

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
CORPUS CHRISTI DIVISION

IN RE: §
§
ORTIZ BROADCASTING CORPORATION, § CASE NO. 02-21146-C-7
§ CHAPTER 7
Debtor. §

**ORDER APPROVING SALE OF PERSONAL PROPERTY
(LOW POWER LICENSES AND EQUIPMENT) FREE AND CLEAR OF
LIENS, CLAIMS, CHARGES, ENCUMBRANCES AND INTERESTS
PURSUANT TO 11 U.S.C. § 363(f)
(relates to docket no. 229)**

On December 2, 2005, the Court conducted a hearing on the Motion to Sell Personal Property (Low Power Licenses and Equipment) Free and Clear of Liens, Claims, Charges, Encumbrances and Interests Pursuant to 11 U.S.C. § 363(f) (the "Motion") filed by Ben B. Floyd, Trustee (the "Trustee") of the bankruptcy estate of Ortiz Broadcasting Corporation (the "Debtor"). Two objections to the Motion were filed; one by Clark Ortiz (docket no. 247) and one by Entravision Communications Corporation ("Entravision") (docket no. 240). The Court heard argument at the hearing, and was informed that Mr. Ortiz had made an offer in the amount of \$1,500,000 for the low power licenses and equipment identified in the Motion, but that the offer was subject to loan approval and other contingencies. The Court was also informed by Mintz Broadcasting ("Mintz"), the proposed buyer under the Motion, that it had resolved the objection by Entravision, under an agreement by which Mintz and Entravision would pay the aggregate sum of \$1,500,000 for the low power licenses and equipment identified in the Motion. The Court therefore ordered that, if Clark Ortiz was able to remove the contingencies to his financing and provide the Trustee a letter of credit or unconditional loan commitment for funds in the amount of at least \$1.5 million at or before 9:00 a.m. on December 6, 2005, an auction of the low power licenses and

equipment identified in the Motion would be held at 9:00 a.m. on December 6, 2005. On December 6, 2005, the Court was informed by the Trustee's counsel and Mr. Ortiz' counsel that Mr. Ortiz did not do so.

The Court therefore approves the sale to Mintz and Entravision (collectively the "Buyers") as announced at the hearings on December 2 and December 6, 2005. The Court finds that (i) notice of the Motion and the possible auction were proper, (ii) the Buyers identified below have agreed to the terms of this Order, which shall also constitute the contracts between the estate and the Buyers; and (iii) the sales approved by this Order are in the best interests of the bankruptcy estate. It is therefore

ORDERED that the Trustee is authorized to sell, on the terms set forth in this Order, the equipment listed on Exhibit "A" attached hereto and the following Federal Communications Commission ("FCC") license (collectively the "San Antonio Low Power License and Equipment") to Mintz:

- (i) K52EA, Channel 50, San Antonio, Texas (Facility ID No. 2555).

It is further ORDERED that the Trustee is authorized to sell, on the terms set forth in this Order, the equipment listed on Exhibit "B" attached hereto and the following FCC licenses (collectively the "Other Low Power Licenses and Equipment") to Entravision, and Entravision may assign its rights under this Order to the licenses to Entravision Holdings, LLC and may assign its rights under this Order to the equipment to Entravision – Texas Limited Partnership, both of which are wholly-owned subsidiaries of Entravision; provided, however, any such assignment shall not relieve Entravision of its obligations under this Order:

- (i) KFTN-LP, Channel 30, La Feria, Texas (FCC Facility ID No. 40058);
- (ii) KLIA-LP, Channel 32, McAllen, Texas (FCC Facility ID No. 28280);

(iii) KSFE-LP, K67HC, Channel 67, McAllen, Texas (FCC Facility ID No. 49038); and

(iv) KTIZ-LP, Channel 52, Harlingen, Texas (FCC Facility ID No. 657).

