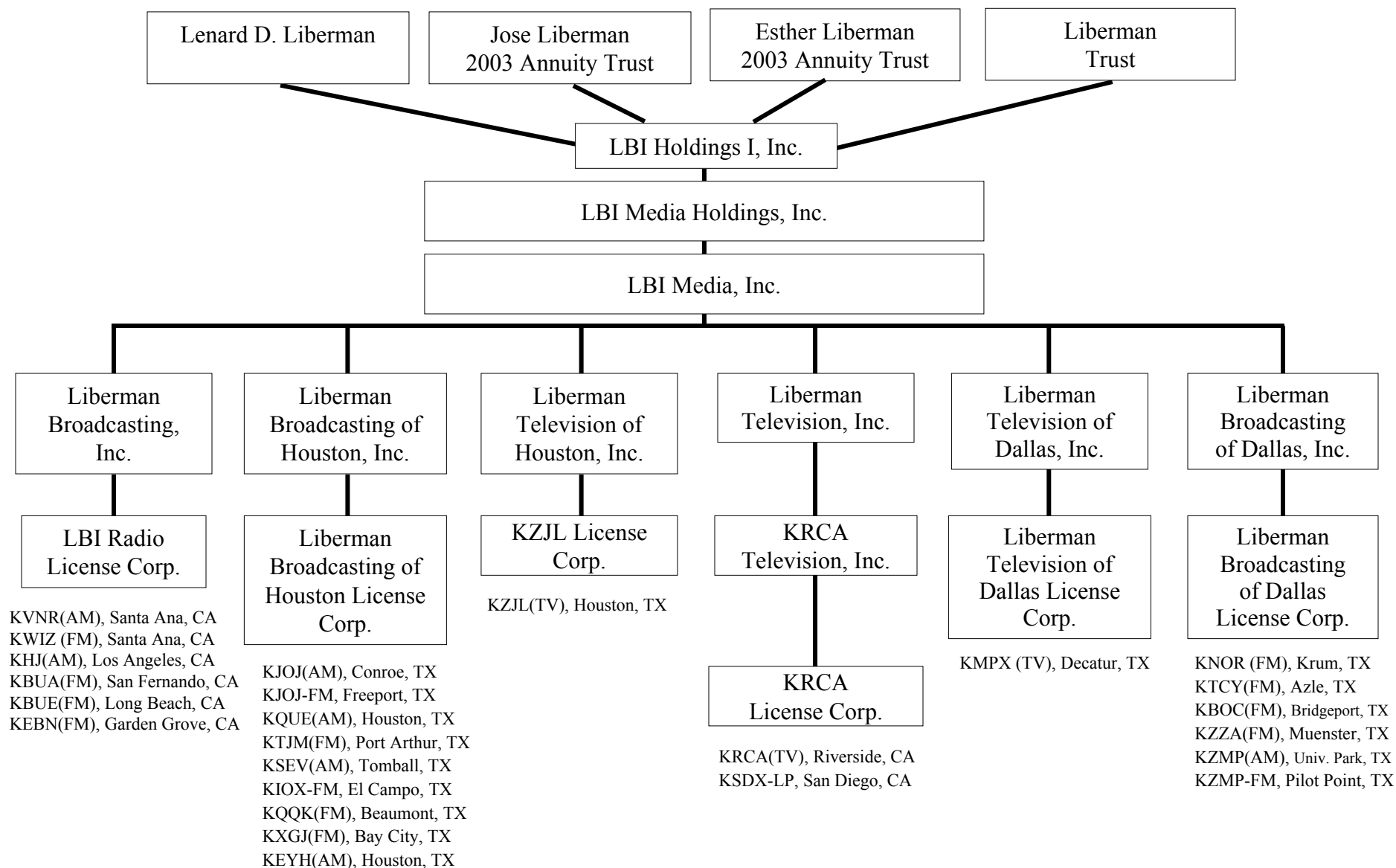
<b><u>CALL SIGN</u></b>	<b><u>TYPE</u></b>	<b><u>LOCATION</u></b>	<b><u>FACILITY ID</u></b>
KMPX	TV	Decatur, TX	73701

**Liberman Broadcasting of Dallas License Corp.**, (wholly owned by Liberman Broadcasting of Dallas, Inc., which is wholly owned by LBI Media, Inc.) is the licensee of station:

<b><u>CALL SIGN</u></b>	<b><u>TYPE</u></b>	<b><u>LOCATION</u></b>	<b><u>FACILITY ID</u></b>
KNOR	FM	Krum, TX	36289
KTCY	FM	Azle, TX	28122
KBOC	FM	Bridgeport, TX	64694
KZZA	FM	Muenster, TX	23017
KZMP	AM	University Park, TX	63551
KZMP-FM	FM	Pilot Point, TX	15854

