

**EXHIBIT E
TO REORGANIZATION
AGREEMENT**

FORM OF AFFILIATE LETTER

[address]

Ladies and Gentlemen:

I have been advised that as of the date of this letter I may be deemed to be an "affiliate" of Hispanic Broadcasting Corporation, a Delaware corporation (the "Company"), as the term "affiliate" is defined for purposes of paragraphs (c) and (d) of Rule 145 of the rules and regulations (the "Rules and Regulations") of the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Act"). Pursuant to the terms of the Agreement and Plan of Reorganization dated as of June 11, 2002 (the "Agreement"), by and among Univision Communications Inc., a Delaware corporation ("Univision"), the Company and Merger Sub (as defined in the Agreement), Merger Sub will be merged with and into the Company (the "Reverse Merger") or the Company will be merged with and into Merger Sub (the "Forward Merger" and either the Reverse Merger or the Forward Merger, the "Merger").

As a result of the Merger, I will receive shares of Class __ Common Stock, par value \$.01 per share, of Univision ("Univision Securities") in exchange for shares owned by me of Class __ Common Stock, par value \$.001 per share, of the Company.

I represent, warrant and covenant to Univision that if I receive any Univision Securities as a result of the Merger:

- (i) I will not make any sale, transfer or other disposition of Securities in violation of the Act or the Rules and Regulations.
- (ii) I have carefully read this letter and the Agreement and discussed the requirements of such documents and other applicable limitations upon my ability to sell, transfer or otherwise dispose of Univision Securities to the extent I felt necessary, with my counsel or counsel for the Company.
- (iii) I have been advised that the issuance of Univision Securities to me pursuant to the Merger has been registered with the Commission under the Act on a Registration Statement on Form S-4. However, I have also been advised that, since at the time the Merger is submitted for a vote of the stockholders of the Company, I may be deemed to be an affiliate of the Company and the distribution by me of the Univision Securities has not been registered under the Act, I may not sell, transfer or otherwise dispose of the Univision Securities issued to me in connection with the Merger unless (i) such sale, transfer or other disposition has been registered under the Act, (ii) such sale, transfer or other disposition is made in conformity with Rule 145 promulgated by the Commission under the Act, or

(iii) in the opinion of counsel reasonably acceptable to Univision, or pursuant to a "no action" letter obtained by the undersigned from the staff of the Commission, such sale, transfer or other disposition is otherwise exempt from registration under the Act.

(iv) I understand that, except as may be provided in any registration rights agreement entered into by Univision and the undersigned, Univision is under no obligation to register the sale, transfer or other disposition of the Univision Securities by me or on my behalf under the Act or to take any other action necessary in order to make compliance with an exemption from such registration available.

(v) I also understand that stop transfer instructions will be given to Univision's transfer agents with respect to the Univision Securities and that there will be placed on the certificates for the Univision Securities issued to me, or any substitutions therefor, a legend stating in substance:

"THE SHARES REPRESENTED BY THIS CERTIFICATE WERE ISSUED IN A TRANSACTION TO WHICH RULE 145 PROMULGATED UNDER THE SECURITIES ACT OF 1933 APPLIES."

(vi) I also understand that unless the transfer by me of my Univision Securities has been registered under the Act or is a sale made in conformity with the provisions of Rule 145, Univision reserves the right to put the following legend on the certificates issued to my transferee:

"THE SHARES REPRESENTED BY THIS CERTIFICATE HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933 AND WERE ACQUIRED FROM A PERSON WHO RECEIVED SUCH SHARES IN A TRANSACTION TO WHICH RULE 145 PROMULGATED UNDER THE SECURITIES ACT OF 1933 APPLIES. THE SHARES HAVE BEEN ACQUIRED BY THE HOLDER NOT WITH A VIEW TO, OR FOR RESALE IN CONNECTION WITH, ANY DISTRIBUTION THEREOF WITHIN THE MEANING OF THE SECURITIES ACT OF 1933 AND MAY NOT BE SOLD, PLEDGED OR OTHERWISE TRANSFERRED EXCEPT PURSUANT TO AN EFFECTIVE REGISTRATION STATEMENT OR IN ACCORDANCE WITH AN EXEMPTION FROM THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT OF 1933."

It is understood and agreed that the legends set forth in paragraphs (v) and (vi) above will be removed by delivery of substitute certificates without such legend if such legend is not required for purposes of the Act. It is understood and agreed that such legends and the stop orders referred to above will be removed if (i) one year shall have elapsed from the date the undersigned acquired the Securities received in connection with the Merger and the provisions of Rule 145(d)(2) are then available to the undersigned, (ii) two years shall have elapsed from the date the undersigned acquired the Univision Securities received in connection with the Merger and the provisions of Rule 145(d)(3) are then available to the undersigned, or (iii) Univision has received either an opinion of counsel, which opinion and counsel shall be reasonably satisfactory

to Univision, or a "no action" letter obtained by the undersigned from the staff of the Commission, to the effect that the restrictions imposed by Rule 145 under the Act no longer apply to the undersigned.

Execution of this letter should not be considered an admission on my part that I am an "affiliate" of the Company as described in the first paragraph of this letter or as a waiver of any rights I may have to object to any claim that I am such an affiliate on or after the date of this letter.

Very truly yours,

Name:

Accepted this ___ day of
_____, 200[] by

UNIVISION COMMUNICATIONS INC.

