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FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

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BEFORE THE
FEDERAL COMMUNICATIONS COMMISSION
WASHINGTON, D.C. 20554

In Re Applications Of)	MM Docket No. 97-128
)	
Martin W. Hoffman, Trustee-in-Bankruptcy,)	
for Astroline Communications Company)	
Limited Partnership)	
)	
For Renewal of License of)	
Station WHCT-TV, Hartford, Connecticut)	File No. BRCT-881201LG
)	
and)	
)	
Shurberg Broadcasting of Hartford)	
)	
For Construction Permit for a New)	File No. BPCT-831202KF
Television Station to Operate on)	
Channel 18, Hartford, Connecticut)	

To: The Commission

JOINT REQUEST FOR APPROVAL OF SETTLEMENT AGREEMENT

Martin W. Hoffman, Trustee-In-Bankruptcy for Astroline Communications Company Limited Partnership ("Trustee"), the licensee of Station WHCT-TV, Hartford, Connecticut; Two If By Sea Broadcasting Corporation ("TIBS"); and Alan Shurberg dba Shurberg Broadcasting of Hartford ("Shurberg") (collectively, the "Joint Parties"), by their attorneys and pursuant to Section 311(c) of the Communications Act of 1934, as amended, and Section 73.3523 of the Commission's Rules, hereby request that the Commission: (a) approve the Station Sale and Settlement Agreement entered into between the Joint Parties and Entravision Communications Company, L.L.C. ("Entravision") (the "Settlement Agreement")¹; (b) dismiss with prejudice the application of Shurberg for a construction permit for WHCT-TV; (c) grant the application of the

¹ This agreement is also subject to Bankruptcy Court approval.

Trustee for renewal of license for WHCT-TV, for a period ending no sooner than April 1, 2007; (d) grant the pending application² for consent to the assignment of the license for WHCT-TV, from the Trustee to TIBS, as amended by the simultaneously filed amendment (a copy of which is attached hereto as Exhibit A), pursuant to which Entravision Holdings, LLC (“Holdings”),³ an affiliate of Entravision, is substituted for TIBS as the proposed Assignee of WHCT-TV; and (e) terminate all of the proceedings in MM Docket No. 97-128 related to the renewal application filed by the Trustee and the construction permit application filed by Shurberg. In support thereof, the Joint Parties state as follows.

BASIS FOR THE REQUESTED SETTLEMENT

1. The disputes over WHCT-TV have gone on for nearly two decades. In that time, the Commission and the Courts have engaged themselves in nearly endless litigation over the proper ownership and operation of WHCT-TV. As a consequence, WHCT has lacked the resources needed to provide a competitive service. The current licensee is a Trustee of an entity that has for nearly a decade been in bankruptcy proceedings. Now, the Joint Parties have reached a settlement of all outstanding disputed issues and seek Commission approval to bring an end to the litigation and the commencement of a period in which WHCT-TV will be fully capable of serving its public interest obligations.

2. In the Hearing Designation Order, 12 FCC Rcd 5224 (1997), the Commission designated two issues concerning Astroline Communications Company Limited Partnership (“ACCLP”), the former licensee of WHCT-TV. These issues dealt with whether ACCLP had misrepresented facts to the Commission and the Courts concerning its status as a minority-controlled entity and, in light of the evidence adduced, whether the public interest, convenience,

² File No. BALCT-930922KE.

³ Holdings is a qualified Commission licensee that owns and operates both radio and television stations. Its stations generally broadcast in the Spanish language and serve the Hispanic communities in their markets with news, public affairs, and entertainment programs. It has no mass media interests in the Hartford, Connecticut radio or television markets. Accordingly, the Joint Parties submit that Holdings possesses the qualifications to be a licensee and should be approved as the Assignee of WHCT-TV’s license.

and necessity would be served by a grant of its renewal application. After conducting a trial-type hearing, the Presiding Judge resolved all issues in favor of ACCLP and ordered, subject to review, the renewal of the Trustee's license for WHCT-TV. Initial Decision, FCC 99D-1, released April 16, 1999 ("I.D."). This I.D. is presently on appeal to the full Commission.⁴

3. Rather than continue to litigate this case, with the costs and expenses attendant thereto, the Joint Parties have agreed that the public interest will be best served by a settlement of all outstanding matters. By virtue of a settlement, the parties will end this long and protracted litigation. In turn, the extended bankruptcy proceedings involving ACCLP can be terminated which will then allow ACCLP's creditors to receive payment on a portion of their outstanding claims against the Bankruptcy Estate. Finally, WHCT-TV can, for the first time since 1980, be operated by a licensee that is not burdened by litigation and that is financially capable of providing the best broadcasting service to the public.

