

Holders of Attributable Interests in the HBC Licensees

This application requests Commission approval to transfer control of Hispanic Broadcasting Corporation (“HBC”), which directly or indirectly owns all the stock of each of the licensees of the stations which are set forth in response to Section III, Question 2 (“HBC Licensees”), from the Shareholders of HBC (Transferor¹) to Univision Communications Inc. (“UCI”) (Transferee) through a merger of HBC and UCI. HBC’s Class A (voting) Common Stock is publicly traded (on the New York Stock Exchange). A list of the HBC Licensees and their respective stations is supplied as an Attachment hereto.

In the merger, Univision Acquisition Corporation (“Merger Sub”), a wholly owned subsidiary of UCI, will merge into HBC, and HBC will become a wholly owned subsidiary of UCI. Each share of HBC Class A (voting) Common Stock will be converted into 0.85 shares of UCI Class A (voting) Common Stock. Each share of HBC Class B (non-voting) Common Stock (all of which is held by Clear Channel Communications, Inc. and its subsidiaries) will also be converted into 0.85 shares of UCI Class A (voting) Common Stock². Upon closing of the merger, UCI will (directly or indirectly) own all the stock of all the HBC Licensees.

¹ De facto control of HBC (formerly Heftel Broadcasting Corporation) is held by the (Tichenor Family) Voting Agreement Shareholders. See BTC, BTCH-960813GE to GV and BTC, BTCH, BTCFB-960813GW to HR.

² The Agreement and Plan of Merger provides an alternative mechanism whereby, in the event the Commission determines that as a result of the merger described herein the holders of HBC Class B Common Stock would have an “attributable interest” in UCI under the Communications Act of 1934, as amended, and Section 73.3555 of the Commission’s rules, each share of HBC Class A Common Stock will be converted into 0.85 shares of UCI’s Class A Common Stock and each share of HBC Class B Common Stock will be converted in to 0.85 shares of UCI Class B (non-voting) Common Stock.

The officers, directors, and holders of attributable ownership interests in HBC³, together with their positions as officers and/or directors in HBC and their respective approximate ownership interests in HBC Class A Common Stock and HBC total stock (i.e., Class A Common Stock and Class B Common Stock) are the following⁴:

McHenry T. Tichenor, Jr.-President, Chairman of the Board of Directors, owner of approximately 3.8% of voting stock and 2.8% of total stock (also, see below)

McHenry T. Tichenor, Sr.-Director, owner of less than 1% of voting and of total stock (also, see below)

Robert W. Hughes-Director, owner of less than 1% of voting and of total stock

James M. Raines-Director, owner of less than 1% of voting and of total stock

Ernesto Cruz-Director, owner of less than 1% of voting and of total stock

Jeffrey T. Hinson-Senior Vice President, Treasurer, owner of less than 1% of voting and of total stock

Gary Stone-Chief Operating Officer, Senior Vice President, owner of less than 1% of voting and of total stock

David D. Lykes-Executive Vice President of Corporate Affairs, owner of less than 1% of voting and of total stock

David Gerow-Vice President, Controller and Secretary, owner of less than 1% of voting and of total stock

Arturo Palacios-Vice President, owner of less than 1% of voting and of total stock

Lawrence J. Arevalo-Vice President, owner of less than 1% of voting and of total stock

Richard Heftel-Vice President of Music Industry Relations, owner of less than 1% of voting and of total stock

David Gleason-Vice President, owner of less than 1% of voting and of total stock

³ All the officers and directors of Hispanic Broadcasting Corporation are U.S. citizens.

⁴ The ownership interests reflected herein do not include options to acquire HBC stock.

Jack Hobbs-Vice President & Network Manager, owner of less than 1% of voting and of total stock

Edward Q. Prieto-Vice President, owner of less than 1% of voting and of total stock

Donald J. Davis-Vice President, owner of less than 1% of voting and of total stock

Ellen R. Fox-Vice President/Human Resources, owner of less than 1% of voting and of total stock

Warren W. Tichenor-Owner of approximately 5.6% of voting stock and 4.1% of total stock (also, see below)

Some HBC stock which is beneficially owned by certain members of the Tichenor Family (i.e., McHenry T. Tichenor, Sr., McHenry T. Tichenor, Jr., Warren W. Tichenor, William E. Tichenor, David T. Tichenor, and Jean Tichenor) is subject to, and is voted pursuant to, the (Tichenor Family) Voting Agreement (hereafter "Voting Agreement"). The HBC stock which is subject to the Voting Agreement is currently voted as a block, based on a vote of the Voting Agreement shareholders, who are the following: McHenry T. Tichenor, Sr., McHenry T. Tichenor, Jr., David Jordan of First National Bank of Fort Collins as Trustee for David T. Tichenor, Warren W. Tichenor, William E. Tichenor, and Jean Tichenor. As of July 3, 2002, approximately 15.8% of HBC's voting stock (representing approximately 11.7% of HBC's total stock) was subject to the Voting Agreement.