By: _____

Name:

Title:

**AGREEMENT AND
PLAN OF REORGANIZATION**

by and among

UNIVISION COMMUNICATIONS INC.,

UNIVISION ACQUISITION CORPORATION

and

HISPANIC BROADCASTING CORPORATION

dated as of June 11, 2002

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Other Attributable Interests

HBC Investments, Inc., a wholly-owned subsidiary of Hispanic Broadcasting Corporation (“HBC”), currently holds an attributable (minority) interest in Rawhide Radio, LLC (“Rawhide”), licensee of Station KBAE(FM), Llano, Texas (Facility ID No. 87996), and Station KVCQ(FM), Cuero, Texas¹ (Facility ID No. 25588). An application (FCC Form 315) is pending to transfer control of Rawhide from Sonoma Media Corporation to HBC Investments, Inc. (BTC-200206AAU and AAV). It is anticipated that this application will be approved by the Commission and the transaction will be closed by the parties within 90 days. Accordingly, and in anticipation of the closing of the Rawhide transaction prior to the closing of the HBC/UCI merger transaction proposed herein, HBC hereby includes in the instant application a request to transfer control of Stations KBAE(FM) and KVCQ(FM) from the Shareholders of HBC (which will control these stations subsequent to the grant and closing of BTC-200206AAU and AAV) to UCI.²

In addition to the broadcast authorizations identified in response to Section III, Question 2, HBC License Corporation (a subsidiary of HBC) holds a Section 325(c) Permit issued by the Commission to locate, use, and maintain a studio in the United States for the purpose of supplying program material to foreign station KHLTN

¹ An application is pending to change the station’s community of license to McQueeney, TX.

(frequency 104.5 MHz), Tijuana, Mexico (FCC File Number 325-NEW-20010726-00003). This authorization expires on October 5, 2006. The instant application requests Commission approval to transfer control of this authorization from the Shareholders of HBC to UCI.

² The FCC filing fee check which accompanies this application includes payment of the fee for Stations KBAE and KVCQ.

Statement Regarding Pending Litigation

In an abundance of caution, the HBC Licensees report that on June 12, 2002, Spanish Broadcasting System, Inc. filed a Complaint against Hispanic Broadcasting Corporation (“HBC”) and Clear Channel Communications, Inc. (“CCCI”) in the United States District Court, Southern District of Florida, Miami Division (Civil Action #02-21755). The Complaint alleges that the named Defendants have engaged in “predatory conduct” in violation of various federal and state anti-trust statutes, etc. HBC and CCCI will vigorously contest these allegations. No action has been taken with regard to the matters raised in the Complaint. The HBC Licensees will inform the Commission in the event there is an “adverse finding” or “adverse final action” with respect to any of the matters set forth in Section III, Question 6.

6. Parties to the Application.

a. List each transferee, 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 any transferee, list separately its officers, directors, stockholders and other entities with attributable interest, 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 transferee 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 transferee first, officers next, then directors and, thereafter, remaining stockholders and other entities with attributable interest, 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 (equity plus debt).

(1)	(2)	(3)	(4)	(5)
Univision Communications Inc. 1999 Avenue of the Stars Suite 3050 Los Angeles, CA 90067	US Corporation	--	--	See Exhibit 16
A. Jerrold Perenchio 1999 Avenue of the Stars Suite 3050 Los Angeles, CA 90067	US	Chairman, CEO	57.00% ¹	See Exhibit 16
Robert V. Cahill 1999 Avenue of the Stars Suite 3050 Los Angeles, CA 90067	US	Vice Chairman, Secretary	Less than 1%	See Exhibit 16
C. Douglas Kranwinkle 1999 Avenue of the Stars Suite 3050 Los Angeles, CA 90067	US	Executive Vice President and General Counsel	0	See Exhibit 16
George Blank 500 Frank W. Burr Blvd., 6th Floor Teaneck, NJ 07666	US	Executive Vice President, CFO	Less than 1%	See Exhibit 16
Andrew W. Hobson 1999 Avenue of the Stars Suite 3050 Los Angeles, CA 90067	US	Executive Vice President	Less than 1%	See Exhibit 16
John G. Perenchio 8723 W. Washington Blvd. Culver City, CA 90232	US	Director	Less than 1%	See Exhibit 16
Alan F. Horn 4000 Warner Blvd. Building 7, Room 204 Burbank, CA 91522	US	Director	Less than 1%	See Exhibit 16
Emilio Azcarraga Jean ² Ave. Chapultepec No. 28, Col. Doctores Mexico, D.F. 06724	Mexico	Director	0	See Exhibit 16

¹ Includes shares controlled by Mr. Perenchio, but held in the name of related entities and voted by Mr. Perenchio: Chartwell Partners, LLC, Margaret McHugh Perenchio, the Jerry Perenchio Living Trust.

² Alfonso de Angoitia serves as alternate director.