4. As for the Commission, this case, and the litigation it has spawned, has been a constant drain on the agency's limited resources. This settlement will conserve those resources and permit the Commission to deal with matters of more pressing concern. Considering all of these factors, the approval of the instant settlement is beneficial to all parties and, more importantly, the public served by WHCT-TV.

TERMS OF THE SETTLEMENT

5. As more particularly set forth in the Station Sale and Settlement Agreement (attached hereto as Exhibit B), the parties have reached resolution of all outstanding issues and seek to terminate this litigation, subject to Bankruptcy Court and FCC approval. The key points to the settlement are as follows:

A. Shurberg is requesting that the Commission dismiss with prejudice his construction permit application in File No. BPCT-831202KF. Exhibit C.

⁴ The Joint Parties have previously requested that consideration of the pending Exceptions of Shurberg and the Mass Media Bureau to the I.D. be stayed pending receipt of the instant Joint Request. The Joint Parties ask that such stay be continued during the review of the Joint Request.

B. Shurberg is withdrawing the Consolidated Exceptions and Brief of Shurberg Broadcasting of Hartford filed in the instant proceeding and requesting the dismissal with prejudice of its: (i) Petition to Dismiss or Deny the application for assignment of license in File No. BALCT-930922KE, and (ii) Petition to Dismiss or Deny the renewal applications in File No. BRCT-881201LG. Exhibit D.

C. TIBS is requesting that the Commission consent to the assignment application in File No. BALCT-930922KE, as modified by the Amendment attached hereto as Exhibit A.⁵ Pursuant to that amendment, the application is being modified to provide that Holdings, in place of TIBS, will become the licensee of the Station.

D. All of the parties are requesting that the instant proceeding be terminated, the license for WHCT-TV be renewed for a period ending no sooner than April 1, 2007, and Holdings be granted the assignment of the renewed license for WHCT-TV.

6. As consideration for the requested actions of the Joint Parties, Entravision intends to pay to the Trustee the sum of \$18 million. In turn, the Trustee will make payments to TIBS in the amount of \$9.52 million⁶ and Shurberg in the amount of \$7.48 million. In connection therewith, Shurberg is providing a Declaration affirming that Shurberg is in compliance with Section 73.3523(c)(4). Exhibit E - which also includes Declarations of the Trustee and TIBS.

APPROVAL OF THE SETTLEMENT IS IN THE PUBLIC INTEREST

7. It is a fundamental tenet of the Commission that settlements of contested proceedings are to be encouraged. Marlin Broadcasting of Central Florida, Inc., 3 FCC Rcd 6965 (1988) (subsequent history omitted) (“settlements often avoid lengthy and expensive hearings, expedite

⁵ The Amendment is being simultaneously filed with the Secretary of the Commission. The Joint Parties urge that the assignment application, as amended, be placed on Public Notice so that the required Section 310(d) and 47 C.F.R. 73.3540 notification and waiting period can be commenced at the earliest possible time and action taken on the modified assignment application thereafter.

⁶ TIBS and the Trustee have agreed, subject to Bankruptcy Court approval, that the Trustee will retain an additional \$2.6 million from TIBS’s portion to increase the Trustee’s portion to \$3.6 million. Other less significant adjustments to TIBS’s portion will also be made, subject to Bankruptcy Court approval.

initiation of new service, and generally serve the public interest,” citing Texas Television, Inc., 91 FCC 2d 1047, 1049 (Rev. Bd. 1992)). Further, since this settlement expedites the completion of a bankruptcy liquidation, approval is in accord with the long established policy that the Commission take such actions that are necessary and proper in order to accommodate federal bankruptcy law. LaRose v. FCC, 494 F. 2d 1145, 1147 n.2 (D.C. Cir. 1974). Under the circumstances, in which a longstanding case is fully resolved and a bankruptcy matter can be completed for the benefit of the creditors,⁷ approval of the settlement is clearly in order. Westel Samoa, Inc., FCC 99M-3, released January 11, 1999.

8. Unlike many of the settlements that the Commission has recently had to deal with in adjudicatory proceedings, there is no remaining issue as to the qualifications of ACCLP or the Trustee. In the I.D., the Presiding Judge found that the actions of ACCLP and its principal, Richard P. Ramirez, were truthful and that no misrepresentations were ever made to the Commission or the Courts. As a result, the Presiding Judge concluded that there was no basis on which to deny the requested renewal and granted it without condition. Shurberg, the only non-Commission entity filing material Exceptions, no longer desires to prosecute its claims regarding ACCLP’s qualifications to be a licensee.⁸

9. Considering this, the only issue is whether the payment to Shurberg is in accord with Commission requirements. Based upon Shurberg’s prosecution of this case for nearly 20 years, Shurberg’s attached Declaration, his significant past experience in broadcasting, and his long-standing residence in the Hartford area, the Commission can conclude that Shurberg did not file his application for the purpose of securing a settlement payment. Moreover, this settlement is occurring after the I.D. has been issued and is with the full agreement of all of the contesting

⁷ Shurberg is a disputed creditor, and will withdraw his claim(s) pursuant to this settlement.

