

ENTRA VISION COMMUNICATIONS CORP
Form 10-Q
November 09, 2006
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q

(MARK ONE)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 FOR THE QUARTERLY PERIOD ENDED SEPTEMBER 30, 2006

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 FOR THE TRANSITION PERIOD FROM TO

COMMISSION FILE NUMBER 1-15997

ENTRA VISION COMMUNICATIONS CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

95-4783236
(I.R.S. Employer
Identification No.)

2425 Olympic Boulevard, Suite 6000 West

Santa Monica, California 90404

(Address of principal executive offices) (Zip Code)

(310) 447-3870

(Registrant's telephone number, including area code)

N/A

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject

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to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer or a non-accelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

As of November 6, 2006, there were 60,763,134 shares, \$0.0001 par value per share, of the registrant's Class A common stock outstanding, 27,171,133 shares, \$0.0001 par value per share, of the registrant's Class B common stock outstanding and 17,152,729 shares, \$0.0001 par value per share, of the registrant's Class U common stock outstanding.

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Forward-Looking Statements	

This document contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. All statements other than statements of historical fact are forward-looking statements for purposes of federal and state securities laws, including, but not limited to, any projections of earnings, revenue or other financial items; any statements of the plans, strategies and objectives of management for future operations; any statements concerning proposed new services or developments; any statements regarding future economic conditions or performance; any statements of belief; and any statements of assumptions underlying any of the foregoing.

Forward-looking statements may include the words may, could, will, estimate, intend, continue, believe, expect or anticipate or words. These forward-looking statements present our estimates and assumptions only as of the date of this report. Except for our ongoing obligation to disclose material information as required by the federal securities laws, we do not intend, and undertake no obligation, to update any forward-looking statement.

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Although we believe that the expectations reflected in any of our forward-looking statements are reasonable, actual results could differ materially from those projected or assumed in any of our forward-looking statements. Our future financial condition and results of operations, as well as any forward-looking statements, are subject to change and inherent risks and uncertainties. Some of the key factors impacting these risks and uncertainties include, but are not limited to:

risks related to our history of operating losses, our substantial indebtedness or our ability to raise capital;

provisions of the agreements governing our debt instruments that may restrict the operation of our business;

cancellations or reductions of advertising, whether due to a general economic downturn or otherwise;

our relationship with Univision Communications Inc.;

the overall success of our acquisition strategy, which includes developing media clusters in key U.S. Hispanic markets, and the integration of any acquired assets with our existing business;

the impact of rigorous competition in Spanish-language media and in the advertising industry generally; and

industry-wide market factors and regulatory and other developments affecting our operations.

For a detailed description of these and other factors that could cause actual results to differ materially from those expressed in any forward-looking statement, please see the section entitled "Risk Factors" beginning on page 27 of our Annual Report on Form 10-K for the year ended December 31, 2005.

Table of Contents**PART I****FINANCIAL INFORMATION****ITEM 1. FINANCIAL STATEMENTS****ENTRAVISION COMMUNICATIONS CORPORATION****CONSOLIDATED BALANCE SHEETS****(In thousands, except share and per share data)**

	September 30, 2006 (Unaudited)	December 31, 2005
ASSETS		
Current assets		
Cash and cash equivalents	\$ 21,054	\$ 65,610
Trade receivables (including related parties of \$12 and \$14), net of allowance for doubtful accounts of \$5,220 and \$5,073	70,095	61,215
Assets held for sale	81,208	69,454
Deferred income taxes	36,500	36,500
Prepaid expenses and other current assets (including related parties of \$508 and \$691)	7,236	7,164
Total current assets	216,093	239,943
Property and equipment, net	147,905	152,114
Intangible assets subject to amortization, net (including related parties of \$35,382 and \$37,122)	94,722	108,532
Intangible assets not subject to amortization	745,787	843,332
Goodwill	229,597	385,833
Other assets	14,810	13,405
Total assets	\$ 1,448,914	\$ 1,743,159
LIABILITIES AND STOCKHOLDERS EQUITY		
Current liabilities		
Current maturities of long-term debt (including related parties of \$1,000 and \$1,000)	\$ 6,282	\$ 6,333
Advances payable, related parties	118	118
Accounts payable and accrued expenses (including related parties of \$3,294 and \$2,802)	34,069	35,110
Total current liabilities	40,469	41,561
Long-term debt, less current maturities (including related parties of \$4,000 and \$5,000)	497,349	500,269
Other long-term liabilities	4,354	3,760
Deferred income taxes	168,945	168,636
Total liabilities	711,117	714,226
Commitments and contingencies (note 4)		
Stockholders equity		
Class A common stock, \$0.0001 par value, 260,000,000 shares authorized; shares issued and outstanding 2006 60,759,384; 2005 59,770,587	7	6
Class B common stock, \$0.0001 par value, 40,000,000 shares authorized; shares issued and outstanding 2006 27,171,133 and 2005 27,678,533	3	3
	2	4

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Class U common stock, \$0.0001 par value, 40,000,000 shares authorized; shares issued and outstanding 2006 17,152,729 and 2005 36,926,600		
Additional paid-in capital	1,050,164	1,185,312
Accumulated deficit	(312,379)	(156,392)
	737,797	1,028,933
Treasury stock, Class A common stock, \$0.0001 par value, 2006 and 2005 5,101 shares		
Total stockholders' equity	737,797	1,028,933
Total liabilities and stockholders' equity	\$ 1,448,914	\$ 1,743,159

See Notes to Consolidated Financial Statements

Table of Contents**ENTRAVISION COMMUNICATIONS CORPORATION****CONSOLIDATED STATEMENTS OF OPERATIONS (UNAUDITED)**

(In thousands, except share and per share data)

	Three-Month Period Ended September 30,		Nine-Month Period Ended September 30,	
	2006	2005	2006	2005
Net revenue (including related parties of \$150, \$150, \$450 and \$450)	\$ 78,309	\$ 75,537	\$ 217,517	\$ 207,800
Expenses:				
Direct operating expenses (including related parties of \$3,299, \$3,100, \$9,336 and \$8,493) (including non-cash stock-based compensation of \$60, \$0, \$179 and \$0)	31,921	31,244	91,964	89,125
Selling, general and administrative expenses (including non-cash stock-based compensation of \$111, \$33, \$770 and \$83)	13,805	13,351	39,306	38,645
Corporate expenses (including non-cash stock-based compensation of \$290, \$105, \$1,146 and \$413)	4,617	4,342	13,911	12,994
Gain on sale of assets	(1,408)		(19,060)	
Depreciation and amortization (includes direct operating of \$10,224, \$10,538, \$29,934 and \$30,747; selling, general and administrative of \$966, \$1,011, \$3,068 and \$3,382; and corporate of \$215, \$221, \$623 and \$693) (including related parties of \$580, \$580, \$1,740 and \$1,740)	11,406	11,770	33,624	34,822
Impairment charge			189,661	
	60,341	60,707	349,406	175,586
Operating income (loss)	17,968	14,830	(131,889)	32,214
Interest expense (including related parties of \$73, \$87, \$243 and \$286)	(14,393)	(7,796)	(21,230)	(24,512)
Interest income	61	201	818	562
Loss on debt extinguishment		(27,969)		(27,969)
Income (loss) before income taxes	3,636	(20,734)	(152,301)	(19,705)
Income tax (expense) benefit	(3,837)	7,915	(3,666)	6,823
Loss before equity in net income (loss) of nonconsolidated affiliate	(201)	(12,819)	(155,967)	(12,882)
Equity in net income (loss) of nonconsolidated affiliate (including non-cash stock-based compensation of \$(1), \$44, \$88 and \$121)	93	(1)	(20)	(196)
Net loss	\$ (108)	\$ (12,820)	\$ (155,987)	\$ (13,078)
Basic and diluted earnings per share:				
Net loss per share, basic and diluted	\$ (0.00)	\$ (0.10)	\$ (1.46)	\$ (0.11)