Ray Rodriguez 9405 Northwest 41st Street Miami, FL 33178	US	Director	Less than 1%	See Exhibit 16
Harold E. Gaba 1999 Avenue of the Stars Suite 500 Los Angeles, CA 90067	US	Director	Less than 1%	See Exhibit 16
Alejandro Rivera ³ 550 Biltmore Way 9th Floor Coral Gables, FL 33134	Venezuela	Director	0	See Exhibit 16
Juan Villalonga 1643 Brickell Avenue Apartment 3101 Miami, FL 33129	Spain	Director	0	See Exhibit 16
McHenry T. Tichenor, Jr. ⁴ 3102 Oak Lawn Avenue Suite 215 Dallas, TX 75219	US	Director	Less than 1%	See Exhibit 16
Venevision Investments LLC 550 Biltmore Way 9th Floor Coral Gables, FL 33134	Delaware LLC	DNA	2.71% ⁵	See Exhibit 16
Grupo Televisa, S.A. Ave. Vasco de Quiroga, No. 2000 01210 Mexico, D.F. Mexico	Mexican Corporation	DNA	4.59% ⁶	See Exhibit 16

³ Victor Ferreres serves as alternate director.

⁴ Upon consummation, McHenry T. Tichenor, Jr. will become a director of UCI. In addition, the pre-merger members of the Board of Directors of HBC will have the right to designate a second director to the initial post-merger UCI Board of Directors.

⁵ Includes shares held by Venevision affiliate VVI Investments Corp.

⁶ Includes shares held by Televisa affiliates Satellite Company, L.L.C. and Univisa Broadcasting, L.P.

OWNERSHIP STRUCTURE AND INTERESTS

Overview

Univision Communications Inc. ("UCI") is the licensee of television broadcast stations and, through two principal subsidiaries, Univision Television Group, Inc. ("UTGI") and Telefutera, is the ultimate parent of the licensees of some 35 additional television broadcast stations. UCI's ownership structure and direct broadcast interests are described in Section I below. UCI's interests held through UTGI are described in Section II below. UCI's interests held through Telefutera are described in Section III below.¹

I. Univision Communications Inc.

UCI is a publicly-traded company, and no single person or entity holds 33% or more of the debt/equity of the company. A. Jerrold Perenchio is and will remain the single majority shareholder, voting 57.00% of the stock of UCI post-merger, by virtue of the fact that his Class P common stock is entitled to 10 votes per share so long as he continues to own at least 30% of the shares he held on October 2, 1996.

Grupo Televisa, S.A. and Venevision Investments LLC are shareholders of UCI which are each represented by a director on the Board of Directors and which are controlled by non-U.S. citizens. In addition, each entity holds non-voting stock and certain warrants allowing it to increase its holdings to the extent that it is lawful for such a foreign entity to do so. In the past, the Commission has routinely approved interests such as these held by foreign entities. See Univision Holdings, Inc., 7 FCC Rcd 6672, 6673-74 (1992); FCC File Nos. BTCCT-9606281ID through BTCCT-960628IN and BTCCT-960628IP through BTCCT-960682IV.

Certain officers and directors of UCI also hold positions as officers and directors of the broadcast subsidiaries discussed herein.

UCI is the licensee of KAKW(TV), Killeen, Texas (FIN: 148) and KNIC-CA, San Antonio, Texas (FIN: 48837).

¹ It is noted that, at the time of the instant filing, UCI also has an attributable interest, including a 9.86% voting interest, in Entravision Communications Corporation, the ultimate parent of licensees of radio and television stations. Prior to the consummation of the transaction proposed herein, however, the UCI interest will be converted to a non-voting, non-attributable stock interest. As UCI will not have an attributable interest in Entravision at the time of consummation, Entravision's broadcast station ownership interests are not addressed further herein.

II. Univision Television Group, Inc.

UTGI is wholly owned by PTI Holdings, Inc. ("PTI"), which, in turn, is wholly owned by UCI. UTGI is the controlling general partner and PTI is the non-controlling general partner of the following licensee partnerships, which are the licensees of the indicated broadcast stations:

KDTV License Partnership, G.P.	KDTV(TV), San Francisco, CA KDTV-CA, Santa Rosa, CA	FIN: 33778 FIN: 18148
KFTV License Partnership, G.P.	KFTV(TV), Hanford, CA KABE-CA, Bakersfield, CA	FIN: 34439 FIN: 34438
KMEX License Partnership, G.P.	KMEX-TV, Los Angeles, CA	FIN: 35123
KTVW License Partnership, G.P.	KTVW-TV, Phoenix, AZ KUVE-CA, Tucson, AZ K48GX, Tucson, AZ	FIN: 35705 FIN: 78036 FIN: 35704
KUVI License Partnership, G.P.	KUVI(TV), Bakersfield, CA	FIN: 7700
KUVN License Partnership, G.P.	KUVN(TV), Garland, TX KUVN-CA, Fort Worth, TX	FIN: 35841 FIN: 5319
KUVS License Partnership, G.P.	KUVS(TV), Modesto, CA	FIN: 58609
KWEX License Partnership, G.P.	KWEX-TV, San Antonio, TX KDAS-CA, Austin, TX	FIN: 35881 FIN: 35882
KXLN License Partnership, G.P.	KXLN-TV, Rosenberg, TX	FIN: 53847
WGBO License Partnership, G.P.	WGBO-TV, Joliet, IL	FIN: 12498
WLTV License Partnership, G.P.	WLTV(TV), Miami, FL	FIN: 73230
WXTV License Partnership, G.P.	WXTV(TV), Paterson, NJ WFPA-CA, Philadelphia, PA WUTH-CA, Hartford, CT	FIN: 74215 FIN: 74216 FIN: 74214
WTMW License Partnership, G.P.	WFDC(TV), Arlington, VA	FIN: 69532

