Ms. Marlene H. Dortch  
Secretary  
Federal Communications Commission  
445-12th Street, SW  
Washington, DC 20554  
ATTN: David Brown

Re: Docket No. MB 02-235  
Ex Parte Presentation, DA 02-2082

Dear Ms. Dortch:


There is transmitted herewith two (2) copies of a document associated with the oral ex parte presentation, and filed in accordance with Section 1.1206(b)(1) of the Commission’s Rules. Also provided to Commissioner Adelstein was a copy of the same bound document presented to other Commissioners and FCC staff during previous SBS ex parte presentations. This lengthy document is already on the Commission’s website at the Univision/HBC transaction link, under record documents. See filing of September 30, 2002.
Should any questions arise with regard to this matter, kindly communicate directly with this office.

Very truly yours,

KAYE SCHOLER LLP

By: \[Signature\]

Bruce A. Eisen

Enclosure

cc: Qualex International/Rm CY-B402
UNIVISION + NBC
Monopolistic Control of U.S. Hispanic Media & Entertainment

UNIVISION
ENTRAVISION
CLEARCHANNEL

Federal Communications Commission

COMMISSIONER JONATHAN S. ADELSTEIN
DECEMBER, 2002
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Regulatory Agencies
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- Senator Feingold formulates legislation against CC's anticompetitive practices
- Congressional Hispanic Caucus to review Univision/HBC transaction

Federal Court
- SBS Antitrust Complaint
UNIVISION + Public Interest Conflicts

fact...

- Have intentionally lied to the FCC, flagrantly violated ownership limits and conspired to control U.S. Hispanic Radio

UNIVISION + ENTRAVISION

- Have misrepresented Univision's de facto control of Entravision and has conspired to control U.S. Hispanic TV

- Elimination of viable competitor
- Monopolistic market share
- Dominant economic concentration
- Decreases diversity of voices
- Reinforces existing barriers to entry (Forecloses Hispanic ownership of media)

U.S. Hispanic media, news, information and entertainment will be controlled by one individual
UNIVISION + Resultant Control of U.S. Hispanic Media

Univision stations
Telefutura stations
Cable
Entravision stations
Radio
Internet
Billboards
Newspaper
Publishing
Records

One individual (non-Hispanic) will control U.S. Hispanic media, news, information and entertainment
**Total Hispanic Broadcast Revenues**

(Net in Millions)

**TOP 10 MARKETS – STARTING POINT**

<table>
<thead>
<tr>
<th>Market</th>
<th>Total TV/Radio</th>
<th>Univision + HBC</th>
<th>% of Total</th>
</tr>
</thead>
<tbody>
<tr>
<td>Los Angeles</td>
<td>$303</td>
<td>$219</td>
<td>72%</td>
</tr>
<tr>
<td>Miami</td>
<td>171</td>
<td>95</td>
<td>56%</td>
</tr>
<tr>
<td>New York</td>
<td>122</td>
<td>59</td>
<td>48%</td>
</tr>
<tr>
<td>Houston</td>
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</tr>
<tr>
<td>El Paso</td>
<td>23</td>
<td>22</td>
<td>96%</td>
</tr>
</tbody>
</table>

* Total $970 $666 69%

* Excludes Telemundo and Cross Platform selling efforts

Source: 2002 BIA Financial Network
Parallel Paths to Control
U.S. Hispanic Media & Entertainment
<table>
<thead>
<tr>
<th>FCC SHAM FILINGS</th>
<th>MARKETPLACE REALITIES</th>
</tr>
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<tbody>
<tr>
<td>Clear Channel is a passive investor, does not control HBC</td>
<td>Clear Channel created HBC</td>
</tr>
<tr>
<td>Clear Channel funded HBC</td>
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<td>Clear Channel assisted/directed HBC</td>
<td>Clear Channel's 26% &quot;non-voting&quot; HBC stake is actually much more determinative than if 26% were actually voting: HBC cannot make a single major corporate act without Clear Channel approval (negative control)</td>
</tr>
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<td>Clear Channel has no HBC board representation</td>
<td>To this day, HBC board has directors originally named by Clear Channel prior to adoption of &quot;non-voting&quot; scam</td>
</tr>
<tr>
<td>Clear Channel has character qualifications befitting an FCC licensee</td>
<td></td>
</tr>
<tr>
<td>FCC SHAM FILINGS</td>
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<td>------------------</td>
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</tr>
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<td>Clear Channel assisted/directed HBC</td>
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<tr>
<td>Clear Channel has no character qualifications beyond an FCC licensee</td>
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</table>

