

COMPREHENSIVE EXHIBIT

**Description of Transaction, Agreement for Transfer of Control of Licensee Subsidiaries,
Licenses, Parties to Applications, Other Media Interests, and Foreign Ownership
Compliance**

TABLE OF CONTENTS

I.	PARTIES TO THE APPLICATIONS.....	1
A.	Una Vez Mas, LP (Transferor) Parties.....	1
B.	Northstar Media, LLC (Transferee) Parties	4
II.	FCC LICENSES TO BE TRANSFERRED.....	7
III.	AGREEMENTS FOR PROPOSED TRANSFER	7
IV.	OTHER MEDIA INTERESTS AND COMPLIANCE WITH MEDIA OWNERSHIP RULES	9
V.	COMPLIANCE WITH FOREIGN OWNERSHIP RESTRICTIONS.....	9
VI.	PENDING RENEWAL APPLICATIONS	10
	 ATTACHMENT A--STATIONS AND FCC LICENSES	 11
	ATTACHMENT B—ORGANIZATIONAL CHARTS	23
	ATTACHMENT C--TRANSACTION DOCUMENTS PROVIDED.....	24

COMPREHENSIVE EXHIBIT

Description of Transaction, Agreement for Transfer of Control of Licensee Subsidiaries, Licenses, Parties to Applications, Other Media Interests, and Foreign Ownership Compliance

This application is one of several concurrently filed FCC Form 315 applications (the “Transfer Applications”) seeking the Commission’s consent to implement a transfer of control and a reorganization of the television licensee subsidiaries (the “Licensee Subsidiaries”) of Una Vez Mas, LP (“UVM”). In the proposed transaction, UVM and certain of its subsidiaries will transfer all of its equity and voting interest in the Licensee Subsidiaries — and thus its interest in all UVM television licenses — to Northstar Media, LLC (“Northstar”), a limited liability company wholly owned by Jericho Partners LLC (“Jericho”), which has no common ownership with UVM. Upon consummation of the transaction, the Licensee Subsidiaries will become subsidiaries of Northstar.

I. PARTIES TO THE APPLICATIONS

A. Una Vez Mas, LP (Transferor) Parties

UVM, which owns full-service, low power, and Class A television stations, is the largest U.S. affiliate group of the Azteca America television network. Through its long standing relationship with Azteca America, UVM has brought alternative Spanish-language programming to viewers in California, Nevada, Arizona, New Mexico, Texas, Louisiana, Georgia, Maryland, and Florida. A list of UVM’s licensee subsidiaries and their respective stations (the “Stations”) is included in Attachment A hereto. The Stations account for a substantial percentage of the distribution of Azteca America programming in the United States, and contribute substantially to the diversity of programming available to television viewers in the communities they serve.

The Spanish-language television programming market has long been dominated by two major players, Univision and Telemundo. Companies seeking to launch other competitive Spanish-language network programming, such as Azteca America, have faced unique challenges because of the market dynamics. Spanish-language broadcast stations on the whole struggle to compete with their English-language counterparts for advertising dollars. Historically, “the advertising industry pays more for English-speaking than Spanish-speaking audiences.”¹ As a result, “stations that target programming to minority listeners are unable to earn as much revenue per listener as stations that air general market programming.” Further, foreign-language stations are often subject to discrimination by advertisers. It has been estimated that discrimination in advertising sales costs minority broadcasters approximately \$200 million annually, and that this practice accounts for a 5 to 10 percent loss to minority

¹ Catherine J.K. Sandoval, *Antitrust Language Barriers: First Amendment Constraints on Defining an Antitrust Market by a Broadcast’s Language, and its Implications for Audiences, Competition, and Democracy*, 60 Fed. Comm. L.J. 407, 439 (2008).

broadcasting that directly affects access to capital.² As such, any Spanish-language station seeking to compete for advertising revenue begins from a disadvantaged position.

Not surprisingly, then, UVM has faced considerable financial and economic hurdles over the course of the last several years. UVM's ability to generate sufficient revenue to sustain its operations and service its debt has been severely compromised by the highly competitive Spanish-language marketplace. These problems were exacerbated for UVM, as they were for many television broadcasters, by the financial recession of late 2007 through 2010 and uncertainties about the regulatory future of the low power television (LPTV) stations that form a considerable part of UVM's population coverage. In certain instances, economics dictated that UVM cancel LPTV licenses or turn in construction permits for new facilities. The instant applications further a restructuring of the UVM stations' financing, reducing the licensees' obligations, and will permit uninterrupted continuation of service to the UVM communities.

The Hispanic and Latino population continues to grow in the U.S. Azteca America-programmed stations like UVM's contribute significantly to the diversity of programming targeted at Hispanic homes, which rely disproportionately on over-the-air broadcast television. Broadcasting serves as vital and irreplaceable resource for Hispanic communities, providing them with entertainment and important news and emergency information upon which they rely each day. The Commission itself has expressly recognized that stifling the development of foreign language programming services would be "an outcome clearly contrary to the public interest."³ Moreover, the FCC has suggested that "encouraging the growth and development of new networks; fostering foreign language programming; increasing programming diversity; and strengthening competition among stations" are among its important, longstanding goals.⁴

Against this backdrop and given the unavailability of better alternatives to address its ongoing financial distress that would ensure the continued distribution of Azteca America's programming by UVM's stations, UVM has elected to enter into a restructuring transaction that satisfies the company's debt obligations and precludes further loss of service to Hispanic viewers. The proposed restructuring includes the transfer of control of UVM's Licensee Subsidiaries to Northstar. To preserve existing television service pending consummation of the

² Kofi Asiedu Ofori, *When Being No. 1 Is Not Enough: The Impact of Advertising Practices On Minority-Owned & Minority-Formatted Broadcast Stations*, Synopsis (2003), available at http://www.fcc.gov/Bureaus/Mass_Media/Informal/ad-study/adsynopsis.html (last visited June 1, 2009).

³ *Amendment of § 73.658(i) of the Commission's Rules, Concerning Network Representation of TV Stations in National Spot Sales; Request of Spanish International Network (SIN) for Waiver of § 73.658(i); Request of Telemundo Group, Inc. for Waiver of § 73.658(i); Request of Latin International Network Corporation for Waiver of § 73.658(i)*, Report and Order, 5 FCC Rcd 7280, 7282 n.5 (¶ 2 n.5) (1990).

