

EXHIBIT A
(to Asset Purchase Agreement)

[Subject to Opinions Committee review.]

[FORM OF OPINION LETTER]

[Buyer]

Re: Television Stations KPXF(TV) and KPXF-DT, Porterville, California

Ladies and Gentlemen:

We have acted as special counsel for Paxson Communications Corporation, a Delaware corporation (“PCC”), and Paxson Communications License Company, LLC, a Delaware limited liability company (“Paxson License”; PCC and Paxson License shall each be referred to herein individually as a “Seller” and collectively as the “Sellers”), in connection with the transactions contemplated by the Asset Purchase Agreement dated as of July 16, 2002 (the “Purchase Agreement”), by and among the Sellers and Univision Communications Inc., a Delaware corporation (the “Buyer”). This opinion is being delivered to you pursuant to Section 8.2(f) of the Purchase Agreement. All capitalized terms not defined in this opinion shall have the meanings set forth in the Purchase Agreement.

In connection with this opinion, we have examined the following documents:

- (a) the Articles of Incorporation and the Bylaws of PCC and the Certificate of Formation and Operating Agreement of Paxson License, each as certified to us by such Seller to be in effect on the date hereof (collectively, the “Organizational Documents”);
- (b) Resolutions adopted by the Board of Directors of PCC relating to the performance by PCC of the Transaction Documents (as defined below) to which it is a party, in the form certified to us by PCC to have been duly adopted and to be in effect (without modification or rescission) on the date hereof;
- (c) Resolutions adopted by the Sole Member of Paxson License relating to the performance by Paxson License of the Transaction Documents (as defined below) to which it is a party, in the form certified to us by Paxson License to have been

duly adopted and to be in effect (without modification or rescission) on the date hereof;

- (d) (i) A certificate from the Secretary of State of the State of Delaware as to the status of each Seller in such jurisdiction, and (ii) a certificate from the [Secretary of State] of California as to the status of PCC in such jurisdiction (collectively, the “Status Certificates”);
- (e) the Purchase Agreement;
- (f) the Escrow Agreement;
- (g) Bill[s] of Sale dated as of the date hereof, delivered by the [Sellers] to the [Buyer];
- (h) the Assignment and Assumption of Contracts, dated as of the date hereof, between the [Sellers and the Buyer];
- (i) the Assignment and Assumption of Licenses, dated as of the date hereof, between the [Sellers and the Buyer]; and
- (j) the certificate to be executed and delivered by the Sellers pursuant to Section 8.2(c) of the Purchase Agreement.

The documents referred to in clauses (e) through (j) above are collectively referred to herein as the “Transaction Documents.” We also have examined certain information in the publicly available files of the FCC in Washington, D.C. relating to the Stations.

In preparing this opinion, we have examined such documents and records and made such investigations of law as we have considered necessary to render the opinions expressed below. We have assumed (a) the genuineness of all signatures of all persons executing agreements, instruments, or documents examined or relied upon by us, (b) the due execution and delivery, pursuant to due authorization, of all agreements, instruments or documents by parties thereto other than the Sellers, (c) the authenticity of all documents submitted to us as originals and the conformity to authentic original documents of all documents submitted to us as certified, conformed, photostatic or facsimile copies, (d) the legal capacity of natural persons, and (e) that the Transaction Documents are legal, valid, binding and enforceable obligations of the parties thereto other than the Sellers.

As to the factual matters relevant to the opinions set forth herein, we have also assumed, and relied upon without any independent inquiry or verification by us, the authenticity, accuracy and completeness of (i) all records of the Stations that the Sellers made available to us; (ii) all statements, representations and warranties set forth in the Purchase Agreement and in the other documents delivered at the Closing; (iii) all certificates provided and written and oral statements made to us by officers, agents and representatives of the Sellers; (iv) statements of certain government officials concerning the Sellers; and (v) our review on _____, 2002, of the FCC’s publicly available license files in Washington, D.C., for the Stations, which records we assume to have been complete and accurately maintained and indexed at the time of

our examination. It is possible that there may be matters pending before the FCC relating to the Stations or the Sellers of which we do not have knowledge because such matters have not yet been incorporated into the available public files of the FCC. The opinions stated herein relate only to the FCC licenses listed on Exhibit A hereto. We do not opine with respect to any other FCC licenses, permits or authorizations.

We have not conducted any investigation of the assets or business of the Stations or the Sellers or any of their operations, and we have relied on the Sellers' descriptions of their business. Accordingly, we express no opinion regarding matters that we would not know about without physically inspecting the assets, business, work product, records or operations of the Stations or the Sellers. We have not made any investigation as to the existence of facts, if any, that could cause any present or proposed shareholder, officer, director, partner, or other principal of the Sellers or the Buyer to be in violation of the FCC's ownership restrictions as a result of other ownership interests attributed to such person.

This opinion is limited to the laws of the District of Columbia and the federal law of the United States of America, including, without limitation, the Communications Act of 1934, as amended, and the rules, regulations and published policies of the FCC, insofar as such laws apply (collectively, "Applicable Law"), except that Applicable Law includes only those laws and regulations that a lawyer exercising customary professional diligence would reasonably recognize as being directly applicable to the transactions contemplated by the Transaction Documents and excludes those set forth in Section 19 of the Legal Opinion Accord of the American Bar Association Section of Business Law (1991). We are members of the Bar of the District of Columbia. We advise you that we are not admitted to practice law in the States of Delaware or New York, and we do not purport to be experts in nor are we necessarily familiar with judicial interpretations of the laws of the States of Delaware or New York. In preparing this opinion, we have reviewed the text of the General Corporation Law of the State of Delaware and applied it to the transactions described herein in light of our knowledge of the law of other jurisdictions. Our opinion is given as if the laws of the District of Columbia governed the Transaction Documents, although you understand that we are not opining that such laws would govern any of the Transaction Documents. You recognize that the express terms of certain of the Transaction Documents provide that they are to be governed by the laws of other jurisdictions, which may be different from the laws of the District of Columbia in certain relevant respects. We express no opinion as to conflicts of law rules, or the laws of any states or jurisdictions other than as specified above. Additional limitations are set forth in the text of this opinion. Furthermore, we have assumed that each of the Transaction Documents that, under applicable law, should be filed for record with any governmental authority will be duly filed.

