

**SECOND AMENDED
EXHIBIT NO. 10**

Bela Broadcasting LLC (f/k/a Bela LLC) ("Bela") is a Florida limited liability company located at 7500 NW 72nd Avenue, Medley, Florida 33166. Bela is a board of managers-managed limited liability company with the following classes of members: Common Members, Series A Preferred Members, Series B Preferred Members and Series C Preferred Members. Presently, the only class of members holding attributable interests is the Common Members. One purpose of this application is to convert certain insulated members into attributable members with the power to influence Bela's affairs. Another purpose of this application is to permit an assignment of Matthew L. Leibowitz's Common Membership Interests in Bela to a single-member limited liability company, in which Mr. Leibowitz is the sole member and owner.

In BALCT-20040317ABX, the Commission approved an assignment of Station KBEH (f/k/a KADY), Oxnard, CA, from Bela to Bela TV, LLC, a wholly-owned subsidiary of Bela. At that time, the officers, board members and attributable owners of Bela were¹:

OFFICERS

<u>Name</u>	<u>Position</u>
Robert Behar 4042 Island Estates Drive Aventura, FL 33160	Chairman, President, CEO,
Barbara Laurence 290 174 th Street Apt. 1419 Sunny Isles Beach, FL 33160	Vice Chairman, Executive VP,
Matthew Leibowitz 8 West Rivo Alto Drive Miami Beach, FL 33139	VP, General Counsel, Secretary,

BOARD MEMBERS

<u>Name</u>	<u>Position</u>
Robert Behar 4042 Island Estates Drive Aventura, FL 33160	Director

¹ All of the officers, board members and attributable members of Bela approved in BALCT-20040317ABX are domestic entities or U.S. citizens.

BOARD MEMBERS

<u>Name</u>	<u>Position</u>
Barbara Laurence 290 174 th Street Apt. 1419 Sunny Isles Beach, FL 33160	Director
Matthew Leibowitz 8 West Rivo Alto Drive Miami Beach, FL 33139	Director

COMMON MEMBERS

<u>Name</u>	<u>Position</u>	<u>% Voting Interest</u>
Star Studios LLC c/o Robert Behar 7171 Coral Way Suite 500 Miami, FL 33155	Member	51% ²
Cranston LLC 290 174 th Street Apt. 1419 Sunny Isles Beach, FL 33160	Member	44%
Matthew Leibowitz 8 West Rivo Alto Drive Miami Beach, FL 33139	Member	5% ³

In this application, we propose that the officers, board members and attributable ownership of Bela be as follows:

OFFICERS

<u>Name</u>	<u>Position</u>	<u>Citizenship</u>
Robert Behar 4042 Island Estates Drive Aventura, FL 33160	Chairman, President, CEO	US

² Star Studios owns 46% of the Common Membership Interests of Bela, but maintains a voting proxy of 5% of the Common Membership Interests of Matthew Leibowitz.

³ Matthew Leibowitz owns 10% of the Common Membership Interests of Bela, but granted Star Studios a voting proxy with respect to 5% of such Common Membership Interests.

OFFICERS

<u>Name</u>	<u>Position</u>	<u>Citizenship</u>
Barbara Laurence 290 174 th Street Apt. 1419 Sunny Isles Beach, FL 33160	Senior Executive VP	US
Matthew Leibowitz 8 West Rivo Alto Drive Miami Beach, FL 33139	Secretary	US
Mayda Acosta 8321 NW 191 Lane Miami, FL 33015	Assistant Treasurer, Assistant Secretary	US

BOARD MEMBERS

<u>Name</u>	<u>Position</u>	<u>Citizenship</u>
Robert Behar 4042 Island Estates Drive Aventura, FL 33160	Director	US
Barbara Laurence 290 174 th Street Apt. 1419 Sunny Isles Beach, FL 33160	Director	US
Matthew Leibowitz 8 West Rivo Alto Drive Miami Beach, FL 33139	Director	US
Gary McBride 6505 Blue Lagoon Drive Suite 190 Miami, FL 33126	Director	US
Joseph Kavana 19500 Turnberry Way T.S. D/E Aventura, FL 33180	Director	US