It is ORDERED that the sale to the Buyers of the San Antonio Low Power License and Equipment and the Other Low Power Licenses and Equipment (collectively the “Low Power Licenses and Equipment”) shall be on the following terms:

- (i) The Purchase Price to be paid by Mintz for the San Antonio Low Power License and Equipment is Seven Hundred Fifty Thousand Dollars (\$750,000) cash;
- (ii) The Purchase Price to be paid by Entravision for the Other Low Power Licenses and Equipment is Seven Hundred Fifty Thousand Dollars (\$750,000) cash;
- (iii) The sales will be free and clear of all liens, claims, charges, encumbrances and interests pursuant to 11 U.S.C. §363, save and except any applicable FCC rules, regulations, and the Communications Act (the “Liens”), with all such Liens attaching to the proceeds of the sale pending determination by this Court of the extent, validity and priority of same;
- (iv) The Trustee makes no representations or warranties regarding the Low Power Licenses and Equipment;
- (v) The sales and assignments of the Low Power Licenses are each subject to the prior consent by the FCC under Section 310(d) of the Communications Act, 47 U.S.C. §310(d) and the consummation of the sales remains subject to and conditioned upon the parties obtaining FCC consent prior to consummation, as no licenses granted by the FCC shall be distributed, transferred or assigned without prior FCC consent;
- (vi) Mintz has deposited with the Trustee the sum of One Hundred Thousand Dollars (\$100,000) (the “Initial Earnest Money”), which is held by the Trustee in a separate interest bearing account;
- (vii) No later than one business day after entry of this Order, Mintz shall deposit with the Trustee the sum of Six Hundred Fifty Thousand Dollars (\$650,000), which shall be deposited and held by the Trustee in the separate interest bearing account with the Initial Earnest Money (the total amount of \$750,000 being the “Mintz Earnest Money”);
- (viii) No later than one business day after entry of this Order, Entravision shall deposit with the Trustee the sum of Seven Hundred Fifty Thousand Dollars (\$750,000)

(the “Entravision Earnest Money”), to be held by the Trustee in a separate interest bearing account;

- (ix) The Mintz Earnest Money and all accrued interest will be forfeited to the bankruptcy estate if the sale to Mintz is consented to by the FCC, but Mintz fails to close;
- (x) The Entravision Earnest Money and all accrued interest will be forfeited to the bankruptcy estate if the sale to Entravision is consented to by the FCC, but Entravision fails to close;
- (xi) The Mintz Earnest Money and all accrued interest will be returned to Mintz if the sale to Mintz is not consented to by the FCC;
- (xii) The Entravision Earnest Money and all accrued interest will be returned to Entravision if the sale to Entravision is not consented to by the FCC;
- (xiii) The Mintz Earnest Money and all accrued interest may, at Mintz’s election, be applied to the purchase price for the San Antonio Low Power License and Equipment if the sale to Mintz is consented to by the FCC and Mintz closes;
- (xiv) The Entravision Earnest Money and all accrued interest may, at Entravision’s election, be applied to the purchase price for the Other Low Power Licenses and Equipment if the sale to Entravision is consented to by the FCC and Entravision closes;
- (xv) Payment by Mintz shall be made by its instruction to the Trustee to apply the Mintz Earnest Money to the purchase price for the San Antonio Low Power License and Equipment and must be made on the later of (i) the 11th day following entry of this order approving the sale (the “Court Order”), unless the Court Order is appealed and stayed; or (ii) the fifth (5th) business day following issuance by the FCC of a Public Notice that the FCC consents to the assignment of the San Antonio Low Power License to Mintz , as to which Public Notice there is no pending petition for reconsideration, review or appeals by a third party or by the FCC on its own motion and the time periods for which have expired;
- (xvi) Payment by Entravision shall be made by its instruction to the Trustee to apply the Entravision Earnest Money to the purchase price for the Other Low Power Licenses and Equipment and must be made on the later of (i) the 11th day following entry of the Court Order, unless the Court Order is appealed and stayed; or (ii) the fifth (5th) business day following issuance by the FCC of a Public Notice(s) that the FCC consents to the assignments of each of the Other Low Power Licenses to Entravision, as to which Public Notice(s) there is no pending petition for reconsideration, review or appeals by a third party or by the FCC on its own motion and the time periods for which have expired;

(xvii) These sales do not include the Del Rio station license, construction permit and equipment associated with that station or any property or interest of the estate other than what is expressly listed in Exhibits A and B hereto and herein referred to as the Low Power Licenses and Equipment.