⁴ *Id.* at 7281-82 (¶ 12) (footnotes omitted) (citing Network Inquiry Special Staff, *New Television Networks; Entry, Jurisdiction, Ownership and Regulation* (Vol. I, Oct. 1980); *See also Competition and Responsibility in Network Television Broadcasting, Memorandum Opinion and Order*, 25 FCC Rcd 318, 333 (1970); *FCC v. WNCN Listeners Guild*, 450 U.S. 582, 604 n.46 (1981); *Amendment of the Commission's Rules Relating to Multiple Ownership of AM, FM and Television Broadcast Stations*, Report and Order, Docket No. 83-1009, 49 Fed. Reg. 31877 (1984); *Deregulation of Radio, Report and Order*, BC Docket No. 79-219, FCC 81-17, 46 Fed. Reg. 33588 (1981); *Amendment of Section 73.3555*, Memorandum Opinion and Order, 100 FCC 2d 74, 92-94 (1985)).

transfer of control of the Licensee Subsidiaries to Northstar, UVM entered into a pre-closing Time Brokerage Agreement with Azteca International Corporation (“AIC”), a Delaware corporation under common control with the Azteca America television network, the television network with which each of UVM’s stations is affiliated. Under the Time Brokerage Agreement, AIC will provide services and additional financing that will ensure continued operation of the Stations, and AIC, under the ultimate direction and oversight of UVM, will assist UVM in maintaining the program services now provided on the Stations. The Time Brokerage Agreement includes the provisions specified in FCC Form 315 for a broadcast licensee to certify compliance with the Commission’s rules and policies.

Concurrent with its agreement to transfer control of the Licensee Subsidiaries and their respective licenses to Northstar, UVM also has entered into a merger agreement pursuant to which, immediately following the consummation of the transfer of control of the Licensee Subsidiaries to Northstar, UVM—which, at that point, will not hold any broadcast licenses or control licenses—will be merged into a subsidiary of AIC.

Concurrent with the closing of the transfer of control of the Licensee Subsidiaries to Northstar, Northstar and the Licensee Subsidiaries will enter into a new Station Affiliation Agreement with AIC, under which AIC will provide network programming for a substantial part of the broadcast days for each of the television stations now licensed to UVM. In addition, Northstar and the Licensee Subsidiaries will enter into a Services Agreement with Stations Group, LLC, a wholly-owned subsidiary of AIC, under which Stations Group will provide sales, operational and accounting services and programming of not more than 15 percent of each station’s weekly schedule to the Licensee Subsidiaries, all under the direction and control of Northstar and the Licensee Subsidiaries. Under these agreements, AIC will retain all revenues from advertising sales and retransmission consent payments for the Stations, but will reimburse Northstar and the Licensee Subsidiaries for their costs and, in addition, will pay Northstar and the Licensee Subsidiaries a specified percentage of Station revenues, an arrangement which will result in higher payments to Northstar and the Licensee Subsidiaries as the financial performance of the Stations improves.⁵

AIC has agreed to provide a loan to Northstar and AIC and Northstar will also enter at closing into pledge agreements relating to the loan AIC is providing to Northstar for part of the purchase price of the Licensee Subsidiaries. Unlike what was available to UVM, this financing improves the prospects for the station group. Each of these agreements conforms to Commission standards limiting the scope of security interests in licensees and requiring Commission consent before control over licensees is affected. AIC and Northstar and AIC and Jericho would also enter into agreements permitting Northstar to “put” the Licensee Subsidiaries to AIC, Jericho to “put” Northstar to AIC, or AIC to exercise an option to acquire Northstar or the Licensee Subsidiaries under specified circumstances. Again, each of these agreements clearly requires the grant of consent by the Commission before the transactions can be effectuated.

⁵ To the extent that this agreement would be subject to the policy established by the Commission in *Ackerley Group, Inc.*, 17 FCC Rcd 10828, 10841-42 (2002), Northstar’s economic incentives to actively involve itself in station operations would meet that standard.

B. Northstar Media, LLC (Transferee) Parties

Northstar is a Delaware limited liability company. Its sole owner is another Delaware limited liability company, Jericho Partners LLC (“Jericho”). Michael Jahrmarkt is the sole Manager of Northstar. Ownership interests in Jericho are held by five individuals, one of which is Mr. Jahrmarkt. The individual members of Jericho will hold their interests either in their own names or in self-managed retirement accounts, under which they would have full control over the investment in Jericho and complete discretion in voting that interest. Neither Northstar nor Jericho, nor any of the individuals owning Jericho, have attributable interests in any other media properties.

The individuals owning Jericho are also members, either as individuals or through controlled entities, of Northlight Financial LLC, a Delaware limited liability company that, directly and through subsidiaries, provides investment management services. The investors in several funds managed by Northlight include entities that have some common ownership with AIC’s parent entity, Grupo Elektra.

The following table provides information pertaining to the proposed transferee, Northstar Media, LLC, and its parent, Jericho Partners LLC. The numbered items below refer to columns in the tables.

- (1) Name and Address
- (2) Citizenship
- (3) Position Interest
- (4) Percentage of Votes
- (5) Percentage of Equity

Northstar Media, LLC

(1)	(2)	(3)	(4)	(5)
Jericho Partners LLC 777 S. Flagler Drive Suite 800 Tower West West Palm Beach, FL 33401	U.S.	Sole Member	100%	100%
Michael Jahrmarkt 777 S. Flagler Drive Suite 800 Tower West West Palm Beach, FL 33401	U.S.	Manager	0%	0%

Jericho Partners LLC

(1)	(2)	(3)	(4)	(5)
Michael Jahrmarkt 777 S. Flagler Drive Suite 800 Tower West West Palm Beach, FL 33401	U.S.	Manager and Member	29.92%	29.92%
Mark P. Hirschhorn 777 S. Flagler Drive Suite 800 Tower West West Palm Beach, FL 33401	U.S.	Member	22.87%	22.87%
Robert B. Woods 777 S. Flagler Drive Suite 800 Tower West West Palm Beach, FL 33401	U.S.	Member	22.87%	22.87%
Chris Jahrmarkt 777 S. Flagler Drive Suite 800 Tower West West Palm Beach, FL 33401	U.S.	Member	12.02%	12.02%
James Haber 777 S. Flagler Drive Suite 800 Tower West West Palm Beach, FL 33401	U.S.	Member	12.32%	12.32%

EDP Attributable Party. Azteca International Corporation (“AIC”), a Delaware corporation, which is proposed to be a lender and program supplier to Northstar, will have an attributable interest in Northstar and its television licensee subsidiaries under the Commission’s equity-debt-plus attribution rules. AIC currently has an attributable interest in UVM’s full-service television licensee subsidiaries pursuant to the Commission’s equity-debt-plus attribution rules because AIC or its affiliates provide programming to UVM pursuant to television network affiliation agreements for the Azteca Television Network and also have outstanding loans to UVM amounting to more than 33% of the total asset value of those licensees. *See e.g.*, FCC Form 314 Applications for consent to the assignment of the licenses for television stations KLDT(TV)(now KAZD(TV)), KNWS-TV (now KYAZ(TV)), and KEMO-TV to UVM, FCC File No. BALCDT-20091229ACT; BALCDT-20091229ACZ; and BALCDT 20110728AIC.