⁸ The Mass Media Bureau has agreed with the Presiding Judge’s conclusions regarding ACCLP’S qualifications, but noted that renewal could not be granted before the comparative hearing had occurred. As a result of the dismissal of the pending Exceptions, the Initial Decision will become the decision of the Commission, including its findings and conclusions that neither ACCLP nor Richard Ramirez violated any Commission requirements.

parties. Thus, even were policies involving payment to a party filing against a renewal deemed to be applicable, which the parties submit should not be the case, infra, the policies should be waived in this particular instance due to the existence of good cause and the obvious benefit to the public interest of a settlement. See WAIT Radio v. FCC. 418 F. 2d 1153, 1159 (D.C. Cir. 1960).

10. In adopting rules dealing with settlements of renewal proceedings, the Commission noted that the policies need not apply in certain specific situations. Formulation of Policies and Rules Relating to Broadcast Renewal Applicants, Competing Applicants, and Other Participants to the Comparative Renewal Process and to the Prevention of Abuses of the Renewal Process, 66 RR 2d 708, 716 (1989), recon. denied, 67 RR 2d 1515 (1990). One such instance is where abuse of process is not a factor. Based upon the record of Commission and Court decisions (including, but not limited to, the Commission's decision to designate this hearing in the first place), and the actions of Shurberg in presenting evidence during the adjudicatory portion in this case, the Commission can conclude that there was no abuse of process in this case.

11. Additionally, and of importance, the Commission has decided that the restrictions do not apply at all where the incumbent licensee is selling its station as part of the settlement of the proceeding. Id. This is just such an instance, even though the buyer is not one of the parties. In this case, Holdings, a "white knight," is becoming the licensee. While "white knights" were previously not generally permitted, they have recently been allowed in order to resolve contested proceedings. See Implementation of Section 309(j) of the Communications Act, 13 FCC Rcd 15,920 (1998). Thus, the exception for sales to third party successors should apply and the restrictions on settlement payments should not be applicable to this proceeding.

12. Even if these provisions do not serve to allow, by themselves, for a payment to Shurberg unrelated to its legitimate and prudent expenses, recent Commission precedent should be considered and a waiver of Section 73.3523 granted. Trinity Broadcasting of Florida, Inc., FCC 99-314, released November 4, 1999; EZ Communications, Inc., 12 FCC Rcd 3307 (1997).

In these proceedings, the Commission concluded that where there was no indication of an abusive application and competing applications were diligently prosecuted for several years, the payment of a sum in excess of legitimate and prudent expenses in order to secure a settlement, was justifiable. Id. It is also noteworthy that Section 309(k) of the Communications Act of 1934, as amended, has since 1996 prohibited the filing of applications that would be considered mutually exclusive with a renewal application, so it is apparent that there cannot be any precedential impact as a result of the granting of a waiver here. Id. As the Commission decided in Trinity Broadcasting, “the waiver of the rule is appropriate” in order to resolve long-pending cases similar to this one. The Joint Parties totally agree and urge the Commission, if Section 73.3523 is applicable, to waive the financial restrictions contained in the rule to permit this settlement to go forward on the terms proposed.

CONCLUSION

The Joint Parties have shown herein that the public interest is well served by the grant of this Joint Request. The Commission and the Joint Parties will move from endless litigation over the actions of the former licensee of the Station to the assumption of ownership and control by a new entity, untainted by prior history, whose qualifications are a matter of record. It is therefore respectfully submitted that the parties, the public, and the Commission will all benefit by the settlement of this case and the resolution of all outstanding matters in an amicable manner.

WHEREFORE, it is respectfully requested that, in light of the foregoing, the Commission:

1. Approve the Settlement Agreement between the Joint Parties and Entravision.
2. Dismiss with prejudice the Shurberg application in File No. BPCT-831202KF.
3. Grant the application of the Trustee, in File No. BRCT-881201LG, for renewal of license, with a license term expiring on April 1, 2007.
4. Consent to the assignment of the license from the Trustee to Holdings.
5. Terminate the proceedings in MM Docket No.97-128.

6. Provide such other relief that is just and proper and in furtherance of the intentions of the Joint Parties to fully and finally resolve all outstanding matters in connection with WHCT-TV and the renewal and assignment of its license.