**Univision Sham Checklist**

[Image of the Univision Sham Checklist]
<table>
<thead>
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</tr>
</thead>
<tbody>
<tr>
<td>Clear Channel</td>
<td>Clear Channel created HBC</td>
</tr>
<tr>
<td>Clear Channel is a possible investor</td>
<td>Clear Channel funded HBC</td>
</tr>
<tr>
<td>does not control HBC</td>
<td>Clear Channel assisted/directed HBC</td>
</tr>
<tr>
<td>Clear Channel has no &quot;non-voting&quot; seat in HBC</td>
<td>Clear Channel sold HBC to Univision - Bel Air, CA, May 2002</td>
</tr>
<tr>
<td>Clear Channel has character qualifications</td>
<td>Clear Channel applied to derailed HBC competitor SBS</td>
</tr>
<tr>
<td>being an FCC licensee</td>
<td></td>
</tr>
</tbody>
</table>

**Univision Sham Checklist**

---

**949**

**The Bomb 2002**

**92.7 Party!**

Welcome to the Bay!

Good luck from the Staff & Wild 94.9

The Bay Area's Only Party

Wednesday June 5th at the Cow Palace

Tickets on sale Saturday, May 4th at all Ticketmaster outlets

and at select Rite Aid locations at www.ticketmaster.com

[Signature]

[Handwritten note]

92.7 FM

[Date and location information]

---
Radio Wars

FCC SHAM FILINGS - MARKETPLACE REALITIES

Sham Checklist + Division
<table>
<thead>
<tr>
<th>FCC SHAM FILINGS</th>
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</tr>
</thead>
<tbody>
<tr>
<td>Clear Channel is not a recent investor</td>
<td>Clear Channel created HBC</td>
</tr>
<tr>
<td>does not control HBC</td>
<td>Clear Channel funded HBC</td>
</tr>
<tr>
<td>Clear Channel has no non-economic stake in HBC</td>
<td>Clear Channel assisted/directed HBC</td>
</tr>
<tr>
<td>Clear Channel has no HBC board representation</td>
<td>RADIO IS WAPP</td>
</tr>
<tr>
<td>Clear Channel has character qualifications behind an FCC licensee</td>
<td></td>
</tr>
<tr>
<td>FCC SHAM FILINGS</td>
<td>MARKETPLACE REALITIES</td>
</tr>
<tr>
<td>------------------</td>
<td>-----------------------</td>
</tr>
<tr>
<td>Clear Channel is a pseudo-investor, does not control HBC</td>
<td>Clear Channel created HBC</td>
</tr>
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<td>Clear Channel has &quot;non-voting&quot; stake in HBC</td>
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</tr>
<tr>
<td>Clear Channel has character qualifications as being an FCC licensee</td>
<td></td>
</tr>
</tbody>
</table>

GO BACK FOR ME
**FCC SHAM FILINGS**
- Clear Channel is not a partner in HBC
- Clear Channel does not control HBC
- Clear Channel has no "non-voting" stake in HBC
- Clear Channel has no HBC board representation
- Clear Channel has character qualifications as a non-FCC licensee

**MARKETPLACE REAL TIES**
- Clear Channel created HBC
- Clear Channel funded HBC
- Clear Channel assisted/directed HBC
- Clear Channel "dealt" HBC to Univision – Bel Air, CA, May 2002
- Clear Channel illegally tried to derail HBC competitor SBS

- Clear Channel's 26% "non-voting" HBC stake is actually much more determinative than if 26% were actually voting:
  - HBC cannot make a single major corporate act without Clear Channel approval (negative control)

- To this day, HBC board has directors originally named by Clear Channel prior to adoption of "non-voting" scam
# Sham Checklist