AIC is an indirect subsidiary of Grupo Elektra, S.A. DE C.V. of Mexico (“Grupo Elektra”). Grupo Elektra and certain individuals affiliated with Grupo Elektra (collectively, the “Azteca Parties”), would hold attributable interests in the proposed Northstar licensees as a result of the application of the Commission’s “equity-debt-plus,” or EDP, attribution rule. Northstar has committed to continue the affiliation of television stations with the Azteca America Network, which is owned by AIC. AIC, therefore, would be a “major program supplier” to the television stations for purposes of the EDP rule. AIC also would provide a loan to Northstar in the amount of approximately 50% of the total purchase price to be paid to UVM under the Purchase and Assignment Agreement for transfer of the stock of the UVM television Licensee Subsidiaries, an

amount exceeding the EDP attribution threshold of 33 percent of the total of the stations' equity and debt.

AIC. The officers and directors of AIC are: Luis Jorge Echarte Fernández (Chairman), Martin Kurt Breidsprecher Tam (Chief Executive Officer), Ernesto Ortega Oltra (Chief Financial Officer), Horacio Medal Ordonez (Chief Legal Officer and Secretary), and Francisco Xavier Borrego Hinojosa Linage (Director). Messrs. Echarte, Borrego and Ortega are citizens of México, and Messrs. Breidsprecher and Medal are citizens of the United States. This company's principal business address is 1139 Grand Central Ave., Glendale, California 91201. TV Azteca, S.A.B. DE C.V. ("TV Azteca") is the sole shareholder of AIC.

TV Azteca. The officers and directors of TV Azteca are: Ricardo B. Salinas Pliego (Chairman of the Board); Pedro Padilla Longoria (Director); Guillermo E. Salinas Pliego (Director); Mario San Román Flores (Chief Executive Officer and Director); Luis Jorge Echarte Fernández (Director); Joaquín Arrangoiz Orvañanos (Co-General Director of Sales and Director); Francisco X. Borrego Hinojosa Linage (General Counsel and Legal Director); Francisco Murguía Díaz (Director); Ignacio Cobián Villegas (Director); Luis Francisco Arteaga González de la Vega (Director) Sergio Gutiérrez Muguerza (Director); José Ignacio Sánchez Conde (Director); Carlos Hesles Flores (Chief Financial Officer); Rodrigo Fernández Capdevielle (General Director of Channels); and Carlos Díaz Alonso (General Director of Sales). All individuals are citizens of México. This company's principal business address is Periferico Sur 4121, Fuentes del Pedregal, Tlalpan, 14141, México, D.F. Azteca Holdings, S.A. DE C.V. ("Azteca Holdings") owns 53.4 percent of TV Azteca, therefore making Azteca Holdings the single majority shareholder of TV Azteca and the remaining ownership interests not attributable. Ricardo B. Salinas Pliego owns 8.4 percent of TV Azteca.

Azteca Holdings. The officers and directors of Azteca Holdings are: Mr. Ricardo Salinas (Chairman of the Board); Pedro Padilla Longoria (Director); Francisco X. Borrego Hinojosa Linage (Director); Diego Foyo Mejía (Chief Executive Officer); and Héctor Romero Tovar (Chief Financial Officer). All individuals are citizens of México. This company's principal business address is Periferico Sur 4121, Fuentes del Pedregal, Tlalpan, 14141, México, D.F. Comunicaciones Avanzadas, S. A. de C. V. ("CASA") owns 90 percent of Azteca Holdings, therefore making CASA the single majority shareholder of Azteca Holdings. The remaining ownership interests are ultimately held by Mr. Ricardo Salinas.

CASA. The sole director of CASA is Jorge Ferreiro Toledano; CASA has no officers. Mr. Toledano is a citizen of México. This company's principal business address is Periferico Sur 4121, Fuentes del Pedregal, Tlalpan, 14141, México, D.F. CASA is a holding company of which members of the Salinas family directly or indirectly own approximately 64.14% and 35.85% held by Grupo Elektra.

Grupo Elektra. The directors of Grupo Elektra are: Ricardo B. Salinas Pliego, Hugo Salinas Price, Pedro Padilla Longoria, Guillermo Salinas Pliego, Roberto Servitje Achutegui, Marcelino Gómez Velasco y Sanromán, Gonzalo Brockmann García, Luis J. Echarte Fernández and Joaquín Arrangoiz Orvañanos. The officers of Grupo Elektra are: Mario Gordillo Rincón,

Rodrigo Pliego Abraham, Manuel González Palomo, Luis Niño de Rivera Lajous, Alejandro Vargas Durán, Carlos Morales Rosales, José Luis Paz Razo, José Alfredo Galindo Pérez and Gabriel Roqueñí Rello. All individuals are citizens of México. Grupo Elektra has its headquarters in México City, at Avenida Insurgentes Sur 3579 Col. Tlalpán La Joya, México, D.F., 14000, México.

The beneficial owners of more than ten percent of Grupo Elektra's capital stock are the heirs of Hugo Salinas Rocha, including Ricardo B. Salinas, Hugo Salinas Price, and Esther Pliego de Salinas (the "Controlling Shareholders"). The Controlling Shareholders collectively own and control approximately 72% of the Grupo Elektra's equity; the remaining approximately 28% is owned by outside investors. Through ownership of these shares, the Controlling Shareholders currently have the power to determine the outcome of substantially all actions requiring shareholder approval, including the power to elect seven of the ten directors.

II. FCC LICENSES TO BE TRANSFERRED

The applicants seek Commission consent to transfer control of each of UVM's Licensee Subsidiaries to Northstar. Attachment A hereto lists the UVM licensee subsidiaries proposed to be transferred to Northstar and also lists the Commission licenses that each UVM Licensee Subsidiary holds.

Attachment B hereto provides an organizational chart depicting the ownership and control of Northstar and Northstar's ownership and control of the proposed Licensee Subsidiaries listed in Attachment A.