Respectfully submitted,

**MARTIN W. HOFFMAN, TRUSTEE-
IN-BANKRUPTCY OF ASTROLINE
COMMUNICATIONS COMPANY
LIMITED PARTNERSHIP**

By: *Peter D. O'Connell*

Peter D. O'Connell, Esq.
Wiley, Rein & Fielding
1776 K Street, N.W.
Washington, D.C. 20006

April 4, 2000

(202) 719-3350

**TWO IF BY SEA BROADCASTING
CORPORATION**

By: Thomas J. Hutton
Thomas J. Hutton, Esq.
Holland & Knight LLP
Suite 400
2100 Pennsylvania Avenue, NW
Washington, D.C. 20037

(202) 955-3000

**SHURBERG BROADCASTING OF
HARTFORD**

By: Jonathan Shurberg
Jonathan Shurberg, Esq.
401 East Jefferson Street
Rockville, Maryland 20850

(301) 762-0170

99671

CERTIFICATE OF SERVICE

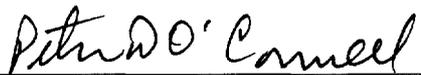
I hereby certify that on this 4th day of April, 2000, I caused copies of the foregoing "Joint Request for Approval of Settlement Agreement" to be delivered by U.S. mail, postage prepaid, to the following:

James W. Shook, Esq.
Mass Media Bureau
Federal Communications Commission
Room 3-A463
The Portals
445 - 12th St. SW
Washington, DC 20554

John L. Riffer, Esq.
Office of the General Counsel
Federal Communications Commission
Room No. 8-A660
The Portals
445 - 12th St. SW
Washington, DC 20554

Barbara Kreisman
Chief, Video Services Division
Federal Communications Commission
Room No. 6-C767
The Portals
445 - 12th St. SW
Washington, DC 20554

Kathryn R. Schmeltzer, Esq.
Shaw Pittman
2001 Pennsylvania Ave. N.W., Suite 400
Washington, DC 20006



Peter D. O'Connell

EXHIBIT A

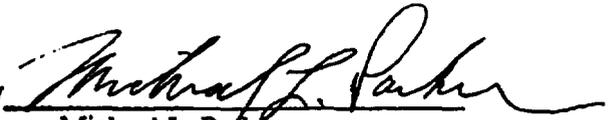
AMENDMENT TO WHCT-TV ASSIGNMENT APPLICATION

AMENDMENT

Please amend the application of Two If By Sea Broadcasting Corporation for consent to assignment of license of WHCT(TV), Hartford, Connecticut (File No. BALCT-930922KE) to substitute Entravision Holdings, ~~Inc.~~ as the proposed assignee.

TWO IF BY SEA BROADCASTING
CORPORATION

By



Michael L. Parker
President

April 3, 2000
WAS1 #810220 v1

Section III - Assignee

1. **Certification.** Assignee certifies that it has answered each question in this application based on its review of the application instructions and worksheets. Assignee further certifies that where it has made an affirmative certification below, this certification constitutes its representation that the application satisfies each of the pertinent standards and criteria set forth in the application instructions and worksheets. Yes No

2. Assignee is: an individual a general partnership a for-profit corporation
 a limited partnership a not-for-profit corporation a limited liability company (LLC/LC)
 other

a. If "other", describe nature of applicant in an Exhibit.

Exhibit No.
N/A

3. **Agreements for Sale of Station.** Assignee certifies that

Yes No

See Explanation
in Exhibit No

- a. the written agreements in the licensee/permittee's public inspection file and submitted to the Commission embody the complete and final agreement for the sale of the station(s) which are to be assigned; and
- b. these agreements comply fully with the Commission's rules and policies.

4. **Parties to the Application.**

a. List the assignee, and, if other than a natural person, its officers, directors, stockholders and other entities with attributable interests, non-insulated partners and/or members. If a corporation or partnership holds an attributable interest in the assignee, list separately its officers, directors, stockholders and other entities with attributable interests, non-insulated partners and/or members. Create a separate row for each individual or entity. Attach additional pages if necessary.

- (1) Name and address of the assignee and each party to the application holding an attributable interest (if other than individual also show name, address and citizenship of natural person authorized to vote the stock or holding the attributable interest). List the assignee first, officers next, then directors and, thereafter, remaining stockholders and other entities with attributable interests, and partners.
- (2) Citizenship.
- (3) Positional Interest: Officer, director, general partner, limited partner, LLC member, investor/creditor attributable under the Commission's **equity/debt plus** standard., etc
- (4) Percentage of votes.
- (5) Percentage of total assets (debt plus equity).

(1)	(2)	(3)	(4)	(5)
See Exhibit No. A				

b. Assignee certifies that equity and financial interests not set forth above are non-attributable.

Yes No
 N/A

See Explanation
in Exhibit No
N/A

5. **Other Authorizations.** List call signs, locations, and facility identifiers of all other broadcast stations in which assignee or any party to the application has an attributable interest.

