

CHANGES IN INTEREST AS A RESULT OF TRANSFER

This application seeks Commission consent to: (1) the relinquishment of negative control by Lenard Liberman, and Jose Liberman (as trustee for the Jose Liberman and Esther Liberman 2003 Annuity Trusts) of the ultimate parent company of five Commission licensees (the “LBI Licensees”) as a result of the exercise of warrants for and the offering to the public of (“IPO”) of Class A common stock in Liberman Broadcasting, Inc., a Delaware Corporation (“LBI”), and (2) the *pro forma* transfer of control of LBI Media Holdings, Inc. from LBI Holdings I, Inc. (“LBI Holdings”) to LBI.

As illustrated in Figure 1, LBI Media Holdings, Inc. wholly owns, through various subsidiaries, the LBI Licensees. LBI Media Holdings, Inc. is currently wholly owned by LBI Holdings. Lenard D. Liberman currently holds 100 shares of the stock of LBI Holdings, which represents a 50% interest. His father, Jose Liberman, currently votes the remaining 100 shares of LBI Holdings (a 50% interest), through two trusts.

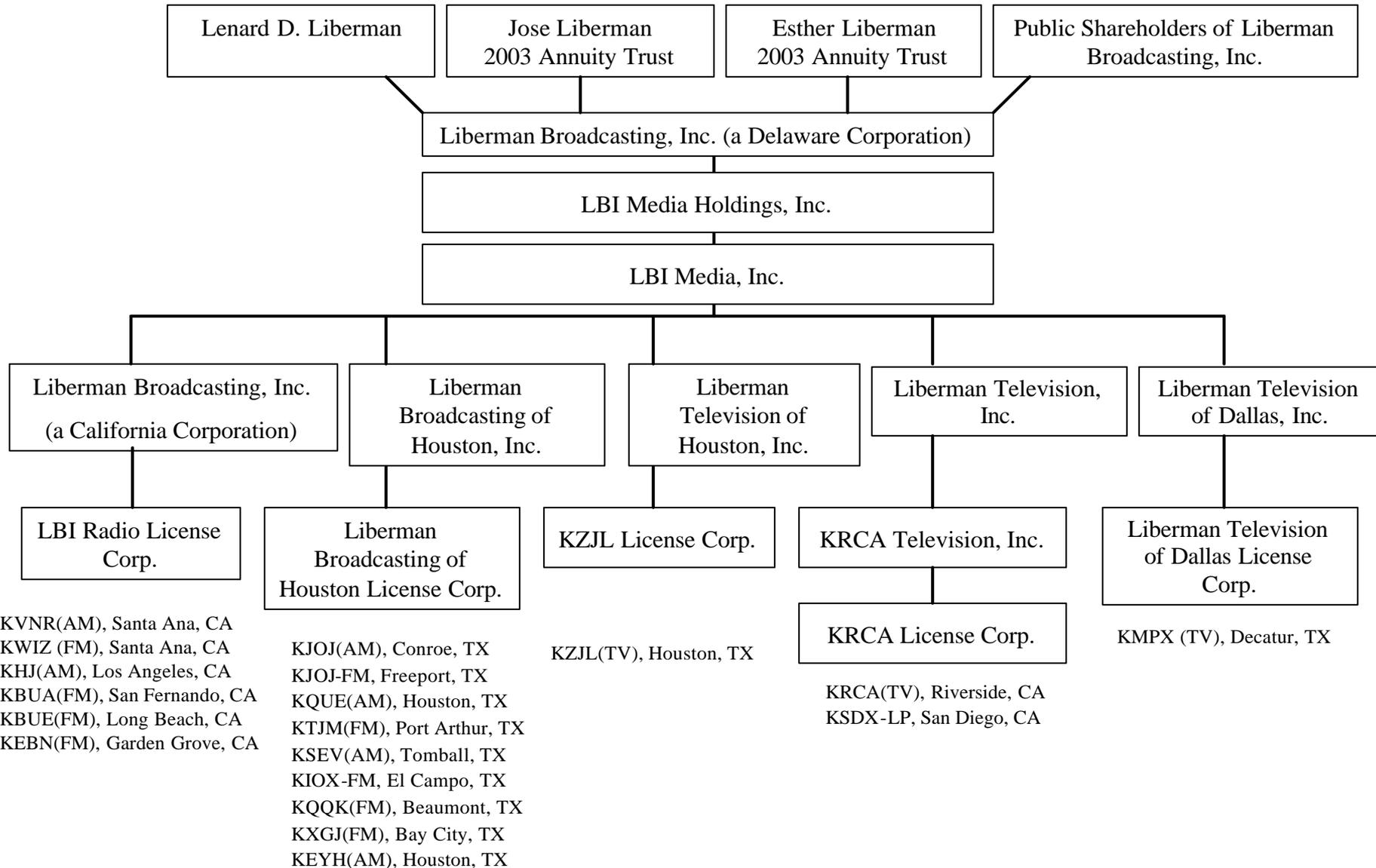
The instant application seeks Commission consent to: (1) the merger of LBI Holdings into LBI, its successor, which will wholly own LBI Media Holdings, Inc.; and (2) the relinquishment of negative control of the LBI Licensees by Jose and Lenard Liberman that will result through the IPO.¹ Following the IPO, it is anticipated that Jose Liberman (through the two trusts) and Lenard Liberman will retain 95-98% of the voting power, and 80-85% of the equity, in LBI. Figure 2 illustrates the anticipated structure of LBI and its subsidiaries post-IPO.