In addition, UTGI is the licensee of the following stations:

KTVW-CA, Flagstaff, Arizona	FIN: 29464
KTSB-LP, Santa Barbara, California	FIN: 41127
K21EX, Paso Robles, California	FIN: 68666

K35ER, Santa Maria, California	FIN: 31352
K28FK, San Luis Obispo, California	FIN: 29885
K10OG, Lompoc, California	FIN: 41125

UTGI is the approved assignee of the following stations:

KSUV-LP, Bakersfield, California (File No. BALTTL-20020506AAW)	FIN: 18747
KMMB-LP, Bakersfield, California (File No. BALTTVA-20020506AAV)	FIN: 18732
KQJA-LP, Fresno, California (File No. BALTT-20020517ABN)	FIN: 23272
KEXT-CA, Modesto, California (File No. BALTTA-20020517ABQ)	FIN: 70900
KEZT-CA, Sacramento, California (File No. BALTTA-20020517ABP)	FIN: 52891
KEAT-LP, Amarillo, Texas (File No. BALTTL-20020524AAV)	FIN: 48021

Finally, UTGI is the applicant for assignment of license of KXGR(TV), Green Valley, Arizona (FIN: 63927) (FCC File No. BAPCT-20020109AAR) and for a new television station on Channel 52 at Blanco, Texas.

III. Telefutura

Telefutura, a Delaware corporation, is 100% owned by UCI. Telefutura is the 100% shareholder of the following corporations, which in turn control the licensee of the indicated broadcast station as described below.

1. Univision of Hollywood, Florida Inc. is the sole member of Hollywood, Florida Station LLC. Univision of Hollywood, Florida Inc. holds a 99% general partnership interest in, and Hollywood, Florida Station LLC holds a 1% managing general partnership interest in, Univision Partnership of Hollywood, Florida, the licensee of WAMI-TV, Hollywood, Florida (FIN: 60536).
2. Univision of Atlanta Inc. is the sole member of Atlanta Station LLC. Univision of Atlanta Inc. holds a 99% general partnership interest in, and Atlanta Station LLC holds a 1% managing general partnership interest in, Univision Partnership of Atlanta, the licensee of WUVG(TV), Athens, Georgia (FIN: 48813).
3. Univision of Dallas Inc. is the sole member of Univision Dallas LLC. Univision of Dallas Inc. holds a 99% general partnership interest in, and Univision Dallas LLC holds a 1% managing general partnership interest in, Univision Partnership of Dallas, the licensee of KSTR-TV, Irving, Texas (FIN: 60534).

Telefutura is also the 100% parent of Univision AT Acquisition Corp. ("UAAC"). UAAC is the 100% shareholder of the following corporations, which in turn control the licensee of the indicated broadcast station as described below.

1. Univision of Houston Inc. is the sole member of Houston Station LLC. Univision of Houston Inc. holds a 99% general partnership interest in, and Houston Station LLC holds a

- 1% managing general partnership interest in, Univision Partnership of Houston, the licensee of KFTH(TV), Alvin, Texas (FIN: 60537).
2. Univision of Illinois Inc. is the sole member of Illinois Station LLC. Univision of Illinois Inc. holds a 99% general partnership interest in, and Illinois Station LLC holds a 1% managing general partnership interest in, Univision Partnership of Illinois, the licensee of WXFT(TV), Aurora, Illinois (FIN: 60539).
 3. Univision of Massachusetts Inc. is the sole member of Massachusetts Station LLC. Univision of Massachusetts Inc. holds a 99% general partnership interest in, and Massachusetts Station LLC holds a 1% managing general partnership interest in, Univision Partnership of Massachusetts, the licensee of WUTF(TV), Marlborough, Massachusetts (FIN: 60551).
 4. Univision of New Jersey Inc. is the sole member of New Jersey Station LLC. Univision of New Jersey Inc. holds a 99% general partnership interest in, and New Jersey Station LLC holds a 1% managing general partnership interest in, Univision Partnership of New Jersey, the licensee of WFTY(TV), Smithtown, New York (FIN: 60553) and WFUT(TV), Newark, New Jersey (FIN: 60555).
 5. Univision of Ohio Inc. is the sole member of Ohio Station LLC. Univision of Ohio Inc. holds a 99% general partnership interest in, and Ohio Station LLC holds a 1% managing general partnership interest in, Univision Partnership of Ohio, the licensee of WQHS-TV, Cleveland, Ohio (FIN: 60556).
 6. Univision of Vineland Inc. is the sole member of Vineland Station LLC. Univision of Vineland Inc. holds a 99% general partnership interest in, and Vineland Station LLC holds a 1% managing general partnership interest in, Univision Partnership of Vineland, the licensee of WUVP(TV), Vineland, New Jersey (FIN: 60560).
 7. Univision of Southern California Inc. is the sole member of Southern California Station LLC. Univision of Southern California Inc. holds a 99% general partnership interest in, and Southern California Station LLC holds a 1% managing general partnership interest in, Univision Partnership of Southern California, the licensee of KFTR(TV), Ontario, California (FIN: 60549). Univision of Southern California Inc. is also the sole shareholder of Univision of Tampa Inc.
 8. Univision of Florida Inc. is the sole shareholder of Univision of Melbourne Inc., the licensee of WOTF(TV), Melbourne, Florida (FIN: 5802).
 9. Univision of Tampa Inc. is the sole member of Tampa Station LLC. Univision of Tampa Inc. holds a 99% general partnership interest in, and Tampa Station LLC holds a 1% managing general partnership interest in, Univision Partnership of Tampa, the licensee of WFTT(TV), Tampa, Florida (FIN: 60559).

