

Television Duopoly and Radio-Television Cross Ownership Rules
Sections 73.3555(b) and 73.3555(c)

The FCC's television duopoly rule permits a single entity to directly or indirectly own, operate, or control two television stations in the same DMA under two circumstances:

- (1) Where the Grade B contours of the stations (as determined by § 73.684 of this part) do not overlap, or
- (2) (i) At the time the application to acquire or construct the station(s) is filed, at least one of the stations is not ranked among the top four stations in the DMA, based on the most recent all-day (9:00 a.m.-midnight) audience share, as measured by Nielsen Media Research or by any comparable professional, accepted audience ratings service; and (ii) at least 8 independently owned and operating, full-power commercial and noncommercial TV stations would remain post-merger in the DMA in which the communities of license of the TV stations in question are located. Count only those stations the Grade B signal contours of which overlap with the Grade B signal contour of at least one of the stations in the proposed combination. In areas where there is no Nielsen DMA, count the TV stations present in an area that would be the functional equivalent of a TV market.

47 C.F.R § 73.3555(b).

Upon consummation of the transactions proposed herein, Univision Communications Inc. ("UCI") will have attributable ownership interests in stations KTVW-TV, Phoenix, Arizona, and KDUO(TV), Flagstaff, Arizona. As shown in Attachment 1 hereto, at least 11 independently owned and operated television stations will remain post consummation. In addition, based on the most recent all-day (9:00 a.m. – midnight) audience share data published by Nielsen Media Research, KTVW-TV is ranked number 8 and KDUO(TV) had no reportable audience share in the period. Accordingly, UCI's ownership of an attributable interest in both stations complies with the television duopoly rule.

II. National Audience Reach Rule Section 73.3555(e)(1)

Section 73.3555(e)(1) of the Commission's rules limits a single entity, and its stockholders, partners, members, officers or directors, from directly or indirectly owning, operating, or controlling television stations which have an aggregate national audience reach exceeding 35% of the television households in the United States. 47 C.F.R. § 73.3555(e)(1). As demonstrated in Attachment 2 hereto, upon the grant and consummation of the transaction proposed herein, as well as the grant and consummation of the transfer of control of the remaining television stations ultimately controlled by USA Broadcasting, and of the acquisitions of WTMW, Arlington, Virginia, and commonly-owned station KBGF(TV), Douglas, Arizona,

(see Exhibit 13), Univision Communications Inc. (“UCI”) will have a national audience reach of 23.16% of U.S. television households.¹

UCI is also the proposed transferee of WSUR-TV, Ponce, Puerto Rico, and WLII-TV Caguas, Puerto Rico. Nielsen market data regarding the national audience reach for Puerto Rico is unavailable, however, based on current data from an alternative source, Puerto Rico has 1,222,115 television households. Thus, including Puerto Rico, UCI will have a national audience reach of 24.07% of U.S. television households.

Accordingly, the proposed transaction complies with the national audience reach rule.

¹ This percentage also assumes consummation of all pending acquisitions by affiliates of Entravision Communications Corporation. This percentage does not include the Austin, Texas market where UCI holds an attributable interest in the applicant for a new television on channel 52 at Blanco, Texas. When this station is considered, UCI will have an aggregate audience reach of 23.40%.