Statements in this opinion as to the legality, validity, binding effect and enforceability of the Transaction Documents are subject to limitations imposed by bankruptcy, insolvency, fraudulent conveyance or transfer, reorganization, moratorium or similar laws and related court decisions of general applicability relating to or affecting creditors' rights generally and to the application of general equitable principles and the discretion of the court before which any proceedings therefor may be brought.

Certain of the opinions given herein are qualified by the phrase "to our knowledge" or similar phrases. In each case, such knowledge refers only to the actual existing knowledge of

attorneys in our firm involved in representing the Sellers in the preparation of this opinion with only such investigation as is specifically referred to in this opinion, without any further investigation or inquiry. Such terms do not include any knowledge of other attorneys within our firm or any constructive or imputed notice of any matters or items of information. When a statement in this opinion is made “to our knowledge,” it means that none of the attorneys in our firm involved in representing Sellers in the preparation of this opinion has actual existing knowledge that the statement is false; it does not mean that any of such attorneys necessarily has actual existing knowledge of facts that would suggest that the statement is true. In addition, we wish to advise you that we have conducted no independent investigation whatsoever as to the factual basis for our opinion, such as a search of the dockets or records of any court or governmental office, agency or authority (other than the review of the publicly available files of the FCC in Washington, D.C. relating to the Stations as described above) in connection with the opinions expressed herein. Our opinions are limited to the matters stated herein and no opinions may be implied or inferred beyond the matters expressly stated herein.

Based upon and subject to the foregoing and any other qualifications stated herein, we are of the opinion that:

1. Based solely upon a review of the Organizational Documents and the Status Certificates, PCC is a corporation incorporated and in good standing under the laws of the State of Delaware, and Paxson License is a limited liability company duly organized, validly existing and in good standing under the laws of the State of Delaware. Based solely upon a review of the Status Certificates, PCC is [qualified to do business as a foreign corporation] in the State of California.

2. PCC has the requisite corporate power and authority to execute and deliver the Transaction Documents executed by it and to perform its obligations thereunder. [Paxson License has the requisite limited liability company power and authority to execute and deliver the Transaction Documents executed by it and to perform its obligations thereunder.] PCC’s execution, delivery and performance of the Transaction Documents to which it is a party have been duly and validly authorized by all necessary corporate action on the part of PCC under its Organizational Documents. [Paxson License’s execution, delivery and performance of the Transaction Documents to which it is a party have been duly and validly authorized by all necessary limited liability company action on the part of Paxson License under its Organizational Documents.] No other or further corporate act or proceeding on the part of PCC is necessary to authorize the Transaction Documents or the consummation of the transactions contemplated therein. [No other or further limited liability company act or proceeding on the part of Paxson License is necessary to authorize the Transaction Documents or the consummation of the transactions contemplated therein.]

3. The Transaction Documents to which each Seller is a party have been duly executed and delivered by such Seller. The Transaction Documents to which each Seller is a party constitute the valid and binding obligations of such Seller, enforceable against such Seller in accordance with their respective terms.

4. The execution, delivery and performance by each Seller of the Transaction Documents to which it is a party (a) do not violate any provisions of such Seller’s Organizational

Documents, and (b) to our knowledge, do not violate Applicable Law or any judgment, order, injunction or decree which is applicable to such Seller and of which we have actual knowledge.

5. The FCC licenses listed on Exhibit A hereto (the “FCC Licenses”) are held by Paxson License (as indicated on such exhibit), are in effect, and are not subject to any condition, other than such conditions that are set forth on the authorization for such FCC Licenses or are imposed under generally applicable rules of the FCC. The FCC Licenses authorize the operation or construction, as applicable, of the respective Stations indicated on Exhibit A for the license terms expiring as shown on Exhibit A.

6. The FCC has granted its consent to the assignment of the FCC License from Paxson License to Buyer (the “FCC Consent”). To our knowledge based solely on the above-described review of the FCC’s files and inquiry to officers of the Sellers, the FCC Consent has not been reversed, stayed, enjoined, set aside, annulled or suspended, and no requests have been filed for administrative or judicial review, reconsideration, appeal or stay of the FCC Consent.

The information set forth herein is as of the date hereof. We assume no obligation to advise you of changes which may thereafter be brought to our attention.

This opinion is solely for your benefit in connection with the consummation on the date hereof of the transactions contemplated by the Purchase Agreement. This opinion may not be quoted, relied upon or furnished to any person or entity, including any governmental entity, or be used for any other purpose, without the prior written consent of this firm.

Very truly yours,

DOW, LOHNES & ALBERTSON, PLLC

By: _____
[Name,] Member

EXHIBIT A

<u>Station</u>	<u>Service</u>	<u>FCC File Number</u>	<u>Expiration Date</u>
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Licensed to Paxson Communications License Company, LLC:

KPXF(TV), Porterville, California	Full Power Television Station		
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KPXF-DT, Porterville, California			
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