COMMON MEMBERS
(Electing Three Board Members)

<u>Name</u>	<u>Position</u>	<u>% Voting Interest</u>
Star Studios LLC, a Florida limited liability company c/o Robert Behar 7171 Coral Way Suite 500 Miami, FL 33155	Member	51% ⁴
Cranston, LLC, a Delaware limited liability company 290 174 th Street Apt. 1419 Sunny Isles Beach, FL 33160	Member	44%
Leibowitz Family Broadcasting, LLC, Florida limited liability company c/o Matthew L. Leibowitz One SE Third Avenue Suite 1450 Miami, FL 33131	Member	5% ⁵

SERIES A PREFERRED MEMBERS

<u>Name</u>	<u>Position</u>	<u>% Voting Interest</u>
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The Series A Preferred Membership Interests in Bela have not been issued.

SERIES B PREFERRED MEMBERS

<u>Name</u>	<u>Position</u>	<u>% Series B Interest</u>	<u>% Voting Interest</u>
Robert Behar 4042 Island Estates Drive Aventura, FL 33160	Member	47.18%	0%

⁴ Star Studios owns 46% of the Common Membership Interests of Bela, but holds a voting proxy of 5% of the Common Membership Interests from Leibowitz Family Broadcasting LLC.

⁵ Leibowitz Family Broadcasting LLC owns 10% of the Common Membership Interests of Bela, but granted Star Studios a voting proxy with respect to 5% of such Common Membership Interests.

SERIES B PREFERRED MEMBERS

<u>Name</u>	<u>Position</u>	<u>% Series B Interest</u>	<u>% Voting Interest</u>
Cranston, LLC, a Delaware limited liability company 290 174 th Street Apt. 1419 Sunny Isles Beach, FL 33160	Member	2.76%	5.9%
Leibowitz Family Broadcasting, LLC, a Florida limited liability company c/o Matthew L. Leibowitz One SE Third Avenue Suite 1450 Miami, FL 33131	Member	4.4%	9.4%
Morris Bailey 150 Broadway #800 New York, NY 10038	Member (US Citizen)	3.45%	7.38%
Joseph Kavana 19500 Turnberry Way T.S D/E Aventura, FL 33180	Member (US Citizen)	5.26%	11.25%
Pedro Dupouy 2da Ave. Urb Campo Alegre, Torre Credival, P-3B Apartado 1060 Caracas, Venezuela	Member (Venezuelan Citizen)	0.72%	1.55%
Saby Behar Revocable Trust, dated February 15, 1999	Member	1.51%	3.23%
Charter Development Corporation, a Panama corporation	Member	1.73%	3.69%
Alejandro Daniel Sawicki Revocable Trust U/A/D 5/11/98	Member	1.73%	3.69%

SERIES B PREFERRED MEMBERS

<u>Name</u>	<u>Position</u>	<u>% Series B Interest</u>	<u>% Voting Interest</u>
Silverado Holdings, a B.V.I corporation	Member	0.78%	1.68%
Lermont Trading Ltd., a ⁶ B.V.I. corporation	Member	6.04%	0%
Jays Four LLC, a New York limited liability company	Member	2.42%	5.16%
Benjamin J. Jesselson 12/18/80 Trust	Member	1.21%	2.58%
Jesselson Grandchildren 12/18/80 Trust	Member	2.42%	5.16%
Latin Capital Ventures, LLC a Florida limited liability company	Member	7.8%	16.7%
Shpilberg Management Associates, LLC, a Florida limited liability Company	Member	0.6%	1.29%
Pan Atlantic Bank & Trust, Ltd., a Barbados corporation ⁷	Non-Member	10%	21.37%

SERIES C PREFERRED MEMBERS
(Electing No Board Members)

<u>Name</u>	<u>Position</u>	<u>% Series C Interest</u>
Robert Behar 4042 Island Estates Drive	Member	100%

⁶ The interests of Lermont Trading Ltd. are insulated, non-attributable and cannot vote.