<table>
<thead>
<tr>
<th>FCC Sham Filings</th>
<th>Marketplace Realities</th>
</tr>
</thead>
<tbody>
<tr>
<td>Univision does not control Entravision</td>
<td>Univision created Entravision</td>
</tr>
<tr>
<td></td>
<td>Univision funded Entravision</td>
</tr>
<tr>
<td></td>
<td>Univision repurchased Entravision shares in open market</td>
</tr>
<tr>
<td></td>
<td>Univision controls programming = lifeblood of Entravision</td>
</tr>
<tr>
<td>Univision and Entravision are independent competitive entities</td>
<td>Univision blocked Entravision competitor from acquiring TV stations in Tampa, Orlando and Washington, D.C.</td>
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<td>Univision is not a monopoly</td>
<td>Univision denied access to its TV network to all internet portals in order to provide exclusivity to Univision.com</td>
</tr>
<tr>
<td>Univision has proposed non-vote stock and removal of directors from Entravision board</td>
<td>Univision retains 31% ownership</td>
</tr>
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</tr>
<tr>
<td></td>
<td>Univision non-voting sham = Clear Channel non-voting sham</td>
</tr>
</tbody>
</table>
UNIVISION+ The Money Trail

$20 MM
+$250 MM
+$40 MM
+Wall Street support

CLEAR CHANNEL

UNIVISION

$10 MM
+$110 MM
+Stock Repurchases
+Programming

Clear Channel Dollars  Univision Dollars
Structural Nexus
Jerry Perenchio
UNIVISION

- Telefónica Network
- Entravision #1 Mid-Market TV/Radio
- UNIVISION #1 TV Station Group
- #1 TV Network
- UNIVISION.com
- Telefónica TV Station Group
- Fonovisa #1 Records
- Galavisión #1 Cable
- Clear Channel #1 Global out-of-home Entertainment entity
- CFA #1 Concerts /Events
- Televisa #1 Global Spanish TV Programming entity
- Propsoed Televisa/CC Mexican radio merger DENIED

- Direct Ownership
- Affiliation (programming/content/ventures)
UNIVISION'S
Self-Perpetuating Monopolistic Model

- Univision Radio + TV favors Univision Records
- Univision Records
- Stronger #1 Univision Records
- Univision Radio + TV, Records, Online
- Stronger #1 Univision Online
- Massiv promotion of Univision Radio
- Stronger #1 Univision Radio
- Univision Radio + TV, Records, Online
- Stronger #1 Univision Group
- Economic dominance of Univision Group
- expansion of Univision assets inhibits competitors

- Lack of competitive TV programming (15 years remaining) excludes competitors
- Stronger #1 Univision Group economic clout
- Univision #1 TV Group(s)
- #1 Network(s)
- #1 Radio
- #1 Records
- #1 Cable
- #1 Online

Reinforces barriers to entry (forecloses Hispanic ownership of media)
UNIVISION + HBC
Monopolistic Control of U.S. Hispanic Media & Entertainment

UNIVISION ENTRAVISION CLEARCHANNEL

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Fact...

- Have intentionally lied to the FCC, flagrantly violated ownership limits and conspired to control U.S. Hispanic Radio

- Have misrepresented Univision’s de facto control of Entravision and has conspired to control U.S. Hispanic TV

- Elimination of viable competitor
- Monopolistic market share
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- Decreases diversity of voices
- Reinforces existing barriers to entry
  (Forecloses Hispanic ownership of media)

U.S. Hispanic media, news, information and entertainment will be controlled by one individual
UNIVISION + NBC = Resultant Control of U.S. Hispanic Media

One individual (non-Hispanic) will control U.S. Hispanic media, news, information and entertainment
## Total Hispanic Broadcast Revenues (amount in Millions)

### TOP 10 MARKETS – STARTING POINT*

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<td><strong>Total</strong></td>
<td><strong>$970</strong></td>
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* Excludes Telefutura and Cross Platform selling efforts

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**UNIVISION Sham Checklist**

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Clear Channel "dealt" HBC to Univision – Bel Air, CA May 2002  
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| Clear Channel has "non-voting" stake in HBC | Clear Channel's 26% "non-voting" HBC stake is actually much more determinative than if 26% were actually voting:  
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| Clear Channel board HBC board representation | To this day, HBC board has directors originally named by Clear Channel prior to adoption of "non-voting" scam |
| Clear Channel has character qualifications befitting an FCC licensee |  |
## UNIVISION+ Sham Checklist

