

# ShawPittman LLP

A Limited Liability Partnership Including Professional Corporations

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August 29, 2002

By Hand Delivery

Marlene H. Dortch  
Secretary  
Federal Communications Commission  
445 12th Street, SW  
Room TW-A325  
Washington, DC 20554

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FEDERAL COMMUNICATIONS COMMISSION  
OFFICE OF THE SECRETARY

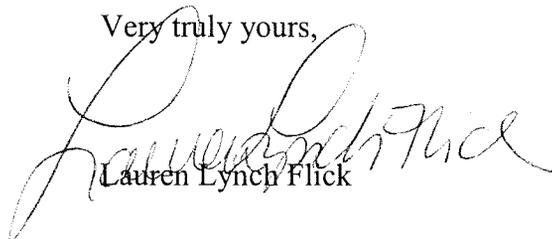
**Re: Amendment to FCC Form 315  
Transfer of Control of Tichenor License Corporation, et al.  
FCC Files No. BTC-20020723BTC, et al.  
MM Docket No. 02-235**

Dear Ms. Dortch:

Transmitted herewith is a Certificate of Amendment to the above pending applications for the transfer of control of the broadcast stations ultimately owned by Hispanic Broadcasting Corporation to Univision Communications Inc. The substance of the amendment relates to all of the pending applications. Given the volume of filings that would result from amending each application individually, Univision has been advised by the FCC's staff that a single, paper-filed amendment is acceptable.

Please direct any communications regarding this matter to the undersigned.

Very truly yours,



Lauren Lynch Flick

Enclosures

cc w/encls.: David Brown, FCC  
Lawrence N. Cohn, Esq., Counsel for HBC

Certificate of Amendment

I, Robert V. Cahill, Vice Chairman and Secretary of Univision Communications Inc., proposed transferee of Tichenor License Corporation et al., licensee of radio station KGBT(AM), Harlingen, Texas, et. al, in FCC File Nos. BTC-20020723ABL, et. al., MM Docket 02-235, hereby amend the transferee's portion of the pending applications as follows:

1. Pursuant to Public Notice DA 02-2049 (released August 22, 2002), the response in Section IV, Question 5 is changed from "yes" to "no." Documents associated with the Agreement and Plan of Reorganization are submitted with this application as they generally serve to implement agreements the material terms of which are disclosed in the Agreement and Plan of Reorganization and as such are not relevant to the Commission's consideration of the application. See Licensee's response in Section III, Question 3.

2. Transferee's Exhibit 16 is amended as attached with respect to the percent of votes in UCI that will be held by Clear Channel Communications, Inc. post-merger and to note the resignation of directors previously elected to the Board of Entravision Communications Corporation by UCI, as well as to update the company's current broadcast holdings.

Respectfully submitted,



Robert V. Cahill  
Vice Chairman and Secretary

Dated: 8-29-02

**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.<sup>1</sup>

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, with a 57.00% voting interest in 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-960628IV.

As noted in Transferor's Exhibit 5, Clear Channel Communications, Inc. holds Class B non-voting stock in the Transferor which will be converted to a 3.66% voting interest in UCI upon closing.<sup>2</sup>

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

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<sup>1</sup> 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. Directors previously elected to the Entravision Board by UCI have resigned. 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.

<sup>2</sup> Under the alternative merger mechanism, the HBC Class B stock would be converted to non-voting UCI Class B stock.

UCI is the licensee of KAKW(TV), Killeen, Texas (FIN: 148) and KNIC-CA, San Antonio, Texas (FIN: 48837), and the proposed assignee of KPXF(TV), Porterville, California (FIN: 35512). See FCC File No. BALCT-20020730ABO.

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
KTSSB-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
KSUV-LP, Bakersfield, California	FIN: 18747
KMMB-LP, Bakersfield, California	FIN: 18732
KQJA-LP, Fresno, California	FIN: 23272

UTGI is the approved assignee of the following stations:

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).