III. AGREEMENTS FOR PROPOSED TRANSFER

The parties are submitting with this application copies of certain of the transaction agreements, as indicated below, complete with the exception of certain schedules and exhibits. Copies of those agreements will be included as part of this transfer application in the public inspection files for those Stations required to maintain public inspection files.⁶

The list of transaction documents below includes agreements relating to the restructuring of UVM and the treatment of UVM's outstanding debt to which neither Northstar nor its affiliates are parties. Those agreements are being listed and, in some instances, provided, so that that the Commission will have a full understanding of the larger transaction among UVM, AIC, and Northstar intended to resolve the financial difficulties affecting the UVM stations while ensuring that valuable Spanish-language television service continue to be available. Where applicable, a listing is included beneath the entry for the document being provided describing exhibits, schedules, attachments, or other document sections that the parties have excluded because they contain proprietary information, are not germane to the Commission's consideration of this application, or duplicate information already included in the application or in the possession of the Commission. See *LUJ, Inc. and Long Nine, Inc.*, 17 FCC Rcd 16980 (2002).

⁶ See *LUJ, Inc.*, Memorandum Opinion and Order, 17 FCC Rcd 16980 (2002); *Public Notice*, DA 02-2049, (rel. Aug. 22, 2002).

Copies of pertinent transaction documents are included in Attachment C hereto. Copies of excluded documents and other material will be provided to the Commission upon request, subject to the right of the parties to ask that the material submitted be held in confidence and not be made available for public inspection pursuant to applicable rules and policies of the Commission that restrict public access to confidential and proprietary information.

A. Executed Agreements.

1. Purchase and Assignment Agreement by and between UVM and Northstar.
2. Restructure Coordination Agreement between AIC, Northstar, and Jericho.
3. Indemnification Agreement between Northstar, Jericho and AIC.
4. Loan Agreement between AIC and Northstar.

B. Unexecuted Forms of Purchase-Related Finance and Other Agreements to Be Executed at Closing

1. Form of Station Affiliation Agreement concerning the Azteca America television network by and between Northstar and its Licensee Subsidiaries and AIC.
2. Form of Services Agreement by and between Northstar and its Licensee Subsidiaries and Stations Group.
3. Form of Northstar Limited Recourse Promissory Note.
4. Form of Pledge and Security Agreement.
5. Form of Put-and-Call Option Agreement between AIC and Northstar.
6. Form of Put-and-Call Option Agreement between AIC and Jericho.
7. Form of Membership Interest Pledge Agreement.

C. Executed Agreements between AIC and the UVM Parties Relating to the Restructuring of UVM and Debts Owed by UVM.

1. Merger Agreement between AIC and various UVM parties.
2. Pre-Closing Time Brokerage Agreement between AIC and UVM and certain of its subsidiaries.

D. Forms of Agreements to Be Executed at the Closing Regarding the Restructuring of UVM and the Debts Owed by UVM.

1. Consulting Agreements between AIC and Messrs. Crosby and Nonberg.

E. Additional Agreements and Transaction Documents.

1. The parties anticipate that there may be documents prepared at the closing to memorialize the various transfers of stock and the merger involved in the transaction.
2. At the closing, it is anticipated that AIC or Stations Group will memorialize its obligation to make certain assets available for use by Northstar in the operation of the Stations by entering into lease or sublease arrangements with Northstar for the provision of certain studio sites, transmitter sites, and related equipment.

IV. OTHER MEDIA INTERESTS AND COMPLIANCE WITH MEDIA OWNERSHIP RULES

As demonstrated above, Northstar and those parties holding attributable interests in Northstar hold no attributable media interests.

AIC, which is proposed to hold an equity-debt-plus attributable interest in Northstar and its proposed licensee subsidiaries, holds no other media interests except for (1) its attributable interest in the licensees of UVM's full-power television broadcast stations which are being transferred to Northstar; and (2) an EDP-attributable interest in television station, KAZA-TV, Avalon, California (Facility I.D. No. 29234), which is licensed to Southern California License, LLC. AIC's interest in KAZA-TV results from the application of the EDP rule because AIC is both a "major program supplier" to KAZA-TV and a lender to the licensee and its parent in an amount that exceeds 33 percent of the current total of the station's equity and debt. KAZA-TV is assigned to the Los Angeles DMA. The full-service television stations that Northstar proposes to acquire in this transaction — KAZD(TV), Lake Dallas, Texas, KYAZ(TV), Katy, Texas, and KEMO-TV, Santa Rosa, California — are assigned to the Dallas, Houston, and San Francisco DMAs, respectively. Collectively, the national audience reach of these four television stations, calculated in accordance with the FCC's rules, does not exceed the applicable national audience reach ceiling under the Commission's national television ownership rules. Consequently, AIC's attributable interests in these stations would be consistent with the local television ownership rule and the national television ownership rule.

V. COMPLIANCE WITH FOREIGN OWNERSHIP RESTRICTIONS

Section 310(b)(4) of the Communications Act of 1934, as amended, imposes limitations on foreign "ownership" and foreign "control" rights. In particular, direct foreign ownership and control in a licensee may not exceed 20 percent, and indirect foreign ownership and control may not exceed 25 percent. None of the Azteca Parties would have any direct or indirect equity or voting interests in Northstar, the transferee. Rather, all direct equity and voting interests in the licensees would be held by limited liability companies formed under the laws of the United States, and the members and managers of those limited liability companies would be U.S. entities and U.S. citizens. AIC will hold options to acquire the Licensee Subsidiaries, but—by its terms—the options may not be exercised if their exercise would violate Commission rules. Consequently, although the Azteca Parties would be deemed to have attributable interests in

Northstar and its licensee subsidiaries as a result of the EDP rule, those attributable interests do not violate Section 310(b)(4).

VI. PENDING RENEWAL APPLICATIONS

Several of the UVM Stations are the subject of pending applications for renewal of license. During the pendency of this assignment of license application additional license renewal applications may be filed. The parties therefore request that the Commission apply its policy permitting processing of multi-station assignment of license applications that involve a subset of stations with pending renewal applications where (1) no basic qualifications issues have been raised or, if raised, were resolved favorably, and (2) the purchaser explicitly assents to standing in the stead of the seller in any renewal proceeding that is pending at the time of consummation of the transaction. Northstar, for itself and its proposed licensee subsidiaries, hereby agrees to succeed to the position of the transferor in any pending renewal applications and to assume the consequences thereof, consistent with the procedures set forth in *Shareholders of CBS Corporation*, 16 FCC Rcd 16072, ¶ 3 (2001) (“The Commission repeatedly has held that, in multi-station transactions, it will grant the transfer of control application while the renewal application is pending as long as there are no basic qualification issues pending against the transferor or transferee that could not be resolved in the context of the transfer proceeding, and the transferee explicitly assents to standing in the stead of the transferor in the pending renewal proceeding.”).