⁷ Pan Atlantic, while not a member, holds a promissory note that is convertible into Class B Membership Interests. It has the right to vote this debt interest as if the interest were already converted into equity. For this reason this application is treating Pan Atlantic as if it held Series B Preferred equity in the applicant.

Aventura, FL 33160

A. Star Studios, LLC (“Star”), is a Florida limited liability company located at 7171 Coral Way, Suite 500, Miami, Florida 33155. Star’s sole owner and member is Robert Behar.

B. Cranston, LLC (“Cranston”) is a Delaware limited liability company located at 10275 Collins Avenue, Suite 1231, Bal Harbor, Florida 33154. Cranston’s officers and/or members are as follows:

1. Barbara Laurence of 10275 Collins Avenue, Suite 1231, Bal Harbor, Florida 33154, is Chairman of the Board and President of Cranston. Mrs. Laurence is a US citizen.
2. Lynn Welshman of 10275 Collins Avenue, Suite 1231, Bal Harbor, Florida 33154, is a Board Member and Vice President of Cranston. Mr. Welshman owns a 69.5% membership interest in Cranston and is a US citizen.
3. Paul Libovitz of 1820 NE 163rd Street, North Miami Beach, Florida 33160, is a Board Member and Secretary of Cranston. Mr. Libovitz owns an 11% membership interest in Cranston and is a US citizen.
4. Susan Harrison of 3706 North Globe Road, Arlington, Virginia, is a Board Member and Assistant Secretary of Cranston. Ms. Harrison owns 5% membership interest in Cranston and is a US citizen.
5. Pablo Barbachano of 600 Grapeseed Road, Key Biscayne, Florida, is a Board Member and Treasurer of Cranston. Mr. Barbachano owns a 5% membership interest in Cranston and is a Mexican citizen.
6. Sergio Garcia of 664 Port Dunbar, Chula Vista, California 91913, owns a 2.5% membership interest in Cranston and is a Mexican citizen.
7. Hank and Marci Yunes of 5745 Hamilton Way, Boca Raton, Florida 33496, jointly own a 1% membership interest in Cranston and they are both US citizens.
8. Scott and Shari Notowitz of 3898 NW 52nd Street, Boca Raton, Florida 33496, jointly own a .5% membership interest in Cranston and they are both US citizens.
9. Brandon Notowitz of 3898 NW 52nd Street, Boca Raton, Florida 33496, owns a .5% membership interest in Cranston and is a US citizen.
10. Bryan Notowitz of 3898 NW 52nd Street, Boca Raton, Florida 33496, owns a .5% membership interest in Cranston and is a US citizen.
11. Hye-Tech, LLC (“Hye-Tech”) is a New York limited liability company located at 9609 67th Avenue, Suite 3G, Forest Hills, New York 11374, and owns a 5% membership interest in Cranston. Hye-Tech’s officers and/or members are as follows:
 - (i) Andre Nazarian of 9609 67th Avenue, Suite 3G, Forest Hills, New York 11374, is the sole member and manager of Hye-Tech. Mr. Nazarian is a US citizen.

C. Leibowitz Family Broadcasting, LLC (“Leibowitz Family”), is a Florida limited liability company located at One SE Third Avenue, Suite 1450, Miami, Florida 33131. Leibowitz Family’s sole owner and member is Matthew L. Leibowitz. Mr. Leibowitz is a US citizen.

D. The Saby Behar Revocable Trust, dated February 15, 1999 (the “Behar Trust”) is located at 1911 NE 118th Road, North Miami, Florida 33181. The trustee of the Behar Trust is Saby Behar and Mr. Behar is a US citizen.

E. Charter Development Corporation (“Charter”) is a Panama corporation located at Cra 3 No. 92-45, Bogota, Colombia. Charter’s officers, directors and attributable shareholders are:

1. Moises Ruben of Cra 3 No. 92-45, Bogota, Colombia is the President, Treasurer and sole shareholder of Charter. Mr. Ruben is a Colombian citizen.
2. Odette Ruben of Cra 3 No. 92-45, Bogota, Colombia is a Vice President and the Secretary of Charter.
3. Ernesto Ruben of 3262 NE 211 Terrace, Aventura, Florida 33180 is a Vice President of Charter.