Exhibit No.
B

N/A

6. **Multiple Ownership.**

a. Assignee certifies that the proposed assignment:

Yes No

See Explanation
in Exhibit No
N/A

1. complies with the Commission's multiple and cross-ownership rules.
2. does not present an issue under the Commission's policies relating to media interests of immediate family members.
3. complies with the Commission's policies relating to future ownership interests; and
4. complies with the Commission's restrictions relating to the insulation and non-participation of non-party investors and creditors.

b. **Radio Applicants Only** If the assignment of the station would result in certain principal community service contour overlaps, see Local Radio Ownership Worksheet, Question 1, applicant certifies that all relevant information has been placed in public inspection file(s) and submitted to the Commission.

Yes No
 N/A

See Explanation
in Exhibit No
N/A

7. **Character Issues.** Assignee certifies that neither assignee nor any party to the application has or has had any interest in, or connection with:

Yes No

See Explanation
in Exhibit No
N/A

- a. any broadcast application in any proceeding where character issues were left unresolved or were resolved adversely against the applicant or any party to the application; or
- b. any pending broadcast application in which character issues have been raised.

8. **Adverse Findings.** Assignee certifies that, with respect to the assignee and each party to the application, no adverse finding has been made, nor has an adverse final action been taken by any court or administrative body in a civil or criminal proceeding brought under the provisions of any law related to any of the following: any felony; mass media-related antitrust or unfair competition; fraudulent statements to another governmental unit; or discrimination.

Yes No

See Explanation
in Exhibit No.
N/A

9. **Alien Ownership and Control.** Assignee certifies that it complies with the provisions of Section 310 of the Communications Act of 1934, as amended, relating to interests of aliens and foreign governments.

Yes No

See Explanation
in Exhibit No.
N/A

10. **Financial Qualifications.** Assignee certifies that sufficient net liquid assets are on hand or are available from committed sources to consummate the transaction and operate the station(s) for three months.

Yes No

See Explanation
in Exhibit No.
N/A

11. **Program Service Certification.** Assignee certifies that it is cognizant of and will comply with its obligations as a Commission licensee to present a program service responsive to the issues of public concern facing the station's community of license and service area.

Yes No

12 **Auction Authorization.** Assignee certifies that where less than five years have passed since the issuance of the construction permit and the permit had been acquired in an auction through the use of a bidding credit or other special measure, it would qualify for such credit or other special measure.

Yes No
 N/A

See Explanation
in Exhibit No.
N/A

13 **Anti-Drug Abuse Act Certification.** Assignee certifies that neither assignee nor any party to the application is subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862.

Yes No

I certify that the statements in this application are true, complete, and correct to the best of my knowledge and belief, and are made in good faith. I acknowledge that all certifications and attached Exhibits are considered material representations. I hereby waive any claim to the use of any particular frequency as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and request an authorization in accordance with this application. (See Section 304 of the Communications Act of 1934, as amended.)

Typed or Printed Name of Person Signing Walter F. Ulloa	Typed or Printed Title of Person Signing Chairman of the Board, Chief Executive Officer and Non-Managing Member
Signature 	Date March 28, 2000

WILLFUL FALSE STATEMENTS ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. CODE, TITLE 18, SECTION 1001), AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. CODE, TITLE 47, SECTION 312(a)(1)), AND/OR FORFEITURE (U.S. CODE, TITLE 47, SECTION 503)

Entravision Holdings, LLC
Proposed Assignee
Response to Section III, Question 4
Exhibit No. A

PARTIES TO THE APPLICATION

The proposed Assignee of these radio stations is Entravision Holdings, LLC, a California limited liability company. Entravision Holdings, LLC is presently 99.999% owned by Entravision Communications Company, L.L.C., a Delaware limited liability company. Messrs. Walter F. Ulloa and Philip C. Wilkinson (both United States citizens) each own 0.0005% of Entravision Holdings, LLC and are respectively, its Chairman of the Board, Chief Executive Officer and Non-Managing Member and President, Chief Operating Officer and Non-Managing Member. Entravision Communications Corporation, a Delaware corporation, will be acquiring Entravision Communications Company, L.L.C. All parties holding equity interests in Entravision Communications Corporation have attributable ownership interests and are United States citizens.

