

**Description of Proposed Assignee's Ownership Structure:** As shown in the attached "Flow Chart," **Bustos Media of California, LLC** is a wholly owned-license holding subsidiary of **Bustos Media Operating, LLC**, which is, itself, a wholly owned subsidiary of **Bustos Media, LLC**.

**Bustos Media, LLC** is 100 percent controlled by Bustos Media Enterprises, LLC in its role as manager of Bustos Media, LLC. Bustos Media, LLC has issued five classes of shares: Common, Class A Preferred, Class A-1 Preferred, Class B Preferred, and Class C Preferred. The Common shares have no economic or other asset value until such time as all preferences<sup>1</sup> inherent in the Preferred classes of shares are met. As a result, the charts accompanying this exhibit treat all Common shares as having no current asset value. Thus, any member of Bustos Media, LLC that owns only Common shares, will be listed on these charts as currently owning "0" percent of total assets in Bustos Media, LLC. Once all preferences have been satisfied, and the Common shares gain asset value, no transfer or assignment of control will occur because control of Bustos Media, LLC will remain with the manager, Bustos Media Enterprises, LLC.

Plenary management authority and operational control of **Bustos Media Enterprises, LLC**, the ultimate parent of all the entities in this proposed station ownership chain, is vested in Bustos Media Enterprises, LLC's three member board. The three board members must include one individual designated by Providence Growth Investors L.P. ("Providence"), one individual designated by Alta Bustos Investor Corp. ("AB"), and the company's CEO (the current board members are disclosed in the charts accompanying this exhibit). However, Providence and AB, as majority investors, must consent to certain actions stated in schedule 6.1(d)(ii) of the Bustos Media Enterprises, LLC Limited Liability Company Agreement of August 27, 2004 (a copy of which is attached to Exhibit 11 this application), notwithstanding any board action to the contrary.

Bustos Media Enterprises, LLC has issued five classes of shares: Preferred, Series A Common, Series B Common, Series C Common, and Series D Common. The Common shares have no

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<sup>1</sup> Under the terms of Article V of the Bustos Media, LLC Limited Liability Company Agreement of August 27, 2004 (a copy of which is attached to Exhibit 11 of this application), Common shares only accrue value after all preferred classes of stock have received the cumulative preferences therein described.

economic or other asset value until such time as all preferences<sup>2</sup> inherent in the Preferred shares are met and all debt issued in conjunction with the company's organic documents are satisfied (the "Initial Debt"). As a result, the charts accompanying this exhibit treat all Common shares as having no current asset value. Thus, any member of Bustos Media, LLC that owns only Common shares, will be listed on these charts as currently owning "0" percent of total assets in Bustos Media Enterprises, LLC. Once the Common shares gain asset value, no transfer or assignment of control will occur, even as the preferences associated with the Preferred Shares are met and/or the Initial Debt is retired, because control will remain with the board and/or Providence and AB.

***Share ownership, voting and other indicia of control for this chain of ownership are disclosed in the following charts.***

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<sup>2</sup> Under the terms of Article V of the Bustos Media Enterprises, LLC Limited Liability Company Agreement of August 27, 2004 (a copy of which is attached to Exhibit 11 of this application), Common shares only accrue value after all preferred classes of shares have received the cumulative preferences therein described.

**BUSTOS MEDIA OF CALIFORNIA, LLC (PROPOSED ASSIGNEE)**

<b>Name and Address</b>	<b>Citizen-ship</b>	<b>Positional Interest</b>	<b>Percentage of Votes</b>	<b>Percentage of Total Assets (EDP)</b>
Bustos Media of California, LLC 3100 Fite Circle Suite 101 Sacramento, CA 95827	US	Proposed Assignee	0	0
Bustos Media Operating, LLC	US	Manager, Sole Member	100	100

**BUSTOS MEDIA OPERATING, LLC**

<b>Name and Address</b>	<b>Citizen-ship</b>	<b>Positional Interest</b>	<b>Percentage of Votes</b>	<b>Percentage of Total Assets (EDP)</b>
Bustos Media Operating, LLC 3100 Fite Circle Suite 101 Sacramento, CA 95827	US	Intermediate Parent Entity	0	0
Bustos Media, LLC	US	Manager, Sole Member	100	100