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Weighted average common shares outstanding, basic and diluted	105,069,157	124,323,711	106,534,521	124,268,943
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See Notes to Consolidated Financial Statements

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(In thousands)

	Nine-Month Period Ended September 30,	
	2006	2005
Cash flows from operating activities:		
Net loss	\$ (155,987)	\$ (13,078)
Adjustments to reconcile net loss to net cash provided by operating activities:		
Depreciation and amortization	33,624	34,822
Impairment charge	189,661	
Deferred income taxes	43	(7,980)
Amortization of debt issue costs	300	1,787
Amortization of syndication contracts	71	38
Payments on syndication contracts	(66)	
Equity in net loss of nonconsolidated affiliate	20	196
Non-cash stock-based compensation	2,095	496
Gain on sale of media properties and other assets	(19,060)	(13)
Loss on debt extinguishment		27,969
Change in fair value of interest rate swap agreements	(2,672)	
Changes in assets and liabilities:		
Increase in accounts receivable	(7,493)	(7,636)
Increase in prepaid expenses and other assets	(346)	(3,247)
Decrease in accounts payable, accrued expenses and other liabilities	(2,820)	(4,787)
Net cash provided by operating activities	37,370	28,567
Cash flows from investing activities:		
Proceeds from sale of property and equipment and intangibles	4,763	44
Purchases of property and equipment and intangibles	(35,966)	(32,750)
Deposits on acquisitions	106	
Proceeds from collection of note receivable	1,288	
Net cash used in investing activities	(29,809)	(32,706)
Cash flows from financing activities:		
Proceeds from issuance of common stock	3,257	1,219
Payments on long-term debt	(18,969)	(493,416)
Repurchase of Class U common stock	(52,514)	
Proceeds from borrowings on long-term debt	16,000	500,000
Excess tax benefits from exercise of stock options	109	
Payments of deferred debt and offering costs		(1,596)
Net cash (used in) provided by financing activities	(52,117)	6,207
Net (decrease) increase in cash and cash equivalents	(44,556)	2,068
Cash and cash equivalents:		
Beginning	65,610	46,969
Ending	\$ 21,054	\$ 49,037

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Supplemental disclosures of cash flow information:

Cash payments for:

Interest	\$ 23,686	\$ 29,242
Income taxes	\$ 3,514	\$ 1,158

Supplemental disclosures of non-cash investing and financing activities:

Property and equipment included in accounts payable	\$ 34	\$ 101
Intangibles included in accounts payable, accrued expenses and other liabilities	\$ 551	\$
Sale of San Francisco/San Jose radio station assets in exchange for Class U common stock	\$ 90,000	\$
Exchange of television assets in the McAllen, Texas market	\$ 1,543	\$

See Notes to Consolidated Financial Statements

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ENTRAVISION COMMUNICATIONS CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

SEPTEMBER 30, 2006

1. BASIS OF PRESENTATION

Presentation

The consolidated financial statements included herein have been prepared by Entravision Communications Corporation (the Company), without audit, pursuant to the rules and regulations of the Securities and Exchange Commission (SEC). Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been omitted pursuant to such rules and regulations. These consolidated financial statements and notes thereto should be read in conjunction with the Company's audited consolidated financial statements for the year ended December 31, 2005 included in the Company's Annual Report on Form 10-K for the year ended December 31, 2005. The unaudited information contained herein has been prepared on the same basis as the Company's audited consolidated financial statements and, in the opinion of the Company's management, includes all adjustments (consisting of only normal recurring adjustments) necessary for a fair presentation of the information for the periods presented. The interim results presented herein are not necessarily indicative of the results of operations that may be expected for the full fiscal year ending December 31, 2006 or any other future period. Certain amounts in our prior period consolidated financial statements and notes to the financial statements have been reclassified to conform to current period presentation.

2. THE COMPANY AND SIGNIFICANT ACCOUNTING POLICIES

Related Party

Univision currently owns approximately 15% of the Company's common stock on a fully-converted basis. In connection with Univision's merger with Hispanic Broadcasting Corporation in September 2003, Univision entered into an agreement with the U.S. Department of Justice, pursuant to which Univision agreed, among other things, to ensure that its percentage ownership of the Company will not exceed 10% by March 26, 2009.

Our Class U common stock held by Univision has limited voting rights and does not include the right to elect directors. However, as the holder of all of the Company's issued and outstanding Class U common stock, Univision currently has the right to approve any merger, consolidation or other business combination involving the Company, any dissolution of the Company and any assignment of the Federal Communications Commission, or FCC, licenses for any of the Company's Univision-affiliated television stations. Each share of Class U common stock is automatically convertible into one share (subject to adjustment for stock splits, dividends or combinations) of the Company's Class A common stock in connection with any transfer of Class U common stock to a third party that is not an affiliate of Univision.

In January 2006, the Company sold the assets of radio stations KBRG-FM and KLOK-AM, serving the San Francisco/San Jose, California market, to Univision for \$90 million. The full amount of the purchase price was paid in the form of 12,573,871 shares of the Company's Class U common stock held by Univision based on the ten day volume weighted average share price of \$7.1577 between December 15, 2005 and December 29, 2005. The Company realized a gain on sale of \$10.5 million, net of tax of \$7 million.

In March 2006, the Company repurchased seven million shares of Class U common stock held by Univision for \$51.1 million.

In July 2006, the Company repurchased one hundred seventy five thousand shares of Class U common stock held by Univision for \$1.4 million.

Univision provides network compensation and acts as the Company's exclusive sales representative for the sale of all national advertising aired on Univision-affiliate television stations. During the three-month periods ended September 30, 2006 and 2005, the amount paid by the Company to Univision in this capacity was, \$2.8 million and \$2.4 million, respectively. During the nine-month periods ended September 30, 2006 and 2005, the amount paid by the Company to Univision in this capacity was, \$7.8 million and \$6.7 million, respectively.

Table of Contents***Stock-Based Compensation***

In May 2004, the Company adopted its 2004 Equity Incentive Plan (2004 Plan), which replaced its 2000 Omnibus Equity Incentive Plan (2000 Plan). The 2000 Plan had allowed for the award of up to 11,500,000 shares of Class A common stock. The 2004 Plan allows for the award of up to 10,000,000 shares of Class A common stock, plus any grants remaining available at its adoption date under the 2000 Plan. Awards under the 2004 Plan may be in the form of incentive stock options, nonqualified stock options, stock appreciation rights, restricted stock or restricted stock units. The 2004 Plan is administered by a committee appointed by the Board. This committee determines the type, number, vesting requirements and other features and conditions of such awards. Generally, stock options granted from the 2000 Plan have a contractual term of ten years from the date of the grant and vest over four or five years and stock options granted from the 2004 Plan have a contractual term of ten years from the date of the grant and vest over four years.

The 2004 Plan was amended by the Compensation Committee effective July 13, 2006 to (i) eliminate automatic option grants for non-employee directors, making any grants to such directors discretionary by the Compensation Committee and (ii) eliminate the three-year minimum vesting period for non-performance based restricted stock and restricted stock units, making the vesting period for such grants discretionary by the Compensation Committee.

The Company has issued stock options and restricted stock units to various employees and non-employee directors of the Company in addition to non-employee service providers under both the 2004 Plan and the 2000 Plan.