ATTACHMENT A--STATIONS AND FCC LICENSES**1. Una Vez Mas Flagstaff License, LLC**

<u>Call Sign</u>	<u>Licensee</u>	<u>Class of Station</u>	<u>Expiration Date</u>	<u>Renewal Date</u>
K41MR-D, Flagstaff, AZ (Facility ID 186254)	Una Vez Mas Flagstaff License, LLC	New Digital LPTV CP (Ch. 41) BNPDTL-20100607ADB	September 22, 2014	N/A

2. Una Vez Mas Sherman License, LLC

<u>Call Sign</u>	<u>Licensee</u>	<u>Class of Station</u>	<u>Expiration Date</u>	<u>Renewal Date</u>
KADY-LP, Sherman, TX (Facility ID 129631)	Una Vez Mas Sherman License, LLC	LPTV (Ch. 34) BLTTTL-20070503ABB	August 1, 2014	April 1, 2014

3. Una Vez Mas Alice License, LLC

<u>Call Sign</u>	<u>Licensee</u>	<u>Class of Station</u>	<u>Expiration Date</u>	<u>Renewal Date</u>
KAEU-LP, Alice, TX (Facility ID 125183)	Una Vez Mas Alice License, LLC	LPTV (Ch. 34) BLTTTL-20080801AOL	August 1, 2014	April 1, 2014

4. Una Vez Mas Amarillo License I, LLC

<u>Call Sign</u>	<u>Licensee</u>	<u>Class of Station</u>	<u>Expiration Date</u>	<u>Renewal Date</u>
KAMM-LP, Amarillo, TX (Facility ID 125224)	Una Vez Mas Amarillo License I, LLC	LPTV (Ch. 30) BLTTTL-20060908AAU	August 1, 2014	April 1, 2014

5. Una Vez Mas Atascadero License, LLC

<u>Call Sign</u>	<u>Licensee</u>	<u>Class of Station</u>	<u>Expiration Date</u>	<u>Renewal Date</u>
KASC-CA Atascadero, CA (Facility ID 10537)	Una Vez Mas Atascadero License, LLC	Class A (Ch. 7) BRTVA-20060731AEY BLTVA-20010711AAE	December 1, 2014	August 1, 2014

6. Una Vez Mas Wichita Falls License, LLC

<u>Call Sign</u>	<u>Licensee</u>	<u>Class of Station</u>	<u>Expiration Date</u>	<u>Renewal Date</u>
KAWF-LP, Wichita Falls, TX (Facility ID 131232)	Una Vez Mas Wichita Falls License, LLC	LPTV (Ch. 51) BLTTL-20080605AAP	August 1, 2014	April 1, 2014

7. Una Vez Mas Mullin License, LLC

<u>Call Sign</u>	<u>Licensee</u>	<u>Class of Station</u>	<u>Expiration Date</u>	<u>Renewal Date</u>
KAXW-LP, Mullin, TX (Facility ID 52928)	Una Vez Mas Mullin License, LLC	LPTV (Ch. 61) BLTTL-20070521AFX	August 1, 2014	April 1, 2014
KAXW-LP, Mullin, TX (Facility ID 52928)	Una Vez Mas Mullin License, LLC	Silent Notification/Silent STA request (Station went silent 12/31/2012) LPTV (Ch. 61) BLSTA-20130102AAY (accepted for filing)	N/A	N/A
KAXW-LP, Mullin, TX (Facility ID 52928)	Una Vez Mas Mullin License, LLC	Digital LPTV Displacement CP (Ch. 51) BDISDTL- 20081118ALE	September 1, 2015	N/A

8. Una Vez Mas Dallas License, LLC

<u>Call Sign</u>	<u>Licensee</u>	<u>Class of Station</u>	<u>Expiration Date</u>	<u>Renewal Date</u>
KAZD(TV), Lake Dallas, TX (Facility ID 17433)	Una Vez Mas Dallas License, LLC	DT (Ch. 39) BLCDT-20100924ABM	August 1, 2014	April 1, 2014

9. Una Vez Mas McAllen License, LLC

<u>Call Sign</u>	<u>Licensee</u>	<u>Class of Station</u>	<u>Expiration Date</u>	<u>Renewal Date</u>
KAZH-LP, McAllen, TX (Facility ID 68574)	Una Vez Mas McAllen, LLC	LPTV (Ch. 57) BRTTL-20060403BFG BLTTL-19980928JD	August 1, 2014	April 1, 2014
KAZH-LP, McAllen, TX (Facility ID 68574)	Una Vez Mas McAllen, LLC	STA to operate on Ch. 39 LPTV (Ch. 39) BSTA-20121206AAT	June 10, 2013	N/A
KAZH-LP, McAllen, TX (Facility ID 68574)	Una Vez Mas McAllen, LLC	Digital LPTV Displacement (Ch. 39) BDISDTL- 20090629ABF	September 1, 2015	N/A

10. Una Vez Mas Port Arthur License, LLC

<u>Call Sign</u>	<u>Licensee</u>	<u>Class of Station</u>	<u>Expiration Date</u>	<u>Renewal Date</u>
KAZP-LP, Port Arthur, TX (Facility ID 131299)	Una Vez Mas Port Arthur License, LLC	LPTV (Ch. 45) BLTTL-20090416ATV	August 1, 2014	April 1, 2014

<u>Call Sign</u>	<u>Licensee</u>	<u>Class of Station</u>	<u>Expiration Date</u>	<u>Renewal Date</u>
KAZP-LP, Port Arthur, TX (Facility ID 131299)	Una Vez Mas Port Arthur License, LLC	Silent Notification/Silent STA request (Station went silent 9/8/2012) LPTV (Ch. 45) BLSTA-20120914AEG (accepted for filing)	N/A	N/A