¹ Post-IPO, Lenard and Jose Liberman (in his role as trustee) will hold 100% of the outstanding shares of Class B common stock in LBI. The Class B common stock gives the holder 10 votes per share as compared to the one vote per share of the Class A common stock being offered in the IPO.

Because the LBI Licensees are currently ultimately controlled by Lenard and Jose Liberman, whose qualifications have been passed upon on numerous occasions by the Commission (most recently in connection with the consent to assignment of the licensees for KMPX(TV), Decatur, TX (File No. BALCT-20030828ARP), and because Jose and Lenard Liberman will retain 95-98% of the voting power and 80-85% of the equity in LBI post-IPO, the completed transaction is *pro forma* in nature and the use of FCC Form 316 is appropriate.

Figure 2

Liberman Ownership Structure*



*Each subsidiary is wholly-owned by its parent corporation. Jose Liberman is the trustee and votes the shares of both the Jose Liberman 2003 Annuity Trust and the Esther Liberman 2003 Annuity Trust. Following the initial public offering, it is anticipated that Jose Liberman (on behalf of the two trusts) and Lenard Liberman each will vote 47.5% to 49% of the stock of Liberman Broadcasting, Inc., a Delaware corporation, and together retain an 80 – 85% equity interest in the company.

LIBERMAN BROADCASTING, INC. (a Delaware Corporation)

The officers, directors* and shareholders (as anticipated post-IPO) of **Liberan Broadcasting, Inc.**, a Delaware corporation, all of whom are U.S. citizens, are as follows:

| NAME & ADDRESS | OFFICER | DIRECTOR | % VOTES | % EQUITY |
|--|---|-----------------|----------------|-----------------|
| Jose Liberman c/o Liberman Broadcasting, Inc. 1845 Empire Avenue Burbank, CA 91504 | President | Yes | 0 | 0 |
| Lenard D. Liberman c/o Liberman Broadcasting, Inc. 1845 Empire Avenue Burbank, CA 91504 | Executive Vice President/ Secretary | Yes | 47.5-49% | 40-42.5% |
| Brett Zane c/o Liberman Broadcasting, Inc. 1845 Empire Avenue Burbank, CA 91504 | Chief Financial Officer | No | 0 | 0 |
| Jose Liberman 2003 Annuity Trust <i>(Jose Liberman, Trustee, votes the shares)</i> c/o Liberman Broadcasting, Inc. 1845 Empire Avenue Burbank, CA 91504 | N/A | N/A | 23.75-24.5% | 20-21.25% |
| Esther Liberman 2003 Annuity Trust <i>(Jose Liberman, Trustee, votes the shares)</i> c/o Liberman Broadcasting, Inc. 1845 Empire Avenue Burbank, CA 91504 | N/A | N/A | 23.75-24.5% | 20-21.25% |
| Public shareholders of Liberan Broadcasting, Inc. | N/A | N/A | 2-5% | 15-20% |

* Upon completion of the IPO, LBI intends to increase the size of its board of directors to four by nominating and electing two additional directors, including an independent director as defined under Nasdaq rules. LBI intends to increase the size of its board of directors to five by adding a second independent director within 90 days from the closing of the IPO.