Effective January 1, 2006, the Company adopted Statement of Financial Accounting Standards (SFAS) No. 123 (revised 2004), Share-Based Payment, (SFAS 123R) which requires the measurement and recognition of compensation expense for all stock-based awards made to employees and directors including employee stock options and employee stock purchases under the 2001 Employee Stock Purchase Plan (the Purchase Plan) based on estimated fair values. Prior to January 1, 2006, the Company accounted for those plans under the recognition and measurement provisions of Accounting Principles Board Opinion (APB) No. 25, Accounting for Stock Issued to Employees (APB 25) and related Interpretations, as permitted by SFAS No. 123, Accounting for Stock-Based Compensation (SFAS 123). In March 2005, the SEC issued Staff Accounting Bulletin (SAB) No. 107 (SAB 107) providing supplemental implementation guidance for SFAS 123R. The Company has applied the provisions of SAB 107 in the adoption of SFAS 123R.

SFAS 123R requires companies to estimate the fair value of stock-based awards on the date of grant using an option pricing model. The value of the portion of the award that is ultimately expected to vest is recognized as expense over the requisite service periods in the Consolidated Statements of Operations. Effective January 1, 2006, the Company adopted the fair value recognition provisions of SFAS 123R using the modified prospective transition method. Under that transition method, compensation cost recognized in the three- and nine month periods ended September 30, 2006 include: (i) compensation cost for all stock-based payments granted prior to, but not yet vested as of January 1, 2006, based on the grant-date fair value estimated in accordance with the pro forma provisions of SFAS 123, and (ii) compensation cost for all stock-based payments granted subsequent to January 1, 2006, based on the grant-date fair value estimated in accordance with the provisions of SFAS 123R.

As stock-based compensation expense recognized in the Company's results is based on awards ultimately expected to vest, it has been reduced for estimated forfeitures. SFAS 123R requires forfeitures to be estimated at the time of grant and revised, if necessary, in subsequent periods if actual forfeitures differ from those estimates. Prior to January 1, 2006, the Company accounted for forfeitures as they occurred for the purposes of pro forma information under SFAS 123 for the related periods.

Upon adoption of SFAS 123R, the Company selected the Black-Scholes option pricing model as the most appropriate method for determining the estimated fair value for stock-based awards. The Black-Scholes option pricing model requires the use of highly subjective and complex assumptions which determine the fair value of stock-based awards, including the option's expected term, expected volatility of the underlying stock, risk-free rate, and expected dividends.

On November 10, 2005, the Financial Accounting Standards Board (FASB) issued FASB Staff Position (FSP) No. FAS 123R-3, Transition Election Related to Accounting for Tax Effects of Share-Based Payment Awards (FSP 123R-3) that allows for a simplified method to establish the beginning balance of the additional paid-in capital pool (APIC Pool) related to the tax effects of employee stock-based compensation, and to determine the subsequent impact on the APIC Pool and Consolidated Statements of Cash Flows of the tax effects of employee stock-based compensation awards that are outstanding upon adoption of SFAS 123R. The Company has elected to adopt the simplified method to establish the beginning balance of the APIC Pool related to the tax effects of employee stock-based compensation, and to determine the subsequent impact on the APIC Pool and Consolidated Statements of Cash Flows of the tax effects of employee stock-based compensation awards that are outstanding upon adoption of SFAS 123R.

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Prior to the adoption of SFAS 123R, the Company used the Black-Scholes option pricing model to account for all stock-based compensation plans, including employee stock option plans and the Purchase Plan, using the intrinsic value method in accordance with APB 25 and related Interpretations, as permitted by SFAS 123, which does not require compensation to be recorded if the consideration to be received is at least equal to the fair value of the common stock to be issued at the measurement date. In accordance with the modified prospective transition method the Company used in adopting SFAS 123R, the results of operations prior to January 1, 2006 have not been restated to reflect, and do not include, the possible impact of SFAS 123R.

Prior to the adoption of SFAS 123R, the Company presented all tax benefits resulting from the exercise of stock options as operating cash flows in the Consolidated Statement of Cash Flows. Excess tax benefits are realized tax benefits from tax deductions for exercised options in excess of the deferred tax asset attributable to stock-based compensation costs. SFAS 123R requires cash flows resulting from excess tax benefits to be classified as financing cash flows. For the nine-month period ended September 30, 2006, the total excess tax benefits reflected as a financing cash inflow was \$0.1 million.

As a result of adopting SFAS 123R, the Company's operating income, income before income taxes and net income applicable to common stockholders for the three-month period ended September 30, 2006 are \$0.4 million, \$0.4 million and \$0.2 million, respectively, lower than if the Company had continued to account for stock-based compensation under the recognition and measurement provisions of APB 25 and related Interpretations, as permitted by SFAS 123. The Company's operating income, income before income taxes and net income applicable to common stockholders for the nine-month period ended September 30, 2006 are \$1.3 million, \$1.3 million and \$0.7 million, respectively, lower than if the Company had continued to account for stock-based compensation under the recognition and measurement provisions of APB 25 and related Interpretations, as permitted by SFAS 123. Basic and diluted earnings per share for the three- and nine-month periods ended September 30, 2006 would not have changed if the Company had not adopted SFAS 123R.

Cash received from options exercised under all share-based payment arrangements for the nine-month period ended September 30, 2006 was \$3.3 million.

The actual tax benefit realized for the tax deductions from option exercise of the share-based payment arrangements for the nine-month period ended September 30, 2006 was \$0.1 million.

Stock Options

The fair value of each stock option is estimated on the date of grant using the Black-Scholes option pricing model that uses the assumptions noted in the following table. Expected volatilities are based on historical volatility of the Company's stock. The Company uses historical data to estimate option exercise and employee termination within the valuation model. The expected term of stock options granted is the mid-point of the contractual life and the vesting periods of the stock options. The risk-free rate for periods within the contractual life of the stock option is based on the U.S. Treasury yield curve in effect at the time of grant.

The fair value of each stock option granted or modified was estimated using the following weighted-average assumptions:

	Nine-Month Period Ended September 30,	
	2006	2005
Expected volatility	54%	59%
Risk-free interest rate	4.7%	3.7%
Expected lives	6.5 years	6.0 years
Dividend rate	0.0	0.0

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The following is a summary of stock option activity: (in thousands, except exercise price data and contractual life data):

Options	Number of Shares	Weighted-Average Exercise Price	Weighted-Average Remaining Contractual Life (Years)	Aggregate Intrinsic Value
Outstanding at January 1, 2006	10,969	\$ 10.75		
Granted				
Exercised	(44)	7.65		
Forfeited or cancelled	(121)	14.72		
Outstanding at March 31, 2006	10,804	10.79		
Granted				
Exercised	(276)	7.56		
Forfeited or cancelled	(506)	12.07		
Outstanding at June 30, 2006	10,022	10.81		
Granted				
Exercised	(9)	7.63		
Forfeited or cancelled	(11)	10.30		
Outstanding at September 30, 2006	10,002	\$ 10.81	5.88	\$ 938
Vested or expected to vest at September 30, 2006	9,975	\$ 10.83	6.11	\$ 917
Exercisable at September 30, 2006	9,676	\$ 10.95	6.08	\$ 691

The total intrinsic value of options exercised during the three- and nine-month periods ended September 30, 2006 was \$7 thousand and \$311 thousand, respectively.

Stock-based compensation expense related to the Company's employee stock option plans was \$0.3 million and \$1.2 million for the three- and nine-month periods ended September 30, 2006, respectively.