The following is a list of the officers and directors of Entravision Communications Corporation:

<u>Name and Residence</u>	<u>Office or Directorship</u>	<u>No. of Shares</u> <u>No. of Votes</u> <u>% of Votes</u>	<u>% of Total Assets</u>
Walter F. Ulloa Suite 6000 West 2425 Olympic Blvd. Santa Monica, CA 90404	Chief Executive Officer and Chairman of the Board; Director	22,773,030 shares (Class B) 227,730,300 votes 35.01% voting	14.52

Philip C. Wilkinson Suite 6000 West 2425 Olympic Blvd. Santa Monica, CA 90404	President and Chief Operating Officer; Director	22,773,030 shares (Class B) 227,730,300 votes 35.01% voting	14.52
Jeanette Tully Suite 6000 West 2425 Olympic Blvd. Santa Monica, CA 90404	Chief Financial Officer and Treasurer	0	0
Paul A. Zevnik Suite 900 1299 Pennsylvania Avenue, NW Washington, D.C. 20004	Secretary; Director	350,642 shares (Class A) 9,312,566 (Class B) 93,476,302 votes 14.37%	6.16
Andrew Hobson Suite 3050 1999 Avenue of the Stars Los Angeles, CA 90067	Director	0	0
Michael Wortsman Suite 3050 1999 Avenue of the Stars Los Angeles, CA 90067	Director	0	0

The ownership equity of Entravision Communications Corporation is allocated as follows:

Entravision Communications Corporation will be issuing stock in three classes. Class A common and Class C common will have one vote per share. Class B common will have ten votes for share. There will be 58,020,104 shares of Class A stock, 54,858,626 shares of Class B stock, and 43,923,965 shares of Class C stock. The only cognizable stockholder of Entravision

Communications Corporation, other than the officers and directors of the company, is:

Univision Communications Inc. ("UCI")
Suite 3050
1999 Avenue of the Stars
Los Angeles, CA 90067

43,923,965 Class C shares
6.75% voting interest
28.01% of total assets

The officers, directors and cognizable stockholders of UCI are:

A. Jerrold Perenchio
Suite 3050
1999 Avenue of the Stars
Los Angeles, CA 90067
Chairman, Chief Executive Officer and Director and
Votes 71.01% of the shares

Henry G. Cisneros
Suite 3050
1999 Avenue of the Stars
Los Angeles, CA 90067
President, Chief Operating Officer and Director
Less than 1% stockholder

Robert V. Cahill
Suite 3050
1999 Avenue of the Stars
Los Angeles, CA 90067
Vice President and Secretary
Less than 1% stockholder

Alan F. Horn
335 N. Maple Drive
Beverly Hills, CA 90210
Director
Less than 1% stockholder

George Blank
Glenpointe Centre West
500 W. Frank Burr
15th Floor
Teaneck, NJ 07666
Executive Vice President and Chief Financial Officer
Less than 1% stockholder

Jose Baston Patino
Avenida Vasco de Quiroga
No. 2000
Colonia Santa Fe
01210 Mexico, D.F. Mexico
Director
Mexican Citizen

Mr. Patino represents Grupo Televisa, S.A. which has the right to elect a director and an alternate director to the Board. Mr. Alfonso Angoitia is the alternate director.

Harold E. Gaba
Suite 3050
1999 Avenue of the Stars
Los Angeles, CA 90067
Director
Less than 1% stockholder

Gustavo Cisneros
c/o Eduardo Hernandez
Finser Corporation
9th Floor
550 Biltmore Way
Coral Gables, FL 33134
Director
Venezuelan Citizen

John G. Perenchio
8723 W. Washington Blvd.
Culver City, CA 90232
Director
Less than 1% stockholder
Son of A. Jerrold Perenchio

Ray Rodriguez
9405 Northwest 41st Street
Miami, Florida 33178
Director
Less than 1% stockholder

UCI is the parent of PTI Holdings, Inc. which, in turn, is the parent of Univision Television Group, Inc. The following officers and directors of UCI are officers and directors of PTI Holdings, Inc.: A. Jerrold Perenchio, Robert V. Cahill, John G. Perenchio, Alan F. Horn, George Blank, Jose Baston Patino, and Gustavo Cisneros. The following officers and directors of UCI are officers and directors of Univision Television Group, Inc.: A. Jerrold Perenchio, Robert V. Cahill, Alan F. Horn, and George Blank. Univision Television Group, Inc. is the controlling general partner and PTI Holdings, Inc. is the noncontrolling general partner of entities that hold broadcast licenses (See Exhibit No. B).

100113.1

Entravision Holdings, LLC
Proposed Assignee
Response to Section III, Item
5
Exhibit No. B

MASS MEDIA INTERESTS

Entravision Communications Corporation (“ECC”) is an entity being formed to become the transferee of Entravision Communications Company, L.L.C., which presently controls Entravision Holdings, LLC (“Holdings”), which is the licensee of radio and television broadcast stations. In addition, ECC intends to acquire other broadcast stations which will be licensed to Holdings.