No person or entity other than those identified above holds an attributable interest in HBC.⁵ The foregoing statement is made with due consideration of the Commission's 33% "equity/debt plus" standard.

⁵ It is noted in passing that Clear Channel Communications, Inc. ("CCCI") holds a non-attributable ownership interest in HBC. CCCI owns all of HBC's outstanding Class B (non-voting) stock, which

The officers, sole director, and sole stockholder of each of the HBC Licensees are the following:

McHenry T. Tichenor, Jr.-President, sole Director

Jeffrey T. Hinson-CFO, Treasurer, and Sr. Vice President

Gary Stone-COO, and Sr. Vice President

David Gerow-Controller, Vice President, and Secretary

Hispanic Broadcasting Corporation-sole stockholder (U.S. corporation)

Upon the closing of the transaction (subsequent to approval of the Commission and other Federal agencies), the Voting Agreement will automatically terminate. The owners of the HBC stock which is currently subject to the Voting Agreement will receive stock in UCI, and said stock will not be subject to the current Voting Agreement or any other voting agreement or arrangement.

Under the terms of the merger agreement, upon the closing of the transaction McHenry T. Tichenor, Jr. (currently President of HBC) will become a director of UCI, and will therefore have an “attributable” position in UCI (in addition to his equity interest in UCI). The HBC Board of Directors also has the right to designate a second (“independent”) individual to be a member of UCI’s Board of Directors.⁶ In addition, Mr. Tichenor and Mr. Jeffrey T. Hinson (currently Treasurer of HBC) will also serve on a UCI task force which will be responsible for integrating the operations of HBC and UCI.

represents approximately 26% of HBC’s total outstanding stock. CCCI owns none of HBC’s outstanding Class A (voting) stock, and it holds no HBC debt.

⁶ This individual has not been selected as of this date.

Individuals who currently hold attributable positions as officers in HBC may or may not continue to hold all or some portion of the stock in UCI which they will receive in exchange for the stock which they currently hold in HBC (see above) However, with the exception of McHenry T. Tichenor, Jr. (who will become a director of UCI), and the possibility that the HBC Board of Directors might select another member of the HBC Board to serve as a director of UCI (see the preceding paragraph), it is not anticipated that any person or entity who currently holds an attributable position or ownership interest in HBC will hold an attributable position or equity interest in UCI subsequent to the proposed merger.

Attachment

Re: Section I, Question 1
Section III, Question 2

Licensees and Radio Stations Being Transferred

This application requests Commission approval to transfer control of the following 17 broadcast licensees (“HBC Licensees”⁷), each of which is a direct or indirect subsidiary of Hispanic Broadcasting Corporation (“HBC”), from the Shareholders of HBC (Transferor) to Univision Communications Inc. (“UCI”) (Transferee):

Tichenor License Corporation

Facility ID No. 67067	Station KGBT(AM), Harlingen, Texas
Facility ID No. 67072	Station KIWW(FM), Harlingen, Texas
Facility ID No. 6662	Station KGBT-FM, McAllen, Texas
Facility ID No. 67069	Station KCOR(AM), San Antonio, TX
Facility ID No. 67071	Station KROM(FM), San Antonio, TX
Facility ID No. 67070	Station KXTN(AM), San Antonio, TX
Facility ID No. 67064	Station KXTN-FM, San Antonio, TX
Facility ID No. 57801	Station KLAT-FM, Winnie, TX
Facility ID No. 25583	Station KQBU-FM, Port Arthur, TX
Facility ID No. 57804	Station KRTX(AM), Rosenberg-Richmond, TX
Facility ID No. 57806	Station KPTY(FM), Missouri City, TX
Facility ID No. 479	Station KLTO(FM), Galveston/Crystal Beach(CP), TX
	BPH-20010214ACH, granted;
	BLH-20020228ACU, pending
Facility ID No. 67065	Station KAJZ(FM), El Paso, TX
Facility ID No. 67066	Station KBNA-FM, El Paso, TX
Facility ID No. 36948	Station KAMA(AM), El Paso, TX
Facility ID No. 67068	Station WIND(AM), Chicago, IL
Facility ID No. 67073	Station WOJO(FM), Evanston, IL

⁷ The assets used in the operation of the stations (other than FCC licenses) are owned by separate subsidiaries of HBC.