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<td>Clear Channel is a parent investor</td>
<td>Clear Channel created HBC</td>
</tr>
<tr>
<td>Clear Channel is not owned by any other entity</td>
<td>Clear Channel funded HBC</td>
</tr>
<tr>
<td>Clear Channel assisted/directed HBC</td>
<td>Clear Channel assisted/directed HBC</td>
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*Note: The image contains the number 949 with a red highlight.*
**UNIVISION Sham Checklist**

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<tr>
<td>Clear Channel has no HBC board representation</td>
<td>Clear Channel failed to derail HBC competitor SBS</td>
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<tr>
<td>Clear Channel has character qualifications for being an FCC licensee</td>
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**949 Tha Bomb 2002**

*Welcome to The Bay, Good Luck! From the Staff of WILD 94.9*

*The Bay Area's Only Party*

*Tickets on Sale Wednesday, May 4th at all Ticketmaster outlets and at select Rite Aid stores. Visit wild949.com for ticketmaster.com*
## Sham Checklist

### FCC Sham Filings
- Clear Channel is a perceived investor, does not control HBC
- Clear Channel has a "non-voting" stake in HBC
- Clear Channel has no HBC board representation
- Clear Channel has character qualifications benefitting an FCC licensee

### Marketplace Realities
- Clear Channel created HBC
- Clear Channel funded HBC
- Clear Channel assisted/directed HBC
### Sham Checklist

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<td>RADIO IS MANDI!</td>
</tr>
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<td>FCC SHAM FILINGS</td>
<td>MARKETPLACE REALITIES</td>
</tr>
<tr>
<td>--------------------------------------</td>
<td>----------------------------------------------</td>
</tr>
<tr>
<td>Clear Channel is a person/director</td>
<td>Clear Channel created HBC</td>
</tr>
<tr>
<td>who does not control HBC</td>
<td>Clear Channel funded HBC</td>
</tr>
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<td>Clear Channel has a &quot;non-voting&quot;</td>
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<td>qualifications benefiting an FCC</td>
<td></td>
</tr>
<tr>
<td>licensee</td>
<td></td>
</tr>
</tbody>
</table>

*Handwritten notes:*
- Go back to paper.
## Sham Checklist

### FCC Sham Filings
- Clear Channel is a minority investor, does not control HBC

### Marketplace Realities
- Clear Channel created HBC
- Clear Channel funded HBC
- Clear Channel assisted/directed HBC
- Clear Channel "dealt" HBC to Univision – Bel Air, CA, May 2002
- Clear Channel illegally tried to derail HBC competitor SBS

- Clear Channel's 26% "non-voting" HBC stake is actually much more determinative than if 26% were actually voting: HBC cannot make a single major corporate act without Clear Channel approval (negative control)

- To this day, HBC board has directors originally named by Clear Channel prior to adoption of "non-voting" scam

- Clear Channel's character qualifications as being an FCC licensee
### FCC Sham Filings

- Univision does not control Entravision
- Univision and Entravision are independent competitive entities
- Univision is not involved in Entravision operations
- Univision is not a monopsony
- Univision has proposed non-voting stock and removal of directors from Entravision board

### Marketplace Realities

- Univision created Entravision
- Univision funded Entravision
- Univision repurchased Entravision shares in open market
- Univision controls programming = lifeblood of Entravision
- Univision blocked Entravision competitor from acquiring TV stations in Tampa, Orlando and Washington, D.C.
- Univision blocked competitor Telemundo from advertising on Entravision radio stations in Denver
- Univision denied access to its TV network to all internet portals in order to provide exclusivity to Univision.com
- Univision retains 31% ownership
- Univision retains programming lifeblood
- Univision non-voting sham = Clear Channel non-voting sham
UNIVISION'S
Self-Perpetuating Monopolistic Model

Economic dominance of Univision Group expansion of Univision assets inhibits competitors

Univision #1 TV Group(s) #1 Network(s) #1 Radio #1 Records #1 Cable #1 Online

Lack of competitive TV programming (15 years remaining) excludes competitors

Stronger #1 Univision Group economic clout

Univision Radio + TV, Records, Online commands higher rates

Stronger #1 Univision Online

Univision Radio, TV and Records feed Univision Online excludes competitors

Univision Radio + TV favors Univision Records excludes competitors

Stronger #1 Univision Records

Stronger #1 Univision TV + Cable

Massive promotion of Univision Radio excludes competitors

Stronger #1 Univision Radio

Reinforces barriers to entry (forecloses Hispanic ownership of media)