As of September 30, 2006, there was approximately \$1.0 million of total unrecognized compensation expense related to the Company's employee stock option plans that is expected to be recognized over a weighted-average period of 0.7 years.

The following table illustrates the effect on net loss and net loss per share had employee compensation costs for the stock-based compensation plan been determined based on grant date fair values of awards under the provisions of SFAS No. 123, for the three- and nine-month periods ended September 30, 2005. (in thousands, except per share data):

	Three-Month Period Ended September 30, 2005	Nine-Month Period Ended September 30, 2005
Net loss		
As reported	\$ (12,820)	\$ (13,078)
Add: Total stock-based employee compensation expense determined under fair value-based method for all awards, net of related tax effects	(2,427)	(7,281)

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Pro forma net loss	\$	(15,247)	\$	(20,359)
Net loss per share, basic and diluted				
As reported	\$	(0.10)	\$	(0.11)
Pro forma net loss per share, basic and diluted	\$	(0.12)	\$	(0.16)

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The following is a summary of nonvested restricted stock and restricted stock units activity: (in thousands, except per share data):

	Number of Shares	Weighted- Average Grant Date Fair Value
Nonvested at June 30, 2006		
Granted	50	\$ 8.00
Vested		
Forfeited or cancelled		
Nonvested at September 30, 2006	50	\$ 8.00

Stock-based compensation expense related to grants of restricted stock and restricted stock units was \$0.1 million for the three- and nine-month periods ended September 30, 2006, respectively.

As of September 30, 2006, there was approximately \$0.3 million of total unrecognized compensation expense related to grants of restricted stock and restricted stock units that is expected to be recognized over a weighted-average period of 0.7 years

Employee Stock Purchase Plan

The Company's 2001 Employee Stock Purchase Plan (the Purchase Plan) provides that the maximum number of shares of Class A common stock that will be made available for sale under the Purchase Plan is 600,000, plus an annual increase of 600,000 shares on the first day of each of the ten calendar years beginning in 2002. All of the Company's employees are eligible to participate in the Purchase Plan, provided that they have completed six months of continuous service as an employee as of an offering date. Under the terms of the Purchase Plan, employees may elect to have up to 15% of their compensation withheld to purchase shares during each offering period. There are two offering periods annually under the Purchase Plan, one which commences on February 15 and concludes on August 14, and the other which commences on August 15 and concludes on the following February 14. The purchase price of the stock is 85% of the lower of the day preceding the beginning-of-period or end-of-period closing market price. Since the inception of the Purchase Plan through September 30, 2006, 574,005 shares have been purchased.

Stock-based compensation expense related to the Purchase Plan for the three- and nine-month periods ended September 30, 2006 was \$60 thousand and \$168 thousand, respectively.

Nonemployee Stock-Based Compensation

On May 1, 2006, the Company entered into an amendment to the 2004 Plan that resulted in the reclassification of the fair value of vested stock options granted to nonemployee service providers previously classified as liabilities to equity as additional paid-in capital. The aggregate fair value of vested nonemployee stock-based awards reclassified to equity at the amendment date was \$2.5 million.

For the three-month periods ended September 30, 2006 and 2005, the Company recognized a reduction of \$2 thousand and an increase of \$182 thousand of nonemployee stock-based compensation for nonemployee stock option awards, respectively.

For the nine-month periods ended September 30, 2006 and 2005, the Company recognized \$0.7 million and \$0.6 million of nonemployee stock-based compensation for nonemployee stock option awards, respectively.

Loss Per Share

Basic loss per share is computed as net income applicable to common stockholders divided by weighted average number of common shares outstanding for the period. Diluted loss per share reflects the potential dilution, if any, that could occur from shares issuable through stock options and the Purchase Plan.

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For the three-month periods ended September 30, 2006 and 2005, all dilutive securities have been excluded as their inclusion would have had an anti-dilutive effect on loss per share. For the three-month period ended September 30, 2006, the securities whose conversion would result in an incremental number of shares that would be included in determining the weighted average shares outstanding for diluted earnings per share if their effect was not anti-dilutive was 39,144 equivalent shares of stock options. For the three-month period ended September 30, 2005, the securities whose conversion would result in an incremental number of shares that would be included in determining the weighted average shares outstanding for diluted earnings per share if their effect was not anti-dilutive was 232,992 equivalent shares of stock options.

For the nine-month periods ended September 30, 2006 and 2005, all dilutive securities have been excluded as their inclusion would have had an anti-dilutive effect on loss per share. For the nine-month period ended September 30, 2006, the securities whose conversion would result in an incremental number of shares that would be included in determining the weighted average shares outstanding for diluted earnings per share if their effect was not anti-dilutive is 70,097 equivalent shares of stock options. For the nine-month period ended September 30, 2005, the securities whose conversion would result in an incremental number of shares that would be included in determining the weighted average shares outstanding for diluted earnings per share if their effect was not anti-dilutive is 206,305 equivalent shares of stock options.

Disposition of Assets

In January 2006, the Company sold the assets of radio stations KBRG-FM and KLOK-AM, serving the San Francisco/San Jose, California market, to Univision for \$90 million. The full amount of the purchase price was paid in the form of 12,573,871 shares of the Company's Class U common stock held by Univision based on the ten day volume weighted average share price of \$7.1577 between December 15, 2005 and December 29, 2005. The Company realized a gain on sale of \$10.5 million, net of tax of \$7 million. The Company had a loss of approximately \$1.7 million in the second quarter of 2006 related to the closure of the San Francisco/San Jose facility. The assets sold do not constitute a component set under SFAS No. 144 Accounting for the Impairment or Disposal of Long-Lived Assets (SFAS 144); therefore, there is no presentation of discontinued operations.

In September 2006, the Company sold the assets of radio station KZLZ-FM serving the Tucson, Arizona market for \$4.8 million. The Company realized a gain on sale of \$0.7 million, net of tax of \$0.4 million. The assets sold do not constitute a component set under SFAS 144; therefore, there is no presentation of discontinued operations.

The assets in the San Francisco/San Jose, California market were classified as assets held for sale at December 31, 2005. Summarized balance sheet data for assets held for sale at December 31, 2005 was as follows (in millions):

Property and equipment, net	\$ 1.8
Land	4.9
Other intangibles subject to amortization, net	2.5
FCC licenses not subject to amortization	60.3
	\$ 69.5

Acquisition of Assets

In February 2006, the Company acquired the assets of television stations KTIZ-LP, KSFE-LP, KLIA-LP and KFTN-LP in the McAllen, Texas market for a total fair value of \$2.3 million in exchange for approximately \$0.8 million in cash and the assets of television station KTFV-CA in the McAllen, Texas market.

In July 2006, the Company acquired a full power television construction permit in Derby, Kansas for \$2.7 million in an auction held by the FCC.

In July 2006, the Company acquired the assets of radio station KBOC-FM in Dallas, Texas for a total of \$16.6 million.

In August 2006, the Company acquired the assets of television station KNEZ-LP in the Laredo, Texas market for \$1.4 million.

The Company evaluated the transferred set of activities, assets, inputs, outputs and processes in these acquisitions and dispositions and determined that the acquisitions and dispositions did not constitute a business.

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Pending Transactions

In March 2006, the Company agreed to purchase a full power television construction permit in Colorado Springs, Colorado for \$2.6 million in an auction held by the FCC. The Company made a \$0.6 million deposit and currently expects to receive final approval during the fourth quarter of 2006.