Telefutura is also the sole member of Univision Southwest LLC. Telefutura holds a 99% general partnership interest in, and Univision Southwest LLC holds a 1% managing general partnership interest in, the following licensees:

1. Univision Partnership of Flagstaff, licensee of KFPH(TV), Flagstaff, Arizona (FIN: 41517).
2. Univision Partnership of Douglas, licensee of KFTU(TV), Douglas, Arizona (FIN: 81441).
3. Univision Partnership of Phoenix, licensee of KFPH-CA, Phoenix, Arizona (FIN: 2739).
4. Univision Partnership of Tucson, licensee of KTAZ-CA, Tucson Arizona (FIN: 53004).
5. Univision Partnership of San Antonio, licensee of KFTO-CA, San Antonio, Texas (FIN: 39480).
6. Univision Partnership of Floresville, licensee of K45DX, Floresville, Texas (FIN: 36188).

Finally, Telefutura is the sole shareholder of Univision Spanish Media Inc., which is the sole shareholder of Golden Link TV, Inc., licensee of KFSF(TV), Vallejo, California (FIN: 51429).

MULTIPLE OWNERSHIP

Statement in Support of Application

By this application, Commission consent is sought to the transfer of control of Hispanic Broadcasting Corporation ("HBC") to Univision Communications Inc. ("UCI"). UCI, through affiliated entities, owns and operates the Spanish-language Univision Network and Telefutera Network programming services, as well as full power, Class A and low power television stations affiliated with those networks.

Americans of Hispanic origin represent the fastest growing major demographic segment of the U.S. population. According to estimates by the U.S. Census Bureau, the number of persons of Hispanic origin in the United States grew by 46.7% from 1990 through 2000 to 32,832,000.¹ Hispanic Americans now represent approximately 11.9% of the total population, up from 9.0% in just the last decade.²

Given this large and growing population, programming that serves the needs and interests of Spanish speakers is in great demand. Through its television stations, UCI has continuously worked to meet this demand. To that end, UCI has a tradition of providing high-quality national and local programming and outreach to Hispanic viewers. UCI has been particularly active in the areas of voter participation, education, and health.

The Univision Network and the UCI stations have a long tradition of conducting coordinated efforts during election campaigns to inform Hispanic viewers about the importance of registering to vote, the issues involved in particular elections, and the need for voter turn out on election day. Beyond news coverage, these campaigns have involved both on-air and non-broadcast components, such as producing and airing public service announcements on voter registration, conducting and airing candidate debates, airing special election issue editorials, airing countdown to election day voting reminder spots, and sponsoring voter registration drives and election-day transportation to polling places.

Similarly, in the area of health, the Univision Network and stations have utilized public affairs programming segments and public service announcements to inform Hispanic viewers about health risks affecting the Hispanic community, such as the growing rate of diabetes among Hispanics, and to raise awareness of important health-related topics, such as AIDS prevention,

¹ The Hispanic population is estimated to have grown from a base of 22,379,000 on April 1, 1990 to 32,832,000 on November 1, 2000, an increase of 10,543,000. Resident Population Estimates of the United States by Sex, Race, and Hispanic Origin: April 1, 1990 to July 1, 1999, with Short-Term Projection to November 1, 2000, Source: Populations Estimates Program, Population Div., U.S. Census Bureau, www.census.gov/population/www/estimates/nation3.html.

² Id.

drug and alcohol abuse issues, and teen pregnancy. Stations have sponsored and promoted blood and organ donor drives to increase donation, as well as Health Fairs in stations' local communities to further disseminate health-related information.

The stations also have been involved in a variety of educational campaigns designed to reduce the drop out rate among Hispanics and provide support for students trying to become the first generation in their families to finish high school or attend college. In these campaigns, the stations air public service announcements and public affairs segments that inform parents how to become involved in their children's education, and remind students and parents daily of the importance of completing homework assignments. The stations are also involved in outreach to the community, participating in school advisory panels and sponsoring scholarships for Hispanic students.

The HBC stations will provide a new component to increase the effectiveness of UCI public service efforts. In addition, the stations will provide additional local partners to support non-broadcast outreach efforts so that they may have an even greater local impact. Grant of the transfer of control to UCI will therefore assist in achieving the Commission's goal of furthering effective public service programming, and minority programming in particular.

In addition, HBC station employees will participate in UCI's educational advancement programs. As UCI employees, these individuals will be eligible to receive tuition assistance to further their career development. Employment at a UCI station will thus provide an entry-level employee with considerable opportunity to enhance his or her skills and seek advancement, not only within the station at which he or she is initially employed, but by moving to larger stations, other cities or even from one medium, radio or television, to the other. These expanded employment opportunities further the Commission's goals of increased minority participation in broadcasting and program diversity given that "as more minorities and women are employed in the broadcast industry, it is more likely that varying perspectives will be aired and that programming will be oriented to serve more diverse interests and needs than would be the case if stations employed few minorities and women."³

Accordingly, grant of the instant application, with its attendant programming and employment benefits, will serve the public interest.