HBC License Corporation

Facility ID No. 25469	Station KCOR-FM, Comfort, TX
Facility ID No. 3075	Station KBBT(FM), Schertz, TX
Facility ID No. 19091	Station KOVE-FM, Galveston, TX
Facility ID No. 19532	Station KSOL(FM), Santa Clara, CA
Facility ID No. 24548	Station KSCA(FM), Glendale, CA
Facility ID No. 1025	Station KRCD(FM), Inglewood, CA
Facility ID No. 19088	Station KRCV(FM), West Covina, CA
Facility ID No. 41380	Station KLNO(FM), Ft.Worth, TX
Facility ID No. 28893	Station KISF(FM), Las Vegas, NV
Facility ID No. 11614	Station KQMR(FM), Indian Springs, NV BMPH-20010814AAX, granted
Facility ID No. 51515	Station KLNV(FM), San Diego, CA
Facility ID No. 51164	Station KLQV(FM), San Diego, CA
Facility ID No. 59422	Station KHOT-FM, Paradise Valley, AZ
Facility ID No. 2740	Station KKMR(FM), Arizona City, AZ
Facility ID No. 22977	Station KMRR(FM), Globe, AZ
Facility ID No. 55913	Station KORM(FM), Sun City, AZ
Facility ID No. 29021	Station KHOV-FM, Wickenburg, AZ
Facility ID No. 77422	Station KHOV-FM1, Constellation, AZ (booster station)
Facility ID No. 31716	Station KZOL(FM), Merced/North Fork(CP), CA BMPH-20010815AAN, granted; BLH-20020607AAB, pending

HBC Houston License Corporation

Facility ID No. 65310	Station KLTN(FM), Houston, TX
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WLXX-AM License Corporation

Facility ID No. 11196	Station WLXX(AM), Chicago, IL
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TMS License California, Inc.

Facility ID No. 70032	Station KEMR(FM), San Francisco, CA
Facility ID No. 70033	Station KZMR(FM), Santa Cruz, CA
Facility ID No. 70028	Station KEMR-FM2, Sausalito, CA (booster station)
Facility ID No. 14485	Station KEMR-FM3, Santa Cruz, CA (booster station)

WADO-AM License Corporation

Facility ID No. 70684
Facility ID No. 46978

Station WADO(AM), New York, NY
Station WCAA(FM), Newark, NJ

KTNQ-AM License Corporation

Facility ID No. 35673

Station KTNQ(AM), Los Angeles, CA

KLVE-FM License Corporation

Facility ID No. 35086

Station KLVE(FM), Los Angeles, CA

WQBA-AM License Corporation

Facility ID No. 73912

Station WQBA(AM), Miami, FL

WQBA-FM License Corporation

Facility ID No. 61658

Station WAMR-FM, Miami, FL

KECS-FM License Corporation

Facility ID No. 57376

Station KDXX, Lewisville, TX

KMRT-AM License Corporation

Facility ID No. 57375

Station KHCK(AM) Dallas, TX

KESS-AM License Corporation

Facility ID No. 34298

Station KESS(AM), Fort Worth, TX

KICI-FM License Corporation

Facility ID No. 57377

Station KDOS(FM), Robinson, TX

KHCK-FM License Corporation

Facility ID No. 7040

Station KHCK(FM), Denton, TX

KCYT-FM License Corporation

Facility ID No. 21599

Station KDXT(FM), Granbury/Benbrook(CP), TX
BPH-20000919ABQ, granted

KLSQ-AM License Corporation

Facility ID No. 36694 Station KLSQ(AM), Laughlin/Whitney (CP), NV
BMJP-2001023ABT, granted

HBC Investments, Inc.