Goodwill and Other Intangible Assets

Goodwill and indefinite life intangibles are not amortized but are tested annually for impairment, or more frequently, if events or changes in circumstances indicate that the assets might be impaired. In the agreement to sell certain of the Dallas radio assets, the sales price was less than the carrying value, which indicated that other radio assets might be impaired. As a result of the pending sale of the Dallas radio assets, the Company decided to conduct a valuation of the radio reporting unit for the purpose of determining whether any impairment existed.

The valuation of the fair value of the radio reporting unit was primarily determined by combining radio properties into market clusters and using two different discounted cash flow models for the valuation. The assumptions in the models were based on the station's projected ability to serve its market based on its signal coverage of the market or on the Company's actual historical results and expected future cash flows. In order to corroborate the fair market values estimated by the discounted cash flow analysis, the valuation considered recent comparable sales for each market cluster. Based on the assumptions and projections, the radio reporting unit's fair value was less than its carrying value as of June 30, 2006. In accordance with the provisions of SFAS No. 142 Goodwill and Other Intangible Assets (SFAS 142), the Company recognized an impairment loss of \$156.2 million relating to goodwill and \$33.5 million relating to FCC licenses in the Dallas and Denver markets for the nine-month period ended September 30, 2006.

The impairment of goodwill and the Denver FCC licenses was primarily related to a general slowing of growth in the radio industry over recent quarters. The impairment of the Dallas FCC licenses was primarily related to increased competition and a general slowing of growth in the radio industry over recent quarters resulting in the write-down of certain of the assets of the Dallas market to fair value based on the pending sale.

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Syndicated Bank Credit Facility

In September 2005, the Company refinanced the former syndicated bank credit facility with a new \$650 million senior secured syndicated bank credit facility consisting of a 7 1/2-year \$500 million term loan and a 6 1/2-year \$150 million revolving facility. The term loan under the new syndicated bank credit facility has been drawn in full, the proceeds of which were used (i) to refinance \$250 million outstanding under the Company's former syndicated bank credit facility, (ii) to complete a tender offer for the Company's previously outstanding \$225 million senior subordinated notes, and (iii) for general corporate purposes.

The term loan matures in 2013 and is subject to automatic quarterly reductions of \$1.25 million starting on January 1, 2006. The revolving facility expires in 2012. The Company's ability to make additional borrowings under the syndicated bank credit facility is subject to compliance with certain financial covenants, including financial ratios, and other conditions set forth in the syndicated bank credit facility.

The syndicated bank credit facility is secured by substantially all of the Company's assets, as well as the pledge of the stock of substantially all of the Company's subsidiaries, including the special purpose subsidiary formed to hold the Company's FCC licenses.

The term loan bears interest at LIBOR plus a margin of 1.50%, for a total interest rate of 6.87% at September 30, 2006. As of September 30, 2006, \$496 million of the term loan was outstanding.

The revolving facility bears interest at LIBOR plus a margin ranging from 1% to 2% based on leverage covenants. As of September 30, 2006, \$2 million of the revolving facility was outstanding and \$146 million was available under the revolving facility for future borrowings. The Company had approximately \$2 million in outstanding letters of credit as of that date, which reduced the amount otherwise available for future borrowings. In addition, the Company pays a quarterly unused commitment fee ranging from 0.25% to 0.50% per annum, depending on the level of facility usage.

The syndicated bank credit facility contains customary events of default. If an event of default occurs and is continuing, the Company might be required to repay all amounts then outstanding under the syndicated bank credit facility. Lenders holding more than 50% of the loans and commitments under the syndicated bank credit facility may elect to accelerate the maturity of loans upon the occurrence and during the continuation of an event of default.

The syndicated bank credit facility contains a mandatory prepayment clause, triggered in the event that (i) the proceeds of certain asset dispositions are not utilized as provided under the syndicated bank credit facility within 18 months of such disposition; (ii) insurance or condemnation proceeds are not utilized as provided under the syndicated bank credit facility within 360 days following receipt thereof; or (iii) the proceeds from capital contributions or equity offerings are not utilized to acquire businesses or properties relating to radio, television and outdoor advertising within 360 days following such capital contribution or equity offering. In addition, if the Company incurs certain additional indebtedness, then 100% of such proceeds must be used to reduce the outstanding loan balance; and if the Company has excess cash flow, as defined in the syndicated bank credit facility, then 75% of such excess cash flow must be used to reduce the outstanding loan balance.

The syndicated bank credit facility contains certain financial covenants relating to maximum net debt ratio, senior debt ratio, maximum capital expenditures and fixed charge coverage ratio. The covenants become increasingly restrictive in the later years of the syndicated bank credit facility. The syndicated bank credit facility also requires the Company to maintain FCC licenses for broadcast properties and contains restrictions on the incurrence of additional debt, the payment of dividends, the making of acquisitions and the sale of assets over a certain limit. Additionally, the Company entered into three interest rate swap agreements because the leverage exceeded certain limits.

The Company can draw on the revolving facility without prior approval for working capital needs and for acquisitions having an aggregate maximum consideration of \$25 million or less. Proposed acquisitions are conditioned upon the Company's delivery to the agent bank of a covenant compliance certificate showing pro forma calculations assuming such acquisition had been consummated and revised revenue projections for the acquired properties. For acquisitions having an aggregate maximum consideration in excess of \$100 million, consent is required from lenders holding more than 50% of the loans and commitments under the syndicated bank credit facility.

Derivative Instruments

As of September 30, 2006, the Company had three interest rate swap agreements with a \$466 million aggregate notional amount, with quarterly reductions, that expire on October 1, 2010. These interest rate swap agreements convert a portion of the variable rate term loan into a fixed rate obligation of 5.96%, which includes the margin of 1.50%. It is expected

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that as the notional amount of the interest rate swap agreements decline, the term loan amounts will continue to exceed the notional amounts of the interest rate swap agreements. The excess loan amount outstanding over the notional amount of the interest rate swap agreements will incur interest at LIBOR plus 1.50%. As of September 30, 2006, these interest rate swap agreements were not designated for hedge accounting treatment under the provisions of SFAS No. 133, *Accounting for Derivative Instruments and Hedging Activities* (SFAS 133) and as a result, changes in their fair values are reflected currently in earnings. At September 30, 2006, the fair value of the interest rate swap agreements was \$6.4 million and is classified as other assets on the balance sheet.

SFAS 133 requires the Company to recognize all of its derivative instruments as either assets or liabilities in the consolidated balance sheet at fair value. The accounting for changes in the fair value of a derivative instrument depends on whether it has been designated and qualifies as part of a hedging relationship, and further, on the type of hedging relationship. As of September 30, 2006, these interest rate swap agreements were not designated for hedge accounting treatment under SFAS 133, and as a result, the fair value is classified as other assets on the Company's balance sheet and as a reduction of interest expense on the Company's statements of operations. For the three-month period ended September 30, 2006, the Company recognized an increase of \$6.3 million of interest expense related to the decrease in fair value of the interest rate swap agreements. For the nine-month period ended September 30, 2006, the Company recognized a reduction of \$2.7 million of interest expense related to the increase in fair value of the interest rate swap agreements.

Recent Accounting Pronouncements

In June 2006, the FASB issued Interpretation No.48, *Accounting for Uncertainty in Income Taxes*, (FIN 48). The interpretation requires that the Company recognize in the financial statements, the impact of a tax position, if that position is more likely than not of being sustained on audit, based on the technical merits of the position. The provisions of FIN 48 are effective as of the beginning of the 2007 fiscal year, with the cumulative effect of the change in accounting principle recorded as an adjustment to opening retained earnings. The Company is currently evaluating the impact of adopting FIN 48 on the financial statements.