³ Review of the Commission's Broadcast and Cable Equal Employment Opportunity Rules and Policies and Termination of the EEO Streamlining Proceeding, 15 FCC Rcd 2329 (2000).

Radio-Television Cross-Ownership

The instant transaction will create new radio-television combinations in 12 markets. As is shown below, each complies with the Commission's radio-television cross-ownership rule.⁴

The Commission's radio-television cross-ownership rule is triggered when the 2 mV/m contour of an AM radio station or the 1 mV/m contour of an FM radio station wholly encompasses the community of license of a television station to be commonly owned, or when the Grade A contour of a television station wholly encompasses the community of license of a radio station which is to be commonly owned with the television station. 47 C.F.R. § 73.3555(c)(1). Where the radio-television cross-ownership rule is triggered, a single entity may directly or indirectly own, operate, or control the following numbers of stations:

- (1) Up to two television stations and one radio station;
- (2) Two television stations and six radio stations or one television station and seven radio stations, if at least 20 independently owned media voices will remain in the market post consummation;
- (3) Up to two television stations and four radio stations, if at least 10 independently owned media voices will remain in the market post consummation.

47 C.F.R. § 73.3555(c)(2). The number of media voices present in the market includes all independently owned full power television stations operating in the DMA of the television station(s) that have Grade B signal contour overlap with the Grade B contour of the television station(s) at issue, all independently owned radio stations operating in the radio metro market in which the television and radio stations' communities of license are located, all independently owned out-of-market radio stations which receive a minimum share as reported by Arbitron or a comparable ratings service, and all English language newspapers that are published at least four days per week and have a circulation greater than 5% of the households in the television station's DMA. An additional voice is considered to be in the market if cable television is generally available in the market. 47 C.F.R. § 73.3555(c)(3).

⁴ As all of the television stations involved in this analysis are already owned by entities in which UCI holds attributable interests, their common ownership under the Commission's television duopoly and national audience reach rules has already been approved by the Commission. Similarly, all of the radio stations involved in this analysis are already owned by entities in which HBC holds attributable interests. Therefore, their common ownership has already been approved by the Commission. Accordingly, an examination of the television duopoly, national audience reach, and radio multiple ownership rules is not included herein.

Phoenix, Arizona

UCI owns television stations KTVW-TV, Phoenix, Arizona, and KFPH(TV), Flagstaff, Arizona located in the Phoenix DMA. HBC owns the following radio stations in the Phoenix radio metro market: KHOT-FM, Paradise Valley, Arizona, KOMR(FM), Sun City, Arizona and KHOV-FM, Wickenburg, Arizona. In addition, HBC owns stations KKMR(FM), Arizona City, Arizona, and KMRR(FM), Globe, Arizona, located outside of the Phoenix radio metro market.

As shown in Attachment A, the Grade A contour of KTVW-TV wholly encompasses the communities of Sun City and Paradise Valley. The 1 mV/m contour of KHOT-FM also encompasses the community of Phoenix. The Grade A contour of KTVW-TV does not encompass Wickenburg, Arizona City, or Globe. The 1 mV/m contours of KOMR(FM), KHOV-FM, KKMR(FM), and KMRR(FM) do not encompass Phoenix. The Grade A contour of KFPH(TV) does not encompass any of the radio station communities of license and none of the radio station 1 mV/m contours encompass Flagstaff. Accordingly, the cross-ownership rule is triggered with respect to KTVW-TV, KOMR(FM), and KHOT-FM.

A single entity may own or control one television and two radio stations where there are at least 10 voices remaining in the market post merger. As shown in Attachment A, there will be approximately 31 voices remaining post merger. Accordingly, a sufficient number of voices is present to permit the common ownership of these stations.

Hanford, California

UCI owns television station KFTV(TV), Hanford, California. HBC owns radio station KZOL(FM), Merced, California, which currently has pending an application to effectuate a change in its community of license to North Fork, California.

As shown in Attachment B, the Grade A contour of KFTV(TV) encompasses the community of North Fork, California. Accordingly, the cross-ownership rule is triggered with respect to KFTV(TV) and KZOL(FM). A single entity may own or control one television and one radio station in any market. Accordingly, common ownership of these stations is permitted.

Los Angeles, California

UCI owns television stations KMEX-TV, Los Angeles, California, and KFTR(TV), Ontario, California, located in the Los Angeles DMA. HBC owns the following radio stations in the Los Angeles radio metro market: KLVE(FM), Los Angeles, California, KRCD(FM), Inglewood, California, KRCV(FM), West Covina, California, KSCA(FM), Glendale, California, and KTNQ(AM), Los Angeles, California.

As shown in Attachment C, the Grade A contours of KMEX-TV and KFTR(TV) wholly encompass all of the radio station communities of license. In addition, the 1 mV/m contours of KLVE(FM) and KSCA(FM), and the 2 mV/m contour of KTNQ(AM), wholly encompass the communities of Los Angeles and Ontario. Finally, KRCV(FM) wholly encompasses the

community of Ontario. Accordingly, the cross-ownership rule is triggered with respect to all of the stations.

A single entity may own or control two television and five radio stations where there are at least 20 voices remaining in the market post merger. As shown in Attachment C, there will be at least 49 voices remaining post merger. Accordingly, a sufficient number of voices is present to permit the common ownership of these stations.

