

Description of the Transaction

HBC Illinois, Inc. (“HBC IL”), a subsidiary of Hispanic Broadcasting Corporation (“HBC”), has entered into an Asset Purchase Agreement (“APA”) with Big City Radio, Inc. and Big City Radio-CHI, L.L.C. (collectively “Big City”) to acquire the assets, including the FCC licenses, used in the operation of Station WXXY-FM, Highland Park, Illinois. A copy of the APA is supplied with the assignor’s portion of this application.

This application proposes to assign the license to operate Station WXXY-FM from Big City to Superior Broadcasting of Chicago, LLC (“Superior”), an entity unrelated to HBC. The application represents one of several transactions by which Big City is divesting itself of all of its radio stations, in order to satisfy certain financial obligations, as announced publicly on November 4, 2002. The application is being filed by Superior as the assignee because it is of vital importance to Big City that this application not be subject to delay while the Commission reviews the currently pending application which proposes to merge HBC and all of its subsidiary entities (including HBC IL) into Univision Communications Inc. (“UCI”). See BTC, BRCFTB, BTCH-20020723 ABL-ADR, and BTCH-20021125 ABD-ABH; Docket No. MB 02-235 (the “Merger Application”).

Likewise, the instant application is being filed by Superior as the assignee in order not to delay the Commission’s processing, and the parties’ subsequent closing of, the currently pending HBC-UCI Merger Application.

It is possible that the Commission may be ready to take action on the Merger Application within a few weeks. In order for HBC IL to execute the APA to acquire Station WXXY-FM, and to file and prosecute the required FCC assignment of license application in a diligent manner, without risking a delay in the Commission’s processing of the Merger Application or the closing of the merger of HBC into UCI, HBC IL has agreed to assign its right under the APA to acquire Station WXXY-FM to Superior, whose principals are experienced and well-qualified broadcasters, with the understanding that once the Merger Application has been approved and the underlying transaction has been closed, HBC IL will, pursuant to its Option Agreement with Superior (a copy of which is supplied with this application), have the right to acquire Station WXXY-FM from Superior. Of course, HBC’s exercise of its option would require the filing and Commission approval of a separate assignment of license application.

Upon the assignment of license of Station WXXY-FM to Superior pursuant to Commission approval of this application and the closing of the transaction, HBC IL will provide programming to Station WXXY-FM pursuant to a time brokerage agreement with Superior. A copy of this time brokerage agreement is supplied with this application.

HBC currently owns and operates two AM stations and one FM station in the Chicago metropolitan area. This application includes a demonstration that upon the assignment of license of Station WXXY-FM from Big City to Superior (with Commission approval),

and the commencement of HBC's time brokerage arrangement with Superior, HBC will remain in compliance with the Commission's multiple ownership rules. Furthermore, this application contains a demonstration that HBC will continue to remain in compliance with those rules upon the approval of the Merger Application, the closing of the HBC/UCI merger, and the closing (with Commission approval) of the anticipated transaction by which HBC will acquire Station WXXY-FM from Superior.