In September 2006, the FASB issued Statement of Financial Accounting Standards No. 157 (SFAS 157), *Fair Value Measurements*, which establishes a framework for reporting fair value and expands disclosures about fair value measurements. SFAS 157 becomes effective beginning in the first quarter of 2008. The Company is currently evaluating the impact of adopting SFAS 157 on the financial statements.

In September 2006, the SEC issued Staff Accounting Bulletin No. 108 (SAB 108), *Considering the Effects of Prior Year Misstatements when Quantifying Misstatements in Current Year Financial Statements*, to address diversity in practice in quantifying financial statement misstatements. SAB 108 requires that the Company quantify misstatements based on their impact on each of the financial statements and related disclosures. SAB 108 is effective as of the end of fiscal year 2006, allowing a one-time transitional cumulative effect adjustment to retained earnings as of January 1, 2006 for errors that were not previously deemed material, but are material under the guidance in SAB 108. The Company is currently evaluating the impact of adopting SAB 108 on the financial statements.

3. SEGMENT INFORMATION

The Company operates in three reportable segments: television broadcasting, radio broadcasting and outdoor advertising.

Television Broadcasting

The Company owns and/or operates 52 primary television stations located primarily in the southwestern United States, consisting primarily of Univision affiliates.

Radio Broadcasting

The Company owns and operates 47 radio stations (36 FM and 11 AM) located primarily in Arizona, California, Colorado, Florida, Nevada, New Mexico and Texas.

Outdoor Advertising

The Company owns approximately 10,700 outdoor advertising faces located primarily in Los Angeles and New York.

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Separate financial data for each of the Company's operating segments is provided below. Segment operating profit (loss) is defined as operating profit (loss) before corporate expenses and loss (gain) on sale of assets. There were no significant sources of revenue generated outside the United States during the three- and nine-month periods ended September 30, 2006 and 2005. The Company evaluates the performance of its operating segments based on the following (unaudited; in thousands):

	Three-Month Period Ended			Nine-Month Period Ended		
	2006	September 30, 2005	% Change	2006	September 30, 2005	% Change
Net Revenue						
Television	\$ 40,801	\$ 37,836	8%	\$ 118,175	\$ 107,351	10%
Radio	27,506	28,364	(3)%	72,873	75,350	(3)%
Outdoor	10,002	9,337	7%	26,469	25,099	5%
Consolidated	78,309	75,537	4%	217,517	207,800	5%
Direct operating expenses						
Television	15,769	15,013	5%	45,764	42,972	6%
Radio	9,569	10,067	(5)%	27,280	28,317	(4)%
Outdoor	6,583	6,164	7%	18,920	17,836	6%
Consolidated	31,921	31,244	2%	91,964	89,125	3%
Selling, general and administrative expenses						
Television	6,205	5,639	10%	17,880	16,818	6%
Radio	6,177	6,425	(4)%	17,430	18,175	(4)%
Outdoor	1,423	1,287	11%	3,996	3,652	9%
Consolidated	13,805	13,351	3%	39,306	38,645	2%
Depreciation and amortization						
Television	3,886	3,904	(0)%	11,293	11,448	(1)%
Radio	1,533	1,955	(22)%	5,212	6,496	(20)%
Outdoor	5,987	5,911	1%	17,119	16,878	1%
Consolidated	11,406	11,770	(3)%	33,624	34,822	(3)%
Segment operating profit (loss)						
Television	14,941	13,280	13%	43,238	36,113	20%
Radio	10,227	9,917	3%	22,951	22,362	3%
Outdoor	(3,991)	(4,025)	(1)%	(13,566)	(13,267)	2%
Consolidated	21,177	19,172	10%	52,623	45,208	16%
Corporate expenses	4,617	4,342	6%	13,911	12,994	7%
Gain on sale of assets	(1,408)		*	(19,060)		*
Impairment charge			*	189,661		*
Operating income (loss)	\$ 17,968	\$ 14,830	21%	\$ (131,889)	\$ 32,214	*
Capital expenditures						
Television	\$ 5,773	\$ 4,245		\$ 14,834	\$ 10,709	
Radio	757	891		2,502	2,436	
Outdoor	331	478		1,617	1,351	

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Consolidated	\$ 6,861	\$ 5,614	\$ 18,953	\$ 14,496
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Total assets				
Television	\$ 467,593	\$ 436,411		
Radio	718,248	985,786		
Outdoor	181,865	200,646		
Assets held for sale (Radio)	81,208	69,454		

Consolidated	\$ 1,448,914	\$ 1,692,297		
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* Percentage not meaningful.

Table of Contents**4. LITIGATION**

The Company is subject to various outstanding claims and other legal proceedings that arose in the ordinary course of business. The Company is a party to one dispute, which management does not believe is material, from plaintiffs seeking unspecified damages for certain employment-related claims. An appropriate accrual has been made in the consolidated financial statements. While the Company's legal counsel cannot express an opinion on this matter, management believes that any liability of the Company that may arise out of or with respect to this matter will not materially adversely affect the financial position, results of operations or cash flows of the Company.

5. SUBSEQUENT EVENTS

In November 2006, the Company sold the assets of all of its radio stations serving the Dallas, Texas market for an adjusted purchase price of \$92.5 million. The carrying value of certain of the assets had been adjusted to fair value less costs to sell, resulting in an impairment charge of \$16 million, net of tax of \$11 million, in the second quarter of 2006. The assets sold do not constitute a component set under SFAS 144; therefore, there is no presentation of discontinued operations.

The assets in the Dallas, Texas market were classified as assets held for sale as of September 30, 2006 and were no longer being depreciated or amortized. Summarized balance sheet data for assets held for sale as of September 30, 2006 was as follows (in millions):

Property and equipment, net	\$ 2.5
Land	0.5
Other intangibles subject to amortization, net	0.4
FCC licenses not subject to amortization	77.8
	\$ 81.2

On November 1, 2006, the Company's Board of Directors approved a stock repurchase program. The Company is authorized to repurchase up to \$100 million of its outstanding Class A common stock from time to time in open market transactions at prevailing market prices, block trades and private repurchases. The extent and timing of any repurchases will depend on market conditions and other factors. The Company intends to finance stock repurchases, if and when made, with available cash on hand and cash provided by operations.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**Overview**

We are a diversified Spanish-language media company with a unique portfolio of television, radio and outdoor advertising assets, reaching approximately 70% of all Hispanics in the United States. We operate in three reportable segments: television broadcasting, radio broadcasting and outdoor advertising. Our net revenue for the three-month period ended September 30, 2006 was \$78.3 million. Of that amount, revenue generated by our television segment accounted for 52%, revenue generated by our radio segment accounted for 35% and revenue generated by our outdoor segment accounted for 13%.

As of the date of filing this report, we own and/or operate 52 primary television stations that are located primarily in the southwestern United States. We own and operate 47 radio stations (36 FM and 11 AM) located primarily in Arizona, California, Colorado, Florida, Nevada, New Mexico and Texas. Our outdoor advertising segment consists of approximately 10,700 advertising faces located primarily in Los Angeles and New York.

The comparability of our results between 2006 and 2005 is affected by acquisitions and dispositions in those periods. In those years, we primarily acquired new media properties in markets where we already owned existing media properties. While new media properties contribute to the financial results of their markets, we do not attempt to measure their effect as they typically are integrated into existing operations.