San Francisco/San Jose, California

UCI owns television stations KDTV(TV), San Francisco, California, and KFSF(TV), Vallejo, California, located in the San Francisco-Oakland-San Jose DMA. HBC owns the following radio stations located in the San Francisco radio metro market: KEMR(FM), San Francisco, California, and KSOL(FM), Santa Clara, California. It is noted that Santa Clara County is also assigned to the San Jose radio metro market.

As shown in Attachment D, the Grade A contours of KDTV(TV) and KFSF(TV) wholly encompass the community of San Francisco. The 1 mV/m contour of KEMR(FM) wholly encompasses the communities of San Francisco and Vallejo. In addition, the Grade A contour of KDTV(TV) wholly encompasses the community of Santa Clara. Accordingly, the cross-ownership rule is triggered with respect to all of the stations creating the following combinations: (1) KDTV(TV), KFSF(TV), and KEMR(FM); (2) KDTV(TV), KEMR(FM) and KSOL(FM) in the San Francisco radio metro market; and (3) KDTV(TV) and KSOL(FM) in the San Jose radio metro market.

A single entity may own or control one television and one radio station in any market. In addition, a single entity may own or control up to two television stations and two radio stations where there are at least 10 voices remaining in the market post merger. As shown in Attachment D, there will be at least 23 voices remaining post merger in both the San Francisco and San Jose radio metro markets. Accordingly, common ownership of these stations is permitted.

Miami, Florida

UCI owns WLTV(TV), Miami, Florida, and WAMI-TV, Hollywood, Florida, located in the Miami-Fort Lauderdale DMA. HBC owns the following stations located in the Miami-Fort Lauderdale-Hollywood radio metro market: WQBA(AM), Miami, Florida, WAMR-FM, Miami, Florida, WAQI(AM), Miami, Florida, and WRTO-FM, Goulds, Florida.

As shown in Attachment E, the Grade A contours of WLTV(TV) and WAMI-TV wholly encompass the communities of Miami and Goulds. In addition, the 1 mV/m contours of WAMR-FM and WRTO-FM, and the 2 mV/m contours of WQBA(AM) and WAQI(AM), wholly encompass the communities of Miami and Hollywood. Accordingly, the cross-ownership rule is triggered with respect to all of the stations.

A single entity may own or control two television and four radio stations where there are at least 10 voices remaining in the market post merger. As shown in Attachment E, there will be approximately 35 voices remaining post merger. Accordingly, a sufficient number of voices is present to permit the common ownership of these stations.

Chicago, Illinois

UCI owns television stations WGBO-TV, Joliet, Illinois, and WXFT(TV), Aurora, Illinois, located in the Chicago DMA. HBC owns the following radio stations located in the Chicago radio metro market: WIND(AM), Chicago, Illinois, WLXX(AM), Chicago, Illinois, and WOJO(FM), Evanston, Illinois.

As shown in Attachment F, the Grade A contours of WGBO-TV and WXFT(TV) wholly encompass all of the radio station communities of license. In addition, the 2 mV/m contours of WIND(AM) and WLXX(AM) wholly encompass the communities of Joliet and Aurora. Accordingly, the cross-ownership rule is triggered with respect to all of the stations.

A single entity may own or control two television and three radio stations where there are at least 10 voices remaining in the market post merger. As shown in Attachment F, there will be approximately 51 voices remaining post merger. Accordingly, a sufficient number of voices is present to permit the common ownership of these stations.

New York, New York

UCI owns television stations WXTV(TV), Paterson, New Jersey, and WFUT(TV), Newark, New Jersey,⁵ located in the New York DMA. HBC owns the following radio stations located in the New York radio metro market: WADO(AM), New York, New York, and WCCA(FM), Newark, New Jersey.

As shown in Attachment G, the Grade A contours of WXTV(TV) and WFUT(TV) wholly encompass the communities of New York and Newark. In addition, the 2 mV/m contour of WADO(AM) and the 1 mV/m contour of WCCA(FM) wholly encompass the communities of Paterson and Newark. Accordingly, the cross-ownership rule is triggered with respect to all of the stations.

A single entity may own or control two television and two radio stations where there are at least 10 voices remaining in the market post merger. As shown in Attachment G, there will be at least 23 television, newspaper and cable voices remaining post merger. Accordingly, a sufficient number of voices is present to permit the common ownership of these stations.

⁵ It is noted that UCI also owns television station WFTY(TV), Smithtown, New York, which operates as a satellite of WFUT(TV). Pursuant to Note 5 to Section 73.3555 of the Commission's rules, the cross-ownership rule does not apply to satellite stations.

Austin, Texas

UCI is the winning high bidder and applicant for a new television station on Channel 52 at Blanco, Texas, located in the Austin DMA. HBC owns KCOR-FM, Comfort, Texas, located in the San Antonio radio metro market.

As shown on Attachment H, the 1 mV/m contour of KCOR-FM wholly encompasses the community of Blanco. Accordingly, the cross-ownership rule is triggered with respect to the Blanco application and KCOR-FM. A single entity may own or control one television and one radio station in any market. Accordingly, common ownership of these stations is permitted.