The broadcast stations of which Holdings is currently a licensee or permittee are:

KSMS-TV, Monterey, California
Facility ID No. 35611

KCEC(TV), Denver, Colorado
Facility ID No. 24514

KLUZ-TV, Albuquerque, New Mexico
Facility ID No. 35084

KINC(TV), Las Vegas, Nevada
Facility ID No. 67089

KNVO(TV), McAllen, Texas
Facility ID No. 69692

KINT-TV, El Paso, Texas
Facility ID No. 51708

KLDO(TV), Laredo, Texas
Facility ID No. 51479

KORO(TV), Corpus Christi, Texas
Facility ID No. 64877

**KVYE(TV), El Centro, California
Facility ID No. 36170**

**WBSV-TV, Venice, Florida
Facility ID No. 16788**

**KAMP(AM), El Centro, California
Facility ID No. 33298**

**KMXX(FM), Imperial, California
Facility ID No. 6665**

**KWST(FM), Brawley, California
Facility ID No. 6666**

**KLOB(FM), Thousand Palms, California
Facility ID No. 40518**

**KATH(FM), El Paso, Texas
Facility ID No. 39612**

**KOFX(FM), El Paso, Texas
Facility ID No. 39613**

**KSVE(AM) and KINT-FM, El Paso, Texas
Facility ID Nos. 51705 and 51709**

**KBZO(AM), Lubbock, Texas
Facility ID No. 9705**

**KBNT-LP, San Diego, California
Facility ID No. 8126**

**K05JY, Indio, California
Facility ID No. 51656**

**KVER-LP, Indio, California
Facility ID No. 69753**

**K28ET, Palm Springs, California
Facility ID No. 53659**

**KGHB-LP, Pueblo and Colorado Springs, Colorado
Facility ID No. 24515**

K36FB, Denver, Colorado
Facility ID No. 24516

K03EM, Glen Haven, Colorado
Facility ID No. 67529

WMDO-LP, Washington, D.C.
Facility ID NO. 38437

WVEN-LP, Orlando, Florida
Facility ID No. 3601

WVEA-LP, Tampa, Florida
Facility ID No. 3602

K48AM, Albuquerque, New Mexico
Facility ID No. 35085

K22FP, Amarillo, Texas
Facility ID No. 48021

KBZO-LP, Lubbock, Texas
Facility ID No. 51303

K31DM, San Angelo, Texas
Facility ID No. 48014

It is the permittee of an expanded band AM radio station KBIV(AM), El Paso, Texas (Facility ID No. 87165).

Entravision Communications Company, L.L.C., is an 80% member of Entravision Communications of Midland, LLC ("ECM"). ECM is the sole member of Entravision Midland Holdings, LLC, the permittee of Station KUPB(TV), Midland, Texas (Facility ID No. 86263).

On January 18, 2000, applications were filed with the Commission requesting its consent to the assignment of the licenses for a group of following Stations to Holdings. The Commission consented to the assignments by actions taken on March 14, 2000. The assignments have not been consummated. These Stations are as follows:

**KLOK-FM, Greenfield, California
Facility ID No. 49100**

**KRRE(FM), Shingle Springs, California
Facility ID No. 50302**

**KLOK(AM), San Jose, California
Facility ID No. 41339**

**K260AA, Carmel Valley, California
Facility ID No. 49101**

**KSES(AM), Soledad, California
Facility ID No. 64041**

**KSES-FM, Seaside, California
Facility ID No. 3155**

**KMXA(AM), Aurora, Colorado
Facility ID No. 10057**

**KJMN(FM), Castle Rock, Colorado
Facility ID No. 10056**

**KRZY-FM, Santa Fe, New Mexico
Facility ID No. 65475**

**KRZY(AM), Albuquerque, New Mexico
Facility ID No. 12634**

**KBRG(FM), San Jose, California
Facility ID No. 68839**

**K261BW, Los Gatos, California
Facility ID No. 68840**

**KCAL(AM), Redlands, California
Facility ID No. 55416**

**KSZZ(AM), San Bernardino, California
Facility ID No. 58808**

KRCX-FM, Marysville, California
Facility ID No. 56513

KSSE(FM), Riverside, California
Facility ID No. 58809

WACA(AM), Wheaton, Maryland
Facility ID No. 38439

KRNV-FM, Reno, Nevada
Facility ID No. 50305

KVBC-FM, Las Vegas, Nevada
Facility ID No. 51731

K274AO, Las Vegas, Nevada
Facility ID No. 86840

On March 22, 2000, an application was filed with the Commission requesting its consent to the assignment of the licenses for Stations KACD(FM), Santa Monica, California (Facility ID No. 33902), and KBCD(FM), Newport Beach, California (Facility ID No. 4), from Citicasters Co. to Holdings. The application is pending before the Commission.

On March 27, 2000, an application was filed with the Commission requesting its consent to the assignment of the licenses for Stations K27AF, Las Vegas, Nevada (Facility ID No. 36639), and K47EG, Laughlin, Nevada (Facility ID No. 36638), from Las Tres Campanas Television, Inc. to Holdings. The application is pending before the Commission.