We generate revenue from sales of national and local advertising time on television and radio stations and advertising on our billboards. Advertising rates are, in large part, based on each medium's ability to attract audiences in demographic groups targeted by advertisers. We recognize advertising revenue when commercials are broadcast and when outdoor advertising services are provided. We do not obtain long-term commitments from our advertisers and, consequently, they may cancel, reduce or postpone orders without penalties. We pay commissions to

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agencies for local, regional and national advertising. For contracts directly with agencies, we record net revenue from these agencies. Seasonal revenue fluctuations are common in the broadcasting and outdoor advertising industries and are due primarily to variations in advertising expenditures by both local and national advertisers.

Our primary expenses are employee compensation, including commissions paid to our sales staffs and national representative firms, as well as expenses for marketing, promotion and selling, technical, local programming, engineering, leasing, general and administrative, depreciation and amortization and impairment. Our local programming costs for television consist primarily of costs related to producing a local newscast in most of our markets.

Highlights

Despite continuing competition for advertising revenue among broadcasters and between the broadcast industry and other media, we experienced growth for the third quarter of 2006, and net revenue of \$78.3 million.

Our television segment led our success again in the third quarter of 2006, generating \$40.8 million in net revenue as we continued to sustain solid ratings across this segment. Our television results were driven by continued growth in our top advertising categories, including automotive, services, telecommunications and fast-food restaurants. We continue to enjoy significant revenue growth from our television stations located in markets with rapidly growing Hispanic populations, such as Las Vegas, Monterey, Palm Springs, El Centro, Reno, Harlingen-Weslaco-Brownsville-McAllen, Midland-Odessa, Lubbock, San Angelo, San Diego, Santa Barbara, Hartford-New Haven and Washington, D.C., each of which experienced greater than 15% net revenue growth in the third quarter of 2006.

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Our radio segment also had a solid third quarter of 2006, contributing \$27.5 million in net revenue as we concentrated our efforts on local sales, which accounted for 78% of total sales in the third quarter of 2006. The results for our radio segment for the third quarter of 2006 and year-to-date would have been stronger, but for the decrease in revenue associated with our radio stations serving the San Francisco/San Jose market, which we sold in January 2006. Our success was partly due to the addition of our third network format, *José: Toca lo Que Quiere* (plays what he wants), which features a mix of Spanish-language adult contemporary and Mexican regional hits from the 1970s through the present. Our *José: Toca lo que Quiere* format debuted in October 2005, and is currently broadcast on six stations in six markets. In addition, in February 2006, we began broadcasting *Piolin por la Mañana*, one of the highest-rated Spanish-language radio programs in the country, in eight markets, and have seen solid ratings growth in all of these markets where ratings have been released. In a key demographic, adults 18 to 34, *Piolin Por La Mañana* is rated number one in any language in Denver, Palm Springs and Stockton, is rated number two in any language in Sacramento, and is rated number one in Spanish in Modesto. We also generated \$300,000 of gross revenue in the third quarter of 2006, and a total of \$2.1 million, from advertising sponsorships of our broadcasts of 2006 FIFA World Cup matches on our radio stations in Los Angeles, Las Vegas, Dallas and El Paso.

In addition, we continued our strategy of divesting assets in markets where we did not see the opportunity to grow to scale and build out full clusters. For example, in January 2006 we disposed of radio stations KBRG-FM and KLOK-AM, serving the San Francisco/San Jose, California market, and in November 2006 we disposed of all of our radio stations serving the Dallas, Texas market. This strategy allows us to redeploy capital to markets with greater growth and earnings potential.

Our outdoor segment contributed \$10.0 million of our net revenue in the third quarter of 2006, and benefited from continuing overall demand for outdoor advertising in New York, Sacramento and Fresno. In addition, increased local sales played a key role in the growth of our outdoor advertising operations in the third quarter of 2006. We have made a concerted effort to strengthen the staffing and training of our local sales force, and we anticipate that this focus will continue for the remainder of 2006 and into 2007. We also continue to grow our transit advertising operations. In May 2006, we entered into a five-year agreement with the Hillsborough Transit Authority to sell advertising on municipal buses in the Tampa, Florida market. We believe that expanding our transit advertising creates opportunities to provide broader advertising coverage for national advertisers.

Acquisitions and Dispositions

In January 2006, we sold the assets of radio stations KBRG-FM and KLOK-AM, serving the San Francisco/San Jose, California market, to Univision, for \$90 million. The full amount of the purchase price was paid in the form of 12,573,871 shares of our Class U common stock held by Univision based on the ten-day volume weighted average share price of \$7.1577 between December 15, 2005 and December 29, 2005. We realized a gain on sale of \$10.5 million, net of tax of \$7 million. We had a loss of approximately \$1.7 million in the second quarter of 2006 related to the closure of the San Francisco/San Jose facility. The assets sold do not constitute a component set under SFAS No. 144 (SFAS 144); therefore, there is no presentation of discontinued operations.

In September 2006, we sold the assets of radio station KZLZ-FM serving the Tucson, Arizona market for \$4.8 million. We realized a gain on sale of \$0.7 million, net of tax of \$0.4 million. The assets sold do not constitute a component set under SFAS 144; therefore, there is no presentation of discontinued operations.

The assets in the San Francisco/San Jose, California market were classified as assets held for sale as of December 31, 2005 and were no longer being depreciated or amortized. Summarized balance sheet data for assets held for sale as of December 31, 2005 was as follows (in millions):

Property and equipment, net	\$ 1.8
Land	4.9
Other intangibles subject to amortization, net	2.5
FCC licenses not subject to amortization	60.3
	\$ 69.5

We evaluated the transferred set of activities, assets, inputs, outputs and processes in the foregoing acquisition and disposition and determined that the acquisition and disposition did not constitute a business.

In November 2006, we sold the assets of all of our radio stations serving the Dallas, Texas market for an adjusted purchase price of \$92.5 million. The carrying value of certain of the assets had been adjusted to fair value less costs to sell, resulting in an impairment charge of \$16

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million, net of tax of \$11 million, in the second quarter of 2006. The assets sold do not constitute a component set under SFAS 144; therefore, there is no presentation of discontinued operations.

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The assets in the Dallas, Texas market were classified as assets held for sale as of September 30, 2006 and were no longer being depreciated or amortized. Summarized balance sheet data for assets held for sale as of September 30, 2006 was as follows (in millions):

Property and equipment, net	\$ 2.5
Land	0.5
Other intangibles subject to amortization, net	0.4
FCC licenses not subject to amortization	77.8
	\$ 81.2

Impairment

Goodwill and indefinite life intangibles are not amortized but are tested annually for impairment, or more frequently, if events or changes in circumstances indicate that the assets might be impaired. In the agreement to sell certain of the Dallas radio assets, the sales price was less than the carrying value, which indicated that other radio assets might be impaired. As a result of the pending sale of the Dallas radio assets, we decided to conduct a valuation of the radio reporting unit for the purpose of determining whether any impairment existed.

The valuation of the fair value of our radio reporting unit was primarily determined by combining radio properties into market clusters and using two different discounted cash flow models for the valuation. The assumptions in the models were based on the station's projected ability to serve its market based on its signal coverage of the market or on our actual historical results and expected future cash flows. In order to corroborate the fair market values estimated by the discounted cash flow analysis, the valuation considered recent comparable sales for each market cluster. Based on the assumptions and projections, the radio reporting unit's fair value was less than its carrying value as of June 30, 2006. In accordance with the provisions of SFAS No. 142 Goodwill and Other Intangible Assets (SFAS 142), we recognized an impairment loss of \$156.2 million relating to goodwill and \$33.5 million relating to FCC licenses in the Dallas and Denver markets for the nine-month period ended September 30, 2006.