It is further ORDERED that, at closing of the sales to the Buyers contemplated by this Order, the Trustee shall deliver to the Buyers an executed non-recourse assignment of their Low Power License and Equipment; and may pay to CEA Media Group, LLC, the broker previously approved by this Court, a commission equal to six percent of each Purchase Price.

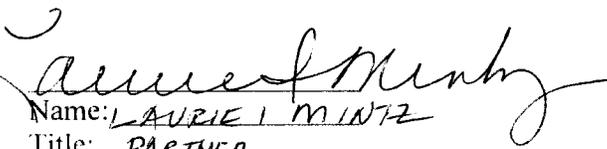
It is further ORDERED that the Trustee may take all such other and further action and execute all such documents as may be necessary to consummate and evidence the sale authorized hereby.

DATED _____.

UNITED STATES BANKRUPTCY JUDGE

TERMS OF SALE ACCEPTED:

Mintz Broadcasting

By: 
Name: LAURIE I. MINTZ
Title: PARTNER

Entravision Communications Corporation

By: _____
Name: _____
Title: _____

(xvii) These sales do not include the Del Rio station license, construction permit and equipment associated with that station or any property or interest of the estate other than what is expressly listed in Exhibits A and B hereto and herein referred to as the Low Power Licenses and Equipment.

It is further ORDERED that, at closing of the sales to the Buyers contemplated by this Order, the Trustee shall deliver to the Buyers an executed non-recourse assignment of their Low Power License and Equipment; and may pay to CEA Media Group, LLC, the broker previously approved by this Court, a commission equal to six percent of each Purchase Price.

It is further ORDERED that the Trustee may take all such other and further action and execute all such documents as may be necessary to consummate and evidence the sale authorized hereby.

DATED _____.

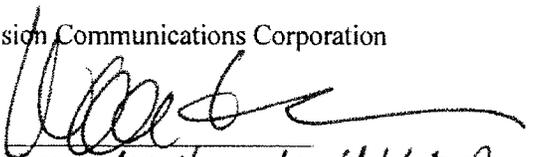
UNITED STATES BANKRUPTCY JUDGE

TERMS OF SALE ACCEPTED:

Mintz Broadcasting

By: _____
Name: _____
Title: _____

Entravision Communications Corporation

By: 
Name: Walter F. Wilson
Title: 12/8/05

UNITED STATES BANKRUPTCY COURT
 SOUTHERN DISTRICT OF TEXAS
 CORPUS CHRISTI DIVISION

IN RE: ORTIZ BROADCASTING CORPORATION

CASE NO 02-21146-C-11

CHAPTER 11

AMENDED 2/20/03

SCHEDULE B (PERSONAL PROPERTY)

Continuation Sheet No. 3

Type of Property	None	Description and Location of Property	Current Market Value of Debtor's Interest in Property, Without Deducting any Secured Claim or Exemption
25. Aircraft and accessories.	X		
26. Office equipment, furnishings, and supplies.	X		
27. Machinery, fixtures, equipment, and supplies used in business.	→	✓ K52EA San Antonio: Equipment List (purchased in 1997) 1 Perfect Satellite Antenna 1 California Amplifier 1 Chaparral Polarotar Feed Horn 1 Sandard Communications Certified Satellite Receiver 1 DB Ghz Microwave Receive Antenna 450 Cablewave Foam Cable grounding kits 4) hoisting Grips Plastic tie wraps DB Electronics Microwave Receive Ant	
Total >			

EXHIBIT A

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
CORPUS CHRISTI DIVISION

IN RE: ORTIZ BROADCASTING CORPORATION

CASE NO 02-21146-C-11

CHAPTER 11

AMENDED 2/20/03

SCHEDULE B (PERSONAL PROPERTY)