Facility ID No. 87996 Station KBAE(FM), Llano, Texas
Facility ID No. 25588 Station KVCQ(FM), Cuero, Texas

Rawhide Radio, LLC (“Rawhide”) is the licensee of Stations KBAE and KVCQ mentioned immediately above. Currently, HBC Investments, Inc., a wholly owned subsidiary of HBC, holds a minority ownership interest in Rawhide. However, pending before the Commission is an application to transfer control of Rawhide from Sonoma Media Corporation to HBC Investments, Inc. See BTC-200206AAU and AAV, respectively.

The following is a list of the auxiliary broadcast facilities associated with the foregoing radio broadcast stations:

KISF(FM), Las Vegas, NV, #28893
Aural STL Station WLO820

KLSQ(AM), Laughlin, NV, #36694
Aural STL WPNN708

KLNO(FM), Fort Worth, TX, #41380
Aural STL WLE688
RP KB97117

KHCK(FM), Denton, TX, #7040
Aural STL WPOQ452

KESS(AM), Fort Worth, TX, #34298
Aural STL WLD464

KDXX(AM), Dallas, TX, #57375
Aural STL WLP-480

KZOL(FM), North Fork, CA, #31716
Aural STL WMV790

KHOV-FM, Wickenburg, AZ, #29021
Aural STL WLO690

KOMR(FM), Sun City, AZ, #55913
Aural STL WPOT268

KMRR(FM), Globe, AZ, #22977
Aural STL WPOT269
Aural STL WPOT270

KKMR(FM), Arizona City, AZ, #2740
Aural STL WLD207
Aural STL WPTE425
Aural STL WPTE426

KHOT-FM, Paradise Valley, AZ, # 59422
Aural STL WPNB 845

KLQV(FM), San Diego, CA, #51164
Aural STL WHY998
Aural STL WLO363

KLNV(FM), San Diego, CA, #51515
Aural STL WLG217

KDXX-FM, Lewisville, TX, #57376
Aural STL WLI809

WRTO(FM), Goulds, FL, 37253
Aural STL WAY671

WAQI(AM), Miami, FL, #37254
Aural STL WLD729

WAMR-FM, Miami, FL, #61658
Aural STL WLO403
Aural STL WRS25
RP WHE817

WQBA(AM), Miami, FL, #73912
Aural STL WLG902
Aural STL WLE384
RP WHE975

WOJO(FM), Evanston, IL, #67073
Aural STL WGZ629

WIND(AM), Chicago, IL, #67068
Aural STL WLI402

KAMA(AM), El Paso, TX, #36948
Aural STL WLG884

KBNA-FM, El Paso, TX, #67066
Aural STL KKU32
Aural STL WLF350
RP KPM316
RP KB96050
RP KPG932
RP KB97346
RP KQB256

KAJZ, El Paso, TX, #67065
Aural STL WLJ-363
RP KPM276

KOVE-FM, Galveston, TX, #19091
Aural STL WHY659

KPTY(FM), Rosenberg, TX, #57806
Aural STL WMG551

KXTN(AM), San Antonio, TX, #67070
Aural STL WLD665

KXTN-FM, San Antonio, TX, #67064
Aural STL WHY528

KROM(FM), San Antonio, TX, #67071
Aural STL WPNK617

KCOR-FM, Comfort, TX, #25469
Aural STL WMU321

KCOR(AM), San Antonio, TX, #67069
RP KPH254
RP KPJ879

KGBT-FM, McAllen, TX, #6662

Aural STL WKZ34

RP KC25239

RP KC25238

KIWW(FM), Harlingen, TX, #67072

Aural STL WBG594

RP KC62802

KGBT(AM), Harlingen, TX, #67067

Aural STL KKH73

Aural ICR WMV422

RP KPH258

RP KLX401

KEMR(FM), San Francisco, CA, #70032

WPOR915 (Radio Service MG)

WPOR916 (Radio Service MG)

KSOL(FM), Santa Clara, CA, #19532

Aural STL KQH55

KEMR-FM2, Sausalito, CA, #70028

Aural ICR WLQ384

Aural STL WLF324

KTNO(AM), Los Angeles, CA, #35673

Aural STL WBX262

Aural STL WCX527

KLVE(FM), Los Angeles, CA, #35086

Aural STL KRW-68

RP KH5015

KSCA(FM), Glendale, CA, #24548

Aural STL KVU23

KRCD(FM), Inglewood, CA, #1025

RP KY5605

KBBT(FM), Schertz, TX, #3075

Aural STL WLG505

Aural STL WHY260

RP KA88691

RP KPJ991

RP KA88857

RP KJ0256