The impairment of goodwill and the Denver FCC licenses was primarily related to a general slowing of growth in the radio industry over recent quarters. The impairment of the Dallas FCC licenses was primarily related to increased competition and a general slowing of growth in the radio industry over recent quarters resulting in the write-down of certain of the assets of the Dallas market to fair value based on the pending sale.

Relationship with Univision

Univision currently owns approximately 15% of our common stock on a fully-converted basis. In connection with its merger with Hispanic Broadcasting Corporation in September 2003, Univision entered into an agreement with the U.S. Department of Justice, pursuant to which Univision agreed, among other things, to ensure that its percentage ownership of our company will not exceed 10% by March 26, 2009.

Our Class U common stock held by Univision has limited voting rights and does not include the right to elect directors. However, as the holder of all of our issued and outstanding Class U common stock, Univision currently has the right to approve any merger, consolidation or other business combination involving our company, any dissolution of our company and any assignment of the Federal Communications Commission, or FCC, licenses for any of our company's Univision-affiliated television stations. Each share of Class U common stock is automatically convertible into one share (subject to adjustment for stock splits, dividends or combinations) of our Class A common stock in connection with any transfer to a third party that is not an affiliate of Univision.

In January 2006, we sold the assets of radio stations KBRG-FM and KLOK-AM, serving the San Francisco/San Jose, California market, to Univision, for \$90 million. The full amount of the purchase price was paid in the form of 12,573,871 shares of our Class U common stock held by Univision based on the ten-day volume weighted average share price of \$7.1577 between December 15, 2005 and December 29, 2005. We realized a gain on sale of \$10.5 million, net of tax of \$7 million.

In March 2006, we repurchased 7,000,000 shares of Class U common stock held by Univision for \$51.1 million.

In July 2006, we repurchased 175,000 shares of Class U common stock held by Univision for \$1.4 million.

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In May 2004, we adopted its 2004 Equity Incentive Plan (2004 Plan), which replaced its 2000 Omnibus Equity Incentive Plan (2000 Plan). The 2000 Plan had allowed for the award of up to 11,500,000 shares of Class A common stock. The 2004 Plan allows for the award of up to 10,000,000 shares of Class A common stock, plus any grants remaining available at its adoption date under the 2000 Plan. Awards under the 2004 Plan may be in the form of incentive stock options, nonqualified stock options, stock appreciation rights, restricted stock or restricted stock units. The 2004 Plan is administered by a committee appointed by the Board. This committee determines the type, number, vesting requirements and other features and conditions of such awards. Generally, stock options granted from the 2000 Plan have a contractual term of ten years from the date of the grant and vest over four or five years and stock options granted from the 2004 Plan have a contractual term of ten years from the date of the grant and vest over four years.

The 2004 Plan was amended by the Compensation Committee effective July 13, 2006 to (i) eliminate automatic option grants for non-employee directors, making any grants to such directors discretionary by the Compensation Committee and (ii) eliminate the three-year minimum vesting period for non-performance based restricted stock and restricted stock units, making the vesting period for such grants discretionary by the Compensation Committee.

We have issued stock options and restricted stock units to various employees and non-employee directors of the Company in addition to non-employee service providers under both the 2004 Plan and the 2000 Plan.

Effective January 1, 2006, we adopted Statement of Financial Accounting Standards (SFAS) No. 123 (revised 2004), Share-Based Payment, (SFAS 123R) which requires the measurement and recognition of compensation expense for all stock-based awards made to employees and directors including employee stock options and employee stock purchases under the Employee Stock Purchase Plan (ESPP) based on estimated fair values. Prior to January 1, 2006, we accounted for those plans under the recognition and measurement provisions of Accounting Principles Board Opinion (APB) No. 25, Accounting for Stock Issued to Employees (APB 25) and related Interpretations, as permitted by SFAS No. 123, Accounting for Stock-Based Compensation (SFAS 123). In March 2005, the SEC issued Staff Accounting Bulletin (SAB) No. 107 (SAB 107) providing supplemental implementation guidance for SFAS 123R. We have applied the provisions of SAB 107 in the adoption of SFAS 123R.

SFAS 123R requires companies to estimate the fair value of stock-based awards on the date of grant using an option pricing model. The value of the portion of the award that is ultimately expected to vest is recognized as expense over the requisite service periods in the Consolidated Statements of Operations. Effective January 1, 2006, we adopted the fair value recognition provisions of SFAS 123R using the modified prospective transition method. Under that transition method, compensation cost recognized in the three- and nine-month periods ended September 30, 2006 includes: (i) compensation cost for all stock-based payments granted prior to, but not yet vested as of January 1, 2006, based on the grant-date fair value estimated in accordance with the pro forma provisions of SFAS 123, and (ii) compensation cost for all stock-based payments granted subsequent to January 1, 2006, based on the grant-date fair value estimated in accordance with the provisions of SFAS 123R.

Prior to the adoption of SFAS 123R, we accounted for all stock-based compensation plans, including employee stock option plans and stock purchase plans, using the intrinsic value method in accordance with APB 25 and related Interpretations, as permitted by SFAS 123, which does not require compensation to be recorded if the consideration to be received is at least equal to the fair value of the common stock to be issued at the measurement date. In accordance with the modified prospective transition method we used in adopting SFAS 123R, the results of operations prior to January 1, 2006 have not been restated to reflect, and do not include, the possible impact of SFAS 123R.

As a result of adopting SFAS 123R, our operating income, income before income taxes and net income applicable to common stockholders for the three-month period ended September 30, 2006 are \$0.4 million, \$0.4 million and \$0.2 million lower, respectively, than if we had continued to account for stock-based compensation under the recognition and measurement provisions of APB 25 and related Interpretations, as permitted by SFAS 123. Our operating income, income before income taxes and net income applicable to common stockholders for the nine-month period ended September 30, 2006 are \$1.3 million, \$1.3 million and \$0.7 million lower, respectively, than if we had continued to account for stock-based compensation under the recognition and measurement provisions of APB 25 and related Interpretations, as permitted by SFAS 123. Basic and diluted earnings per share for the three- and nine-month periods ended September 30, 2006 would not have changed if we had not adopted SFAS 123R.

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Stock Options

Stock-based compensation expense related to our employee stock option plans was \$0.3 million and \$1.2 million for the three- and nine-month periods ended September 30, 2006, respectively.

As of September 30, 2006, there was approximately \$1.0 million of total unrecognized compensation expense related to our employee stock option plans that is expected to be recognized over a weighted-average period of 0.7 years.

Restricted Stock and Restricted Stock Units

Stock-based compensation expense related to grants of restricted stock and restricted stock units was \$0.1 million for the three- and nine-month periods ended September 30, 2006.

As of September 30, 2006, there was approximately \$0.3 million of total unrecognized compensation expense related to grants of restricted stock and restricted stock units that is expected to be recognized over a weighted-average period of 0.7 years.

Employee Stock Purchase Plan

On April 4, 2001, our Board of Directors adopted the 2001 Employee Stock Purchase Plan (the Purchase Plan). Our stockholders approved the Employee Stock Purchase Plan on May 10, 2001 at our 2001 Annual Meeting of Stockholders. Subject to adjustments in our capital structure, as defined in the Purchase Plan, the maximum number of shares of our Class A common stock that will be made available for sale under Purchase Plan is 600,000, plus an annual increase of up to 600,000 shares on the first day of each of the ten calendar years beginning on January 1, 2002. All of our employees are eligible to participate in the Purchase Plan, provided that they have completed six months of continuous service as employees as of an offering date. Under the terms of the Purchase Plan, employees may elect to have up to 15% of their compensation withheld to purchase shares during each offering period. There are two offering periods annually under the Purchase Plan, one which commences on February 15 and concludes