F. The Alejandro Daniel Sawicki Revocable Trust U/A/D 5/11/98 (the “Sawicki Trust”) is located at 2271 NE 201st Street, North Miami Beach, Florida 33180. The trustee of the Sawicki Trust is Alejandro D. Sawicki and Mr. Sawicki is a US citizen.

G. Silverado Holdings (“Silverado”) is a B.V.I. corporation located at 20155 NE 38th Court, Apt. 2004, Aventura, Florida 33180. Silverado’s officers, directors and attributable shareholders are:

1. Simon Chehebar of 20155 NE 38th Court, Apt. 2004, Aventura, Florida 33180, is the President of Silverado. Mr. Chehebar is a Colombian citizen.

H. Jays Four LLC (“Jays Four”) is a New York limited liability company located at 450 Park Avenue, Suite 2603, New York, New York, 10022. Jays Four’s officers and/or members are as follows:

1. Michael G. Jesselson (“M. Jesselson”) of 450 Park Avenue, Suite 2603, New York, New York, 10022, is the Manager of Jays Four. Mr. M. Jesselson is a US citizen
2. The Samuel Jesselson 3/27/84 Trust (the “S. Jesselson Trust”) of 450 Park Avenue, Suite 2603, New York, New York, 10022, a New York trust, owns a 25% membership interest in Jays Four. The trustee of the S. Jesselson Trust is Mr. M. Jesselson and Mr. M. Jesselson is a US citizen. The sole beneficiary of the S. Jesselson Trust is Samuel Jesselson and he is a US citizen.
3. The Roni Jesselson 6/3/86 Trust (the “R. Jesselson Trust”) of 450 Park Avenue, Suite 2603, New York, New York, 10022, a New York trust, owns a 25% membership interest in Jays Four. The trustee of the R. Jesselson Trust is Mr. M. Jesselson and Mr. M.

Jesselson is a US citizen. The sole beneficiary of the R. Jesselson Trust is Roni Jesselson and Roni Jesselson is a US citizen.

4. The Jonathan Jesselson 6/1/87 Trust (the "J. Jesselson Trust") of 450 Park Avenue, Suite 2603, New York, New York, 10022, a New York trust, owns a 25% membership interest in Jays Four. The trustee of the J. Jesselson Trust is Mr. M. Jesselson and Mr. M. Jesselson is a US citizen. The sole beneficiary of the J. Jesselson Trust is Jonathan Jesselson and he is a US citizen.
5. The Maya Jesselson 6/30/93 Trust (the "M. Jesselson Trust") of 450 Park Avenue, Suite 2603, New York, New York, 10022, a New York trust, owns a 25% membership interest in Jays Four. The trustee of the M. Jesselson Trust is Mr. M. Jesselson and Mr. M. Jesselson is a US citizen. The sole beneficiary of the M. Jesselson Trust is Maya Jesselson and she is a US citizen.

I. The Benjamin J. Jesselson 12/18/80 Trust (the "B. Jesselson Trust") is a New Jersey trust located at 450 Park Avenue, Suite 2603, New York, New York, 10022. The trustees of the B. Jesselson Trust are Claire L. Strauss, Steven P. Rosenberg and Benjamin J. Jesselson. The beneficiaries and trustees of the B. Jesselson Trust are all US citizens.

J. The Jesselson Grandchildren 12/18/80 Trust (the "J. Grandchildren Trust") is a New York trust located at 450 Park Avenue, Suite 2603, New York, New York, 10022. The trustees of the J. Grandchildren Trust are Michael G. Jesselson, Benjamin J. Jesselson, Claire L. Strauss, Erica Jesselson and Lucy Lang. The beneficiaries and trustees of the J. Grandchildren Trust are all US citizens.