Dallas-Fort Worth, Texas

UCI owns KUVN(TV), Garland, Texas, and KSTR-TV, Irving, Texas, located in the Dallas-Fort Worth DMA. HBC owns the following radio stations located in the Dallas-Fort Worth radio metro market: KDXT-FM, Granbury, Texas, KDXX-FM, Lewisville, Texas, KHCK(AM), Dallas, Texas, KHCK-FM, Denton, Texas, KESS(AM), Fort Worth, Texas, and KLNO(FM), Fort Worth, Texas. It is noted that KDXT-FM has a construction permit to effectuate a change in community of license to Benbrook, Texas.

As shown in Attachment I, the Grade A contours of KUVN(TV) and KSTR-TV wholly encompass the communities of Lewisville, Dallas, Benbrook and Fort Worth. In addition, the 1 mV/m contours of KDXX-FM and KLNO(FM), and the 2 mV/m contours of KESS(AM) and KHCK(AM), wholly encompass the communities of Garland and Irving. The Grade A contours of KUVN(TV) and KSTR-TV do not wholly encompass the communities of Granbury or Denton, nor do the 1 mV/m contours of KDXT-FM and KHCK-FM wholly encompass the communities of Garland and Irving. Accordingly, the cross-ownership rule is triggered with respect to KUVN(TV), KSTR-TV, KDXX-FM, KLNO(FM), KDXT-FM (CP), KESS(AM), and KHCK(AM).

A single entity may own or control two television and five radio stations where there are at least 20 voices remaining in the market post merger. As shown in Attachment I, there will be at least 36 voices remaining post merger. Accordingly, a sufficient number of voices is present to permit the common ownership of these stations.

Houston-Galveston, Texas

UCI owns television station KXLN(TV), Rosenberg, Texas, and KFTH(TV), Alvin, Texas, located in the Houston DMA. HBC owns the following radio stations located in the Houston-Galveston radio metro market: KLAT(AM), Houston, Texas, KLTN(FM), Houston,

Texas, KLTO(FM), Galveston, Texas, KPTY(FM), Rosenberg, Texas, KOVE-FM, Galveston, Texas, KRTX(AM), Rosenberg-Richmond, Texas, and KLAT-FM, Winnie, Texas.⁶

As shown on Attachment J, the Grade A contours of KXLN(TV) and KFTH(TV) wholly encompass the communities of Houston and Rosenberg. In addition, the 1 mV/m contour of KOVE-FM and KLTN(FM) and the 2 mV/m contour of KRTX(AM) wholly encompass the communities of Rosenberg and Alvin. Neither the KXLN(TV) nor KFTH(TV) Grade A contour wholly encompasses Galveston, and the KLTO(FM), KPTY(FM) and KLAT-FM 1 mV/m contours do not encompass either Rosenberg or Alvin. Accordingly, the cross-ownership rule is triggered with respect to KXLN(TV), KFTH(TV), KLAT(AM), KLTN(FM), KPTY(FM), KOVE-FM, and KRTX(AM).

A single entity may own or control two television and five radio stations where there are at least 20 voices remaining in the market post merger. As shown in Attachment J, there will be at least 38 voices remaining post merger. Accordingly, a sufficient number of voices is present to permit the common ownership of these stations.

San Antonio, Texas

UCI owns KWEX-TV, San Antonio, Texas, located in the San Antonio DMA. HBC owns the following radio stations located in the San Antonio radio metro market: KROM(FM), KXTN(AM), KXTN(FM), KCOR(AM), all licensed to San Antonio, Texas, KBBT-FM, Schertz, Texas, and KCOR-FM, Comfort, Texas. In addition, HBC is the proposed assignee of station KVCQ(FM), Cuero, Texas, which has pending an application to effectuate a change in its community of license to McQueeney, Texas.

As shown in Attachment K, the Grade A contour of KWEX-TV wholly encompasses the communities of San Antonio, Schertz and McQueeney. In addition, the 1 mV/m contours of KROM(FM) and KXTN-FM, and the 2 mV/m contours of KXTN(AM) and KCOR(AM), wholly encompass the community of San Antonio. The KWEX-TV Grade A contour does not encompass the communities of Comfort or Cuero. In addition, the 1 mV/m contours of KCOR-FM, KVCQ(FM) and KBBT-FM do not wholly encompass San Antonio. Accordingly, the cross-ownership rule is triggered with respect to stations KWEX-TV, KROM(FM), KXTN(AM), KXTN-FM, KBBT-FM, KCOR(AM), and KVCQ(FM) (App).

A single entity may own or control one television and six radio stations where there are at least 20 voices remaining in the market post merger. As shown in Attachment K, there will be approximately 31 voices remaining post merger. Accordingly, a sufficient number of voices is present to permit the common ownership of these stations.

⁶ In addition, HBC owns radio station WQBU-FM, Port Arthur, Texas in the Beaumont - Port Arthur radio metro market. However, WQBU-FM's 1 mV/m contour does not encompass either Rosenberg or Alvin, and the Grade A contours of KXLN(TV) and KFTH(TV) do not wholly encompass Port Arthur.

Waco-Temple-Bryan, Texas

UCI owns television station KAKW(TV), Killeen, Texas, located in the Waco-Temple-Bryan DMA. HBC owns radio station KDOS-FM, Robinson, Texas, in the Waco radio metro market.

As shown in Attachment L, the Grade A contour of KAKW(TV) wholly encompasses the community of Robinson. Accordingly, the cross-ownership rule is triggered with respect to KAKW(TV) and KDOS-FM. A single entity may own or control one television and one radio station in any market. Accordingly, common ownership of these stations is permitted.