LIBERMAN ENTITIES

LBI Licensees

The officers and directors of the entities and each of their parent companies, including LBI Media Holdings, Inc., all of whom are U.S. citizens, are as follows:

| NAME & ADDRESS | OFFICER | DIRECTOR |
|--|---|-----------------|
| Jose Liberman c/o Liberman Broadcasting, Inc. 1845 Empire Avenue Burbank, CA 91504 | President | Yes |
| Lenard D. Liberman c/o Liberman Broadcasting, Inc. 1845 Empire Avenue Burbank, CA 91504 | Executive Vice President/ Secretary | Yes |
| Brett Zane c/o Liberman Broadcasting, Inc. 1845 Empire Avenue Burbank, CA 91504 | Chief Financial Officer | No |

As noted in Figure 1, the LBI Licensees are as follows:

LBI Radio License Corp. (wholly owned by Liberman Broadcasting, Inc., a California Corporation, which is wholly owned by LBI Media, Inc.) is the licensee of stations:

| <u>CALL SIGN</u> | <u>TYPE</u> | <u>LOCATION</u> | <u>FACILITY ID</u> |
|-------------------------|--------------------|------------------------|---------------------------|
| KVNR | AM | Santa Ana, CA | 37223 |
| KWIZ | FM | Santa Ana, CA | 37225 |
| KBUA | FM | San Fernando, CA | 10097 |
| KBUA-FM1 | Booster | Valencia/Newhall, CA | 10098 |
| KHJ | AM | Los Angeles, CA | 37224 |
| KBUE | FM | Long Beach, CA | 34386 |
| KEBN | FM | Garden Grove, CA | 50513 |

Liberman Broadcasting of Houston License Corp. (wholly owned by Liberman Broadcasting of Houston, Inc., which is wholly owned by LBI Media, Inc.) is the licensee of stations:

| <u>CALL SIGN</u> | <u>TYPE</u> | <u>LOCATION</u> | <u>FACILITY ID</u> |
|------------------|-------------|-----------------|--------------------|
| KIOX-FM | FM | El Campo, TX | 36507 |
| KJOJ | AM | Conroe, TX | 20625 |
| KJOJ-FM | FM | Freeport, TX | 69565 |
| KQQK | FM | Beaumont, TX | 19087 |
| KQUE | AM | Houston, TX | 65309 |
| KSEV | AM | Tomball, TX | 9645 |
| KTJM | FM | Port Arthur, TX | 20489 |
| KXGJ | FM | Bay City, TX | 2131 |
| KEYH | AM | Houston, TX | 2911 |

KZJL License Corp. (which is wholly owned by Liberman Television of Houston, Inc., which is wholly owned by LBI Media, Inc.) is the licensee of station:

| <u>CALL SIGN</u> | <u>TYPE</u> | <u>LOCATION</u> | <u>FACILITY ID</u> |
|------------------|-------------|-----------------|--------------------|
| KZJL | TV | Houston, TX | 69531 |

KRCA License Corp. (which is wholly owned by KRCA Television, Inc., which is wholly owned by Liberman Television, Inc., which is wholly owned by LBI Media, Inc.) is the licensee and/or permittee of stations:

| <u>CALL SIGN</u> | <u>TYPE</u> | <u>LOCATION</u> | <u>FACILITY ID</u> |
|------------------|-------------|--------------------------|--------------------|
| KRCA | TV | Riverside, CA | 22161 |
| KRCA1 | Booster | Hesperia/Pearblossom, CA | 130271 |
| KSDX-LP | LPTV | San Diego, CA | 22162 |

Liberman Television of Dallas License Corp., (wholly owned by Liberman Television of Dallas, Inc., which is wholly owned by LBI Media, Inc.) is the licensee of station:

| <u>CALL SIGN</u> | <u>TYPE</u> | <u>LOCATION</u> | <u>FACILITY ID</u> |
|-------------------------|--------------------|------------------------|---------------------------|
| KMPX | TV | Decatur, TX | 73701 |