**BUSTOS MEDIA, LLC**

<b>Name and Address</b>	<b>Citizen-ship</b>	<b>Positional Interest</b>	<b>Percentage of Votes</b>	<b>Percentage of Total Assets (EDP)</b>
Bustos Media, LLC 3100 Fite Circle Suite 101 Sacramento, CA 95827	US	Intermediate Parent Entity	0	0
Bustos Media Enterprises, LLC 3100 Fite Circle Suite 101 Sacramento, CA 95827	US	Ultimate Parent Entity, Manager	100	42.125
Providence Growth Investors, L.P. 50 Kennedy Plaza, 18th Floor Providence, RI 02093	US	Member	0	39.021
Providence Growth Entrepreneurs Fund, L.P. 50 Kennedy Plaza, 18th Floor Providence, RI 02093	US	Member	0	3.105
Bustos Media Holdings, LLC 3100 Fite Circle Suite 101 Sacramento, CA 95827	US	Member	0	8.904
JB Capital Investments, LLC 7775 Dutra Bend Drive Sacramento, CA 95831	US	Member	0	.989
OCP Investments, Inc. 2201 Walnut Ave. Suite 210 Fremont, CA 94535	US	Member	0	4.787
Thomas Moffet 1750 Lagoon View Drive Tiburon, CA 94920	US	Member	0	1.068

## BUSTOS MEDIA ENTERPRISES, LLC

Name and Address	Citizenship	Positional Interest	Percentage of Votes	Percentage of Total Assets (EDP)
Bustos Media Enterprises, LLC 3100 Fite Circle Suite 101 Sacramento, CA 95827	US	Ultimate Parent of Proposed Licensee	0	0
Amador S. Bustos 3100 Fite Circle Suite 101 Sacramento, CA 95827	US	President, CEO, Chairman, Board Member	33.333	0
John Bustos 3100 Fite Circle Suite 101 Sacramento, CA 95827	US	Chief Operating Officer	0	0
David Burdge 3100 Fite Circle Suite 101 Sacramento, CA 95827	US	Chief Financial Officer	0	0
Albert J. Dobron c/o Providence Equity Partners, Inc. 50 Kennedy Plaza, 18th Floor Providence, RI 02093	US	Board Member	33.333	0
Patrick D. Brubaker 42-44 St. Botolph St. #2B Boston, MA 02114	US	Board Member	33.333	0
Providence Growth Investors, L.P. 50 Kennedy Plaza, 18th Floor Providence, RI 02093	US	Member	0	0
Providence Growth Entrepreneurs Fund, L.P. 50 Kennedy Plaza, 18th Floor Providence, RI 02093	US	Member	0	0

Name and Address	Citizenship	Positional Interest	Percentage of Votes	Percentage of Total Assets (EDP)
<b>BUSTOS MEDIA ENTERPRISES</b> <i>cont.</i>				
Alta Bustos Investor Corp. 200 Clarendon Street, 51st Floor Boston, MA 02116 <i>See Note</i> <sup>3</sup>	US	Member	0	100 % of current equity before debt and preference conversions.
Alta Communications IX, L.P. 200 Clarendon Street, 51st Floor Boston, MA 02116	US	Member	0	currently, 94.52% of debt
Alta Communications IX-B, L.P. 200 Clarendon Street, 51st Floor Boston, MA 02116	US	Member	0	currently 5.44% of debt
Alta IX Associates L.L.C. 200 Clarendon Street, 51st Floor Boston, MA 02116	US	Member	0	currently .04% of debt
Bustos Media Holdings, LLC 3100 Fite Circle Suite 101 Sacramento, CA 95827	US	Member	0	0
JB Capital Investments, LLC 7775 Dutra Bend Drive Sacramento, CA 95831	US	Member	0	0
OCP Investments, Inc. 2201 Walnut Ave. Suite 210 Fremont, CA 94535	US	Member	0	0
Thomas Moffet 1750 Lagoon View Drive Tiburon, CA 94920	US	Member	0	0
Spencer French 2003 S.E. Larch Ave. Portland, OR 97214	US	Member	0	See Note <sup>4</sup>

<sup>3</sup> Alta Bustos Investor Corp. is controlled by Alta Communications IX, L.P. (“IX”). The two entities combined Percentage of Total Assets is reported in the chart entry below for IX.

<sup>4</sup> Spencer French's ownership interests only accrue upon Commission approval and consummation of assignments and transfers of stations KRMZ, KMUZ, KZNY, and KGDD from a current licensee in which Mr. French is a principal. Applications will be filed shortly.

