

Agreements to Assign License of Station

See Exhibit 4 in Section II – Assignor.

Description of Transaction

Submitted as Exhibit 4 to this application is an Asset Purchase Agreement (“APA”) dated March 17, 2003, by and among Simmons Lone Star Media, Ltd., licensee of Station KTND(FM), Georgetown, Texas, Simmons-Austin, LLC (together “Simmons”), HBC License Corporation (“HBC L/C”) and HBC Broadcasting Texas, L.P., both of which are subsidiaries of Hispanic Broadcasting Corporation (“HBC”). The APA provides that Simmons will sell to the foregoing subsidiaries of HBC, and the foregoing subsidiaries of HBC will purchase from Simmons, substantially all the assets (including the FCC license) owned by Simmons which are used in the operation of Station KTND (subject to Commission approval). It is proposed that the FCC licenses used in the operation of Station KTND will be assigned to and acquired by HBC L/C.

Normally, the parties would file a single FCC Form 314 application to obtain Commission approval to assign the license to operate Station KTND from Simmons to HBC L/C. However, HBC is currently the subject of an Agreement and Plan of Merger dated June 11, 2002, pursuant to which it is proposed to merge into Univision Communications Inc. (hereinafter the “HBC/Univision Merger”) (see BTC, BRCFTB, BTCH-20020723ABL-ADR, and also BTC-20021125ABD-ABH; MB Docket No. 02-235). Because approval and consummation of the HBC/Univision Merger could occur during the pendency of the acquisition of Station KTND, and to avoid any delay in the closing of either the HBC/Univision Merger or the assignment of license of Station KTND from Simmons to HBC L/C, the parties are concurrently filing two

FCC Form 314 assignment of license applications with respect to Station KTND.^{1/} One FCC Form 314 application (“Application #1”) seeks authority to assign the license of Station KTND from Simmons to HBC L/C as it is proposed subsequent to the closing of HBC/Univision Merger (i.e., with HBC controlled by Univision). The other Form 314 application (“Application #2”), seeks authority to assign the license of Station KTND from Simmons to HBC L/C as it currently exists (i.e., with de facto control of HBC held by The (Tichenor Family) Voting Agreement Shareholders).

In the event that the HBC/Univision Merger has been closed (with the prior consent of the Commission and any other necessary authority) prior to the time the Commission has approved Application #1, the parties will continue to prosecute Application #1 and will ask the Commission to dismiss Application #2. Upon Commission approval of Application #1, the parties will close the transaction and assign the license to operate Station KTND from Simmons to HBC L/C as proposed in Application #1 (i.e., with HBC controlled by Univision).

On the other hand, in the event the HBC/Univision Merger has not been closed prior to the time the Commission has approved Application #2, the parties will close the transaction proposed in Application #2 (i.e., assign the license to operate Station KTND from Simmons to HBC L/C with de facto control of HBC held by The (Tichenor Family) Voting Agreement Shareholders). However, HBC L/C will ask the Commission to continue to process Application #1 so that when the HBC/Univision Merger has been approved and is ready to be closed, Commission authority will be in place to allow the assignment of license of Station KTND to HBC L/C as controlled by Univision.

^{1/} The parties are paying separate FCC filing fees for each application, and the licensee will have public notice of the filing of each application given in accordance with Section 73.3580 of the Commission’s regulations.

The Commission has previously processed concurrent applications in similar circumstances. Nevertheless, to the extent a waiver of any FCC rule is necessary in order to effectuate the parties' plans, it is hereby respectfully requested.