Parties to the application with attributable ownership interests have cognizable mass media interests. The corporate party having such interests is:

Univision Communications, Inc. controls Univision Television Group, Inc., the Controlling General Partner, and PTI Holdings, Inc., the Noncontrolling General Partner, of the following broadcast stations:

KFTV(TV)
Hanford, California
Facility ID No. 34439

KDTV(TV)
San Francisco, California
Facility ID No. 33778

KMEX-TV
Los Angeles, California
Facility ID No. 35123

WLTW(TV)
Miami, Florida
Facility ID No. 73230

WXTV(TV)
Patterson, New Jersey
Facility ID No. 74215

KUVN(TV)
Garland, Texas
Facility ID No. 5319

KWEX-TV
San Antonio, Texas
Facility ID No. 35881

KTVW-TV
Phoenix, Arizona
Facility ID No. 35705

WGBO-TV
Joliet, Illinois
Facility ID No. 12498

KXLN-TV
Rosenberg, Texas
Facility ID No. 53847

KUVS(TV)
Modesto, California

Facility ID No. 58609

KUVI(TV)
Bakersfield, California
Facility ID No. 7700

KABE-LP
Bakersfield, California
Facility ID No. 34438

W47AD
Hartford, Connecticut
Facility ID No. 74214

WXTV-LP
Philadelphia, Pennsylvania
Facility ID No. 74215

K30CE
Austin, Texas
Facility ID No. 35882

KUVE-LP
Tucson, Arizona
Facility ID No. 78036

KUVN-LP
Fort Worth, Texas
Facility ID No. 5319

KDTV-LP
Santa Rosa, California
Facility ID No. 18148

The party holding attributable interests in Univision Communications Inc. and his mass media interests is:

Mr. Harold E. Gaba owns 18% of Boise Broadcasting, LP, which is the licensee of Station KNIN-TV, Caldwell, Idaho. He is also a 3% owner of Nashville Broadcasting, LP, which is the licensee of Station WNAB-TV, Nashville, Tennessee.

The individual parties holding attributable interests in ECC and their attributable mass media interests are:

1. Mr. Walter F. Ulloa is the President, Director and sole shareholder of Costa de Oro Television, Inc. ("Costa"). Costa is the licensee of Station KJLA(TV), Ventura, California (Facility ID No. 14000). It is also the permittee or licensee of the following Low Power Television Stations:

K25DX - Santa Maria, California (Licensee)¹
Facility ID No. 14001

K25FV - Santa Maria (Permittee)
Facility ID No. 13999

K38DK - Santa Barbara, California (Licensee)
Facility ID No. 14003

K44DT - Simi Valley, California (Licensee)
Facility ID No. 14002

President, Treasurer, Director and 51% voting shareholder of Beach 43 Corporation, the licensee of Station WVBT(TV), Virginia Beach, Virginia (Facility ID No. 65387).

President, Director and sole voting shareholder of Las Tres Campanas Television, Inc., a Nevada corporation, the licensee of Low Power Television Stations K27AF, Las Vegas, Nevada, and K47EG, Laughlin, Nevada (Facility ID Nos. 36639 and 36638). An application is being filed to request Commission consent to assign this license to Holdings.

Vice President, Treasurer, Director and 50% shareholder of Biltmore Broadcasting Corporation, a Delaware corporation, the licensee or permittee of the following Low Power

¹Costa holds a construction permit to modify this Station to K44FD, San Luis Obispo, California.

Television Stations:

K59FV - San Bernardino, California
Facility ID No. 5342

K50CN - Las Vegas, Nevada
Facility ID No. 5339

K17EO - Palm Springs, California
Facility ID No. 5340

2. Paul A. Zevnik is an officer, director and 50% shareholder of Biltmore Broadcasting Corporation (see above).

He is the Voting Trustee for Channel 44 Associates, a California limited partnership, which, in turn, holds a non-attributable 36.4% interest in the common stock of Rancho Palos Verdes Broadcasters, Inc., a California corporation, the permittee of KRPA(TV), Rancho Palos Verdes, California. Mr. Zevnik is also the President, Secretary, Chief Financial Officer, and sole Director of the permittee. By action of the Commission, a request for extension of the construction permit for KRPA was denied and the call sign deleted, subject to a petition for reconsideration that is pending before the Commission. In the event the Commission should grant the petition and should the Commission's rules and attribution tests so require at the time of commencing program test operations, Mr. Zevnik take steps necessary to render any interest in KPRA(TV) non-attributable within the then-current rules of the Commission or, to the extent necessary or appropriate, will divest himself of any attributable interest no later than thirty (30) days after KRPA(TV) commences program test operations.

He is Vice President, Secretary, Director and 49% shareholder of Beach 43 Corporation (see above).