

CHANGES IN INTERESTS

Una Vez Mas, LP (“UVM LP”) proposes herein the *pro forma* assignment of the license for KPDF-CA, Phoenix, AZ (Facility ID 73764) to Una Vez Mas Phoenix License, LLC (“UVM Phoenix” or “Assignee”). At closing, UVM LP will be UVM Phoenix’s sole member.

UVM LP’s sole general partner, Una Vez Mas GP, LLC (“UVM GP”), currently is controlled by a three person board that includes Terry Crosby, Randy Nonberg, and Andrew Mulderry, each with one vote (the “Three Person Board”) (*See* File No. BALTTA-20051205AAA, granted December 9, 2005).

On January 11, 2006, UVM LP and UVM Phoenix filed with the Commission an application on FCC Form 345 seeking consent to the assignment of the license for KPDF-CA to Assignee, a license holding company (*See* File No. BALTTL-20060111ABL, granted February 28, 2006). As explained therein, because the Investment and Loan Agreement (“ILA”) entered into between UVM LP and its affiliates and Alta Communications IX, L.P. and its affiliates (“Alta Investors”) and the Agreement of Limited Partnership for UVM LP (“LPA”) contemplated expansion of the UVM GP Board to a Board comprised of five directors (Terry Crosby, Randy Nonberg, Andrew Mulderry, Brian McNeill and Jay Hoker), each with one vote (the “Five Person Board”), use of FCC Form 345 to obtain Commission consent to the transaction was appropriate. The parties intend to use this license holding company/Five Person Board structure generally in connection with the refinancing of UVM and with UVM’s acquisition of a number of LPTV stations for which FCC consents have already been obtained.

With respect to KPDF-CA, however, the parties have decided to depart from the structure in this way. They will use the license holding company approach by assigning, subject to the prior approval of the FCC, the license of KPDF-CA to UVM Phoenix, the proposed assignee. While such assignee will be wholly owned by UVM LP, control of KPDF-CA will not be transferred from the Three Person Board to the Five Person Board. Rather, Messrs. Crosby and Nonberg, who control the current licensee of KPDF-CA, will continue to control KPDF-CA through their control of UVM Phoenix. In short, UVM Phoenix will be owned by, but not be controlled by, UVM LP. The documents governing the proposed Assignee provide that the Three Person Board will retain control of KPDF-CA. Therefore, as concerns the proposed Assignee, the instant application seeks consent to a *pro forma* assignment of the license for KPDF-CA from UVM LP to UVM Phoenix, and no transfer of control is involved.