

Section II - Transferor

Question 6- Agreements for Sale/Transfer of Station

The instant transfer of control application, referred to herein as the "Short-Form Transfer," is one of nine being filed simultaneously in which permission is sought to an internal corporate reorganization of Univision Communications Inc. ("UCI"). This reorganization is undertaken to facilitate closing, financing and tax matters relating to the transfer of control of the remaining 10 television stations to be transferred to UCI from USA Broadcasting, Inc. pursuant to the Commission's consents in FCC File Nos. BTCCT-20010123AAL through BTCCT-20010123AAX, referred to herein as the "Long-Form Transfer."

Pursuant to this Short-Form Transfer, control of each of the licensees to be transferred would be assumed by Univision AT Acquisition Corp. ("AT Corp."), a newly-formed, wholly-owned subsidiary of UCI. AT Corp. is a Delaware corporation authorized to issue 1000 shares of common stock, all of which are outstanding and held by UCI. AT Corp. has two directors, Robert V. Cahill and C. Douglas Kranwinkle, and a third, independent director will be named at a later date. The officers are as follows: Robert V. Cahill is Chairman, President, and CEO, C. Douglas Kranwinkle is Vice President and Secretary, George Blank is Treasurer, and Andrew W. Hobson is Vice President, Assistant Secretary and Assistant Treasurer.

In addition, prior to closing on the Long-Form Transfer, a new single-member limited liability company is being created to hold a 1% managing general partner interest in each licensee.

Upon consummation of both the Long-Form and Short-Form Transfers, the ownership structure of WHSP-TV will be as follows: UCI will wholly own AT Corp. AT Corp. will wholly own USA Station Group of Vineland, Inc. USA Station Group of Vineland, Inc. will be the sole member of the newly-formed Vineland Station LLC. Vineland Station LLC will hold a 1% managing general partner interest in the licensee, USA Station Group Partnership of Vineland. USA Station Group of Vineland, Inc. will hold the remaining 99% general partnership interest in the licensee. A chart depicting this structure is attached hereto.

As this is a corporate reorganization, no asset or stock purchase agreement memorializing the transaction currently exists. Moreover, there is no consideration, apart from assumption of liabilities, for the transaction. As this application is being filed prior to consummation of the already approved transfer of control of the instant licensee to UCI, counsel for UCI will forward a copy of the instant application, and this exhibit which is a part thereof, to counsel for USA Broadcasting, Inc. for placement in the station's public inspection file.