Continuation Sheet No. 3

Type of Property	None	Description and Location of Property	Current Market Value of Debtor's Interest in Property, Without Deducting any Secured Claim or Exemption
25. Aircraft and accessories.	X		
26. Office equipment, furnishings, and supplies	X		
27. Machinery, fixtures, equipment, and supplies used in business.		<p>→ La Feria Tower Site: Equipment 10' Satellite Antenna Actuator Satellite Pole California Amplifier Polarstar IE Feed Horn RG6 Satellite Receiver Panasonic CT Color Monitor (13") Modified MTA AM/FM Receivers Antenna Upgrade 200 Cablewave Foam Cable 4 Cablewave Connector 4 Cablewave Grounding Kit 2 Cablewave Plastic Tie Wraps Vellek Transmitter PSI UHF Antenna</p> <p>Misc. Foam Cable, Hanger kits, Adapters, grounding kits, hosting grip (purchased in 1997-R&L Media Systems)</p>	
Total >			

EXHIBIT B

UNITED STATES BANKRUPTCY COURT
 SOUTHERN DISTRICT OF TEXAS
 CORPUS CHRISTI DIVISION

IN RE: ORTIZ BROADCASTING CORPORATION

CASE NO 02-21146-C-11

CHAPTER 11

AMENDED 2/20/03

SCHEDULE B (PERSONAL PROPERTY)

Continuation Sheet No. 4

Type of Property	None	Description and Location of Property	Current Market Value of Debtor's Interest in Property, Without Deducting any Secured Claim or Exemption
		✓ KTIZ 52 Harlingen Station: Equipment (1997) Transmitter UHF UHF CP Antenna Foam cable, hangar kits, misc. grounding kits and hoisting grip Satellite Antenna 1 Chaparral Feed Horn 1 California Amplifier LNB 1 HMT Degree Ku Band LNB 1 von Weise Actuator ✓ K67HC, McAllen TX, Equipment list 1 Vetek KW Solid State UHF Transmitter 1 PSI PSILPLC08 100 Cablewave Foam Cable Tie wraps Cablefoam grounding kit TV Demodulator UHF High Grain Antenna connectors,	
		→ TV-32 MAllen- Equipment list 1 Vetek Solid State UHF Transmitter 1 PSI UHF Antenna 330 Cablewave foam cable (\$10.00) Flange, Hangar kits Adapters grounding Kits Hoisting Gnps 1 Blonder Tongue Demodulator UHF High Gain Antenna	
Total >			

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
CORPUS CHRISTI DIVISION

IN RE: ORTIZ BROADCASTING CORPORATION

CASE NO 02-21146-C-11

CHAPTER 11

AMENDED 2/20/03

SCHEDULE B (PERSONAL PROPERTY)

Continuation Sheet No. 5

Type of Property	None	Description and Location of Property	Current Market Value of Debtor's Interest in Property, Without Deducting any Secured Claim or Exemption
	→	TV-30 LaFeria, TX 1 Sami KDIS10 10' Satellite Antenna 1 Von Weise 18" HEavy Duty Actuator 1 DSI 7' Satellite Pole 1 California Amplifier 25 Deg LNB 1 Chaparral Polarotator IE Feed Horn 1 Panasonic CT 13" Color Monitor 1 Hollyanne EAS Encoder/Decoder Printer Interface AVS-2 A>B Switcher AC Transformer 1 Epson 3250 Dot Matrix Printer Burst Electronics Character Generator 1 Modified MTA 16 AM/FM Receivers side Panels for Rack framesUtility shelves Screws and washers 1 Vellek 2KwUHF Transmitter 16 Bay CP UHF Antenna Adapters	
28. Inventory	X		
29. Animals	X		
30. Crops - growing or harvested Give particulars	X		
31. Farming equipment and implements.	X		
32. Farm supplies, chemicals, and feed	X		
33. Other personal property of any kind not already listed. Itemize.			

To