11. Una Vez Mas Lubbock License, LLC

<u>Call Sign</u>	<u>Licensee</u>	<u>Class of Station</u>	<u>Expiration Date</u>	<u>Renewal Date</u>
KDFL-LP, Lubbock, TX (Facility ID 130564)	Una Vez Mas Lubbock, LLC	LPTV (Ch. 69) BRTTL-20060403BEA BLTTL-20050926ADF	August 1, 2014	April 1, 2014
KDFL-LP, Lubbock, TX (Facility ID 130564)	Una Vez Mas Lubbock, LLC	Silent Notification/STA request to operate on channel 17 (Station went silent 1/2/2013) Digital LPTV (Ch. 17) BLSTA-20130104ABW (accepted for filing)	N/A	N/A
KDFL-LP, Lubbock, TX (Facility ID 130564)	Una Vez Mas Lubbock, LLC	Digital LPTV Displacement CP (Ch. 17) BDISDTL- 20080925AGJ	September 1, 2015	N/A

12. Una Vez Mas Prescott License II, LLC

<u>Call Sign</u>	<u>Licensee</u>	<u>Class of Station</u>	<u>Expiration Date</u>	<u>Renewal Date</u>
KDFQ-LP, Prescott, AZ (Facility ID 7369)	Una Vez Mas Prescott License II, LLC	LPTV (Ch. 47) BLTT-20061012ACB	October 1, 2014	June 1, 2014

13. Una Vez Mas Santa Maria License, LLC

<u>Call Sign</u>	<u>Licensee</u>	<u>Class of Station</u>	<u>Expiration Date</u>	<u>Renewal Date</u>
KDFS-CA, Santa Maria, CA (Facility ID 31351)	Una Vez Mas Santa Maria License, LLC	Class A TV (Ch. 30) BRTTA-20060731AGF BLTTA-20010711AAC	December 1, 2014	August 1, 2014
WQKW881	Una Vez Mas Prescott License II, LLC	TV STL	December 1, 2014	N/A
WQKW887	Una Vez Mas Prescott License II, LLC	TV STL	December 1, 2014	N/A
WQKW888	Una Vez Mas Prescott License II, LLC	TV ICR	December 1, 2014	N/A

14. Una Vez Mas San Francisco License, LLC

<u>Call Sign</u>	<u>Licensee</u>	<u>Class of Station</u>	<u>Expiration Date</u>	<u>Renewal Date</u>
KEMO-TV, Santa Rosa, CA (Facility ID 34440)	Una Vez Mas San Francisco License, LLC	DTV (Ch. 32) BLCDDT-20090612AGW	December 1, 2014	August 1, 2014
KEMO-TV, Santa Rosa, CA (Facility ID 34440)	Una Vez Mas San Francisco License, LLC	Minor modification CP BMPCDDT- 20120504ADE	December 2, 2014	N/A
WHA833	Una Vez Mas San Francisco License, LLC	TV STL	December 1, 2014	N/A
WHB265	Una Vez Mas San Francisco License, LLC	TV ICR	December 1, 2014	N/A

15. Una Vez Mas Las Vegas License, LLC

<u>Call Sign</u>	<u>Licensee</u>	<u>Class of Station</u>	<u>Expiration Date</u>	<u>Renewal Date</u>
KHDF-CD, Las Vegas, NV (Facility ID 66807)	Una Vez Mas Las Vegas License, LLC	Digital Class A TV (Ch. 19) BLDTA-20110808AET	October 1, 2014	June 1, 2014
KHDF-CD, Las Vegas, NV (Facility ID 66807)	Una Vez Mas Las Vegas License, LLC	Minor change CP BPDTA-20110826AAJ	September 13, 2014	N/A
WPQT803	Una Vez Mas Las Vegas License, LLC	TV STL	October 1, 2014	N/A
WPXZ824	Una Vez Mas Las Vegas License, LLC	TV ICR	October 1, 2014	N/A

16. Una Vez Mas Lompoc License, LLC

<u>Call Sign</u>	<u>Licensee</u>	<u>Class of Station</u>	<u>Expiration Date</u>	<u>Renewal Date</u>
KLDF-CA, Lompoc, CA (Facility ID 41126)	Una Vez Mas Lompoc License, LLC	Class A TV (Ch. 17) BRTTA-20060731AFI BLTTA-20010711ABD	December 1, 2014	August 1, 2014

17. Una Vez Mas Brownsville License, LLC

<u>Call Sign</u>	<u>Licensee</u>	<u>Class of Station</u>	<u>Expiration Date</u>	<u>Renewal Date</u>
KNWS-LP, Brownsville, TX (Facility ID 3265)	Una Vez Mas Brownsville License, LLC	LPTV (Ch. 64) BRTTL-20060403BFR BLTTL-20000510ABW	August 1, 2014	April 1, 2014

<u>Call Sign</u>	<u>Licensee</u>	<u>Class of Station</u>	<u>Expiration Date</u>	<u>Renewal Date</u>
KNWS-LP, Brownsville, TX (Facility ID 3265)	Una Vez Mas Brownsville License, LLC	Silent Notification/STA request to operate on Ch. 27 (Station went silent 12/27/2012) Digital LPTV (Ch. 27) BLSTA-20121228ABZ (accepted for filing)	N/A	N/A
KNWS-LP, Brownsville, TX (Facility ID 3265)	Una Vez Mas Brownsville License, LLC	Digital LPTV Displacement CP (Ch. 27) BDISDTL- 20090630AAX	September 1, 2015	N/A

18. Una Vez Mas Paso Robles License, LLC

<u>Call Sign</u>	<u>Licensee</u>	<u>Class of Station</u>	<u>Expiration Date</u>	<u>Renewal Date</u>
KPAO-CA, Paso Robles, CA (Facility ID 68663)	Una Vez Mas Paso Robles License, LLC	Class A TV (Ch. 22) BLTTA-20060414ABG	December 1, 2014	August 1, 2014

19. Una Vez Mas Phoenix License, LLC

<u>Call Sign</u>	<u>Licensee</u>	<u>Class of Station</u>	<u>Expiration Date</u>	<u>Renewal Date</u>
KPDF-CA, Phoenix, AZ (Facility ID 73764)	Una Vez Mas Phoenix License, LLC	Class A (Ch. 41) BRTTA-20060601AAV BLTTA-20020104AAJ	October 1, 2014	June 1, 2014
KPDF-CA, Phoenix, AZ (Facility ID 73764)	Una Vez Mas Phoenix License, LLC	Digital Flash-Cut Application (Ch. 41) BDFCDTA- 20090903AAB (reinstated and pending)	N/A	N/A

<u>Call Sign</u>	<u>Licensee</u>	<u>Class of Station</u>	<u>Expiration Date</u>	<u>Renewal Date</u>
WPOU492	Una Vez Mas Phoenix License, LLC	TV STL	October 1, 2014	N/A