**Figure 1**

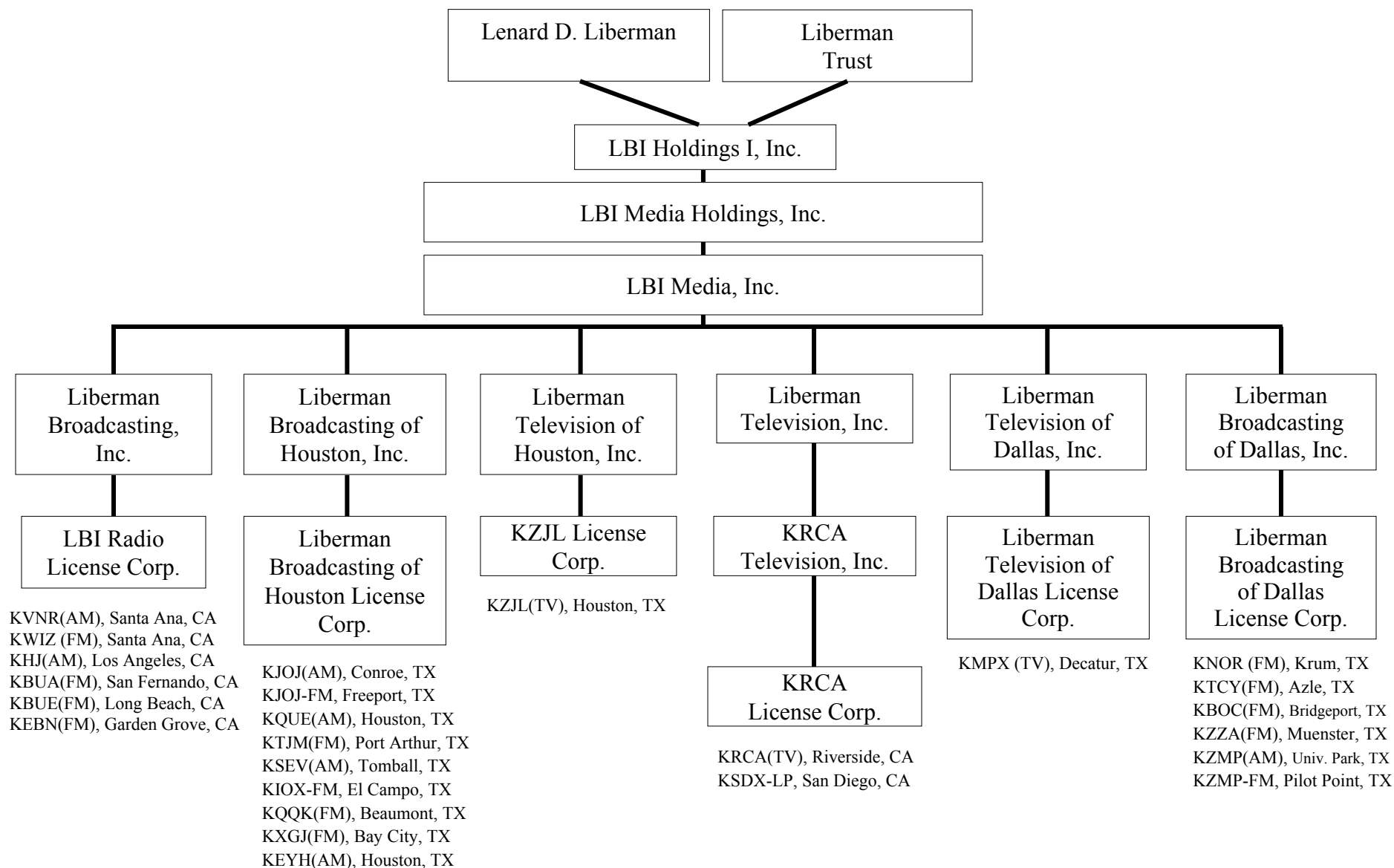
# **Liberman Ownership Structure\***



\*Each subsidiary is wholly-owned by its parent corporation. Jose Liberman is the trustee and votes the shares of the Jose Liberman 2003 Annuity Trust (approx. 18.64% of LBI Holdings I, Inc.), the Esther Liberman 2003 Annuity Trust (approx. 18.64% of LBI Holdings I, Inc.) and the Liberman Trust (approx. 12.72% of LBI Holdings I, Inc.). Lenard Liberman holds and votes 50% of the shares of LBI Holdings I, Inc.

**Figure 2**

## **Liberman Ownership Structure\***



\*Each subsidiary is wholly-owned by its parent corporation. Lenard Liberman Holds and votes 66.17% % of the shares of LBI Holdings I, Inc. Jose Liberman is the trustee and votes the shares of the Liberman Trust (approx. 33.83% of LBI Holdings I, Inc.).