K. Latin Capital Ventures, LLC ("Latin Capital") is a Florida limited liability company located at 150 SE 2nd Avenue, Suite 609, Miami, Florida 33133. Latin Capital's officers and/or members are as follows:

1. Jose Rodriguez of 1020 Nautica Drive, Weston, Florida 33327, owns a 45% membership interest in Latin Capital and is a US citizen.
2. Ivette Kassin of 19355 Turnberry Road, Apt. 11B, Aventura, Florida 33180, owns a 45% membership interest in Latin Capital and is a US citizen.
3. Leon Perez of 19501 West Country Club Drive, Apt. 210, Aventura, Florida 32180, owns a 10% membership interest in Latin Capital and is a Colombian citizen.

L. Shpilberg Management Associates, LLC ("Shpilberg Management") is a Florida limited liability company located at 9601 Collins Avenue, PH 205, Bal Harbour, Florida 33154. Shpilberg Management's officers and/or members are as follows:

1. David Shpilberg ("D. Shpilberg") of 9601 Collins Avenue, PH 205, Bal Harbour, Florida 33154, is the Managing Member of Shpilberg Management and owns a 48.5% membership interest in Shpilberg Management. D. Shpilberg is a US citizen.

2. Anita Shpilberg of 9601 Collins Avenue, PH 205, Bal Harbour, Florida 33154, owns a 48.5% membership interest in Shpilberg Management and is a US citizen.
3. Patricia E. Shpilberg of 1382 Peachtree Street, NE, Atlanta, Georgia 30309, owns a 1% membership interest in Shpilberg Management and is a US citizen.
4. Tamara S. Shpilberg of 9601 Collins Avenue, PH 205, Bal Harbour, Florida 33154, owns a 1% membership interest in Shpilberg Management and is a US citizen.
5. Samuel A. Shpilberg of 1-27 Evelyn Gardens, London SW73BE, United Kingdom, owns a 1% membership interest in Shpilberg Management and is a US citizen.

M. Pan Atlantic Bank & Trust, Ltd. ("Pan Atlantic") is a Barbados corporation located at Musson Building, 3rd Floor, Hincks Street, P.O. Box 982, Bridgetown, Barbados, West Indies. Pan Atlantic's officers, directors and attributable shareholders are:

1. Robert J. Bourque of "Eastwinds" Rockley, Christ Church, Barbados, is a Director and the Managing Director of Pan Atlantic. Mr. Bourque is a citizen of Barbados.
2. Curtis Begg of 45 Mizzentop, Warwick, Bermuda WK06, is a Director of Pan Atlantic and a Canadian citizen.
3. Peter Weatherhead of "Casa Florita", Rendezvous Terrace, Christ Church, Barbados, is a Director of Pan Atlantic and a citizen of Barbados.
4. Anscele Payne of No. 5 Wildey Heights, St. Michael, Barbados, is a Director of Pan Atlantic and a citizen of Barbados.
5. David Thompson of 10A Mapps, St. Philip, Barbados, is a Director of Pan Atlantic and a citizen of Barbados.
6. The Corporate Secretary Limited (represented by Mary Ellen M. Bourque and/or Michelle Susan Heath) is the Secretary of Pan Atlantic.
7. FCMI Financial Corporation ("FCMI") of 181 Bay Street, Suite 250, Toronto, Ontario M5J2T3, Canada, is a Canadian corporation and the sole shareholder of Pan Atlantic. FCMI's officers, directors and attributable shareholders are:
 - (i) Albert D. Friedberg of 467 Lytton Boulevard, Toronto, Canada, is a Director and the President of FCMI. Mr. Friedberg is a Canadian citizen.
 - (ii) Enrique Fenig of 94 Prue Avenue, Toronto, Canada, is a Director and the Executive Vice President and Secretary of FCMI. Mr. Fenig is a Canadian citizen.
 - (iii) FCMI Parent Company of 181 Bay Street, Suite 250, Toronto, Ontario M5J2T3, Canada, is a Canadian corporation and the sole shareholder of FCMI.