20. Una Vez Mas Midland License, LLC

<u>Call Sign</u>	<u>Licensee</u>	<u>Class of Station</u>	<u>Expiration Date</u>	<u>Renewal Date</u>
KQBN-LP, Midland, TX (Facility ID 125206)	Una Vez Mas Midland License, LLC	LPTV (Ch. 41) BRTTL-20060403BGE BLTTL-20060118AAW	August 1, 2014	April 1, 2014

21. Una Vez Mas Albuquerque License, LLC

<u>Call Sign</u>	<u>Licensee</u>	<u>Class of Station</u>	<u>Expiration Date</u>	<u>Renewal Date</u>
KQDF-LP, Albuquerque, NM (Facility ID 32283)	Una Vez Mas Albuquerque License, LLC	LPTV (Ch. 25) BRTTL-20060601AAM BLTTL-20020924AAC	October 1, 2014	June 1, 2014

22. Una Vez Mas San Luis Obispo License, LLC

<u>Call Sign</u>	<u>Licensee</u>	<u>Class of Station</u>	<u>Expiration Date</u>	<u>Renewal Date</u>
KSBO-CA, San Luis Obispo, CA (Facility ID 31354)	Una Vez Mas San Luis Obispo License, LLC	Class A (Ch. 42) BRRTA-20060731AEG BLTTA-20010710ABA	December 1, 2014	August 1, 2014

23. Una Vez Mas Victoria License, LLC

<u>Call Sign</u>	<u>Licensee</u>	<u>Class of Station</u>	<u>Expiration Date</u>	<u>Renewal Date</u>
KTJA-LP, Victoria, TX (Facility ID 14934)	Una Vez Mas Victoria License, LLC	LPTV (Ch. 51) BRTTA-20060403BQH BLTTA-20060209AAY	August 1, 2014	April 1, 2014

24. Una Vez Mas San Antonio License, LLC

<u>Call Sign</u>	<u>Licensee</u>	<u>Class of Station</u>	<u>Expiration Date</u>	<u>Renewal Date</u>
KVDF-CA, San Antonio, TX (Facility ID 60464)	Una Vez Mas San Antonio License, LLC	Class A TV (Ch. 31) BRTTA-20060403BPU BLTTA-20001204AJG	August 1, 2014	April 1, 2014
KVDF-CA, San Antonio, TX (Facility ID 60464)	Una Vez Mas San Antonio License, LLC	Class A TV CP (Ch. 31) BPTTA-20080804ACG	July 1, 2013	N/A
KVDF-CA, San Antonio, TX (Facility ID 60464)	Una Vez Mas San Antonio License, LLC	Class A Digital Flash- Cut (Ch. 31) BDFCDTA- 20110825AAG (accepted for filing)	N/A	N/A

25. Una Vez Mas Houston License, LLC

<u>Call Sign</u>	<u>Licensee</u>	<u>Class of Station</u>	<u>Expiration Date</u>	<u>Renewal Date</u>
KYAZ(TV), Katy, TX (Facility ID 31870)	Una Vez Mas Houston License, LLC	DT (Ch. 47) BLCDT-20100126ACZ	August 1, 2014	April 1, 2014
KC26088	Una Vez Mas Houston License, LLC	TV Pickup	August 1, 2014	N/A
WMG227	Una Vez Mas Houston License, LLC	TV STL	August 1, 2014	N/A

<u>Call Sign</u>	<u>Licensee</u>	<u>Class of Station</u>	<u>Expiration Date</u>	<u>Renewal Date</u>
WMG228	Una Vez Mas Houston License, LLC	TV ICR	August 1, 2014	N/A

26. Una Vez Mas Corpus Christi License, LLC

<u>Call Sign</u>	<u>Licensee</u>	<u>Class of Station</u>	<u>Expiration Date</u>	<u>Renewal Date</u>
KYDF-LP, Corpus Christi, TX (Facility ID 131347)	Una Vez Mas Corpus Christi License, LLC	TX Translator Low Power (Ch. 34) BLTTTL-20071003AAH	August 1, 2014	April 1, 2014

27. Una Vez Mas Santa Barbara License, LLC

<u>Call Sign</u>	<u>Licensee</u>	<u>Class of Station</u>	<u>Expiration Date</u>	<u>Renewal Date</u>
KZDF-LP, Santa Barbara, CA (Facility ID 41124)	Una Vez Mas Santa Barbara License, LLC	LPTV (Ch. 8) BLTVL-20070111ACJ	December 1, 2014	August 1, 2014

28. Una Vez Mas Lake Shore License, LLC

<u>Call Sign</u>	<u>Licensee</u>	<u>Class of Station</u>	<u>Expiration Date</u>	<u>Renewal Date</u>
WQAW-LP, Lake Shore, MD (Facility ID 131071)	Una Vez Mas Lake Shore License, LLC	LPTV (Ch. 69) BRTTL-20120525ADV BLTTTL-20070302ABL	October 1, 2020	June 1, 2020
WQAW-LD, Lake Shore, MD (Facility ID 131071)	Una Vez Mas Lake Shore License, LLC	STA to operate on digital Ch. 20 BSTA-20130503ABM	November 5, 2013	N/A
WQAW-LP, Lake Shore, MD (Facility ID 131071)	Una Vez Mas Lake Shore License, LLC	Digital LPTV Displacement CP (Ch. 20) BDISDTL- 20090629AAY	September 1, 2015	N/A

29. Una Vez Mas New Orleans License, LLC

<u>Call Sign</u>	<u>Licensee</u>	<u>Class of Station</u>	<u>Expiration Date</u>	<u>Renewal Date</u>
WTNO-LP, New Orleans, LA (Facility ID 24981)	Una Vez Mas New Orleans License, LLC	Class A TV (Ch. 22) BLTTA-20110610ACK	June 1, 2013	February 1, 2013
WTNO-LP, New Orleans, LA (Facility ID 24981)	Una Vez Mas New Orleans License, LLC	Digital Class A Flash- Cut BDFCDTA- 20120504ABL	September 1, 2015	N/A
WTNO-LP, New Orleans, LA (Facility ID 24981)	Una Vez Mas New Orleans License, LLC	Renewal application BRTTA-20130201BBM (accepted for filing)	N/A	N/A

