

Explanation of Consideration for Purchase of KTTA

The total consideration for the contribution of all of the assets of Aztec Media, Inc. ("Aztec") to Bustos Media of California, LLC (the "Company") shall be paid to Aztec by the Company as follows [See Section 1.1- Definitions 2.3 – Section Contribution Consideration]:

- (a) The Company shall assume:
 - (i) all outstanding indebtedness pursuant to that certain Secured Promissory Note dated April 1, 2003 executed and delivered to the Moffet Media Investment Irrevocable Trust (the "MM II Trust") by Angelica Balderas, Juan Gonzalez and Amparo Perez-Cook on August 27, 2004 (the "MM II Trust Indebtedness") [value of approximately \$4,400,000 plus a potential additional \$2,550,000 upon the achievement of the Earn-out described below]
 - (ii) all outstanding indebtedness of Aztec under that certain Credit Agreement between Aztec, as borrower, and Textron Financial Corporation, as lender, dated as of April 1, 2003 (the "Textron Indebtedness") [approximately \$4,000,000]
 - (iii) the ordinary course on-going liabilities of Aztec arising after the Closing Date (See Section 2.2).
- (b) The Company shall also pay Aztec the following consideration:
 - (i) **\$1,069,818** by wire transfer of immediately available funds (the "Cash Contribution Consideration");
 - (ii) Bustos Media, LLC (the parent of the Company) shall issue to Aztec such number of Class C Preferred Shares of Bustos Media, LLC (at an issue price equal to \$100 per share) [formula yields value of approximately **\$806,000 of Class C Shares of Bustos Media, LLC**] equal to the quotient of:
 - (x) the difference between:
 - (A) the product of:
 - (I) 0.8955 and
 - (II) the sum of:
 - (1) 600,000 and

(2) the product of (X) 0.49 and (Y) the difference between \$10,000,000 and the sum of the amount of the Textron Indebtedness as of August 27, 2004, amount of the MM II Trust Indebtedness as of August 27, 2004 and 600,000 and

(B) \$621,595;

(y) 100.001.

- (iii) Bustos Media Enterprises, LLC (the parent of Bustos Media, LLC) shall issue and deliver to Aztec such number of Series B Common Shares of Bustos Media, LLC (at an issue price equal to \$0.001 per share) equal to the number of Class C Preferred Shares of Bustos Media, LLC to be issued pursuant to clause (ii) above [**Value of approximately \$806**].

Earn-out Potential

Aztec is also eligible to earn an additional 21,940 Class C Preferred Shares of Bustos Media, LLC and 21,940 Series B Common Shares of Bustos Media Enterprises, LLC if it achieves certain stated broadcast cash flow targets prior to December 31, 2006 (the "Earn-out") [**approximately \$2,194,000 to Aztec (plus an additional payment of \$2,550,000 to the MM II Trust in shares) in value depending upon whether, and what level of, broadcast cash flow targets are achieved**]