30. Una Vez Mas Atlanta License, LLC

<u>Call Sign</u>	<u>Licensee</u>	<u>Class of Station</u>	<u>Expiration Date</u>	<u>Renewal Date</u>
WUVM-LP, Atlanta, GA (Facility ID 69785)	Una Vez Mas Atlanta License, LLC	LPTV (Ch. 4) BRTTL-20121130ABR BLTVL-20030523AEX	April 1, 2013	December 1, 2020

31. Una Vez Mas Tampa License, LLC

<u>Call Sign</u>	<u>Licensee</u>	<u>Class of Station</u>	<u>Expiration Date</u>	<u>Renewal Date</u>
WXAX-LP, Clearwater, FL (Facility ID 57538)	Una Vez Mas Tampa License, LLC	Class A (Ch. 26) BLTTA-20040729AEH	February 1, 2013	October 1, 2012
WXAX-LP, Clearwater, FL (Facility ID 57538)	Una Vez Mas Tampa License, LLC	Renewal application BRTTA-20121001ATW (accepted for filing)	N/A	N/A
WXAX-LP, Clearwater, FL	Una Vez Mas Tampa License, LLC	Class A TV CP (Ch. 26) BPTTA-20080804ACE	March 4, 2013	N/A

<u>Call Sign</u>	<u>Licensee</u>	<u>Class of Station</u>	<u>Expiration Date</u>	<u>Renewal Date</u>
(Facility ID 57538)				
WXAX-LP, Clearwater, FL (Facility ID 57538)	Una Vez Mas Tampa License, LLC	Digital Class A CP (Ch. 26) BMPDTA- 20120606ABV	September 1, 2015	N/A

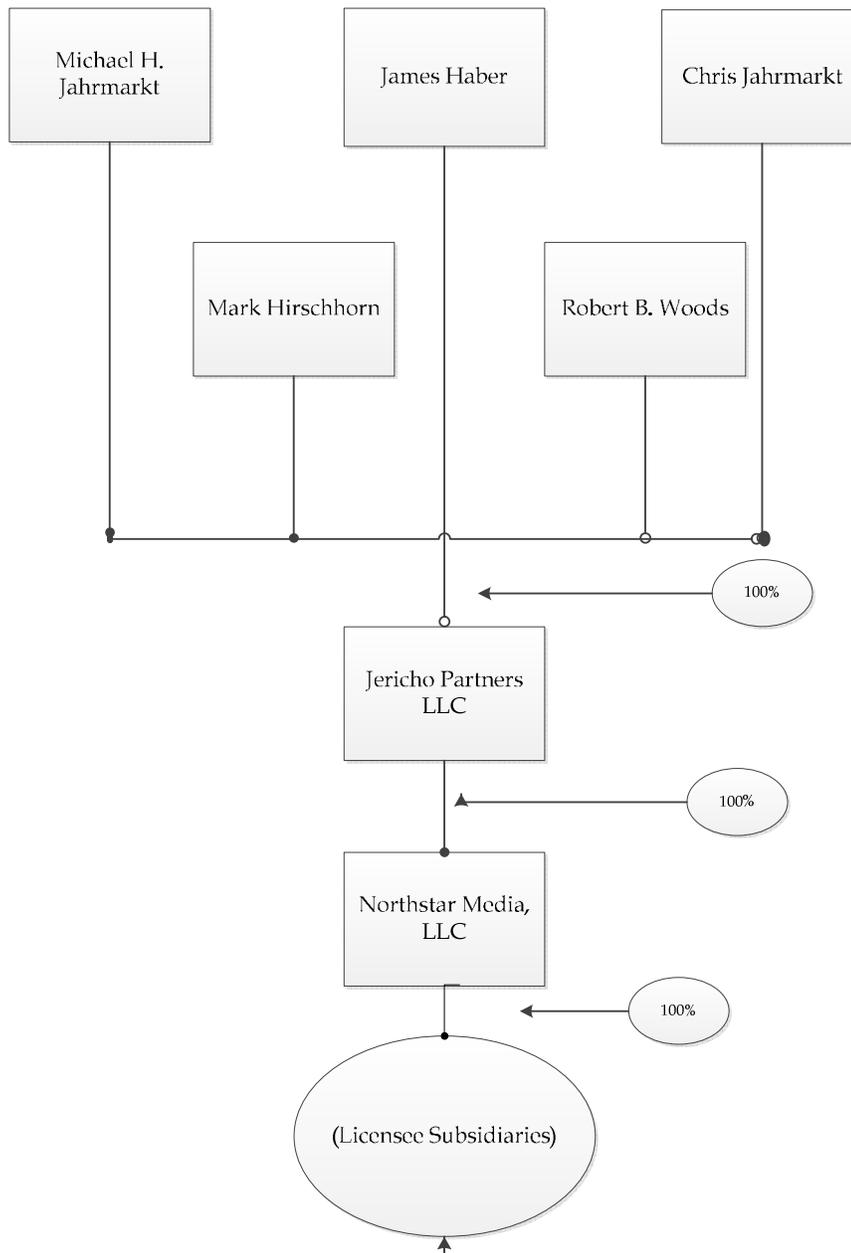
32. Non-Broadcast Private Radio Authorizations

Una Vez Mas San Francisco License LLC - MG license WNEV891, expires 10/29/18

Una Vez Mas Santa Barbara License LLC - MG license WPYW946 expires 11/19/13

ATTACHMENT B—ORGANIZATIONAL CHARTS

Organizational Charts Showing Ownership and Control of Northstar and the Licensee Subsidiaries



ATTACHMENT C--TRANSACTION DOCUMENTS PROVIDED⁷

1. Purchase and Assignment Agreement by and between UVM and Northstar.
2. Restructure Coordination Agreement between AIC, Northstar, and Jericho.
3. Indemnification Agreement between Northstar, Jericho and AIC.
4. Loan Agreement between AIC and Northstar.
5. Form of Station Affiliation Agreement concerning the Azteca America television network by and between Northstar and its Licensee Subsidiaries and AIC.
6. Form of Services Agreement by and between Northstar and its Licensee Subsidiaries and Stations Group.
7. Form of Northstar Limited Recourse Promissory Note
8. Form of Pledge and Security Agreement
9. Form of Put-and-Call Option Agreement between AIC and Northstar.
10. Form of Put-and-Call Option Agreement between AIC and Jericho.
11. Form of Membership Interest Pledge Agreement.
12. Merger Agreement between AIC and various UVM parties.
13. Pre-Closing Time Brokerage Agreement between AIC and UVM and certain of its subsidiaries.
14. Consulting Agreements between AIC and Messrs. Crosby and Nonberg.

⁷ See Section III, *supra*, for a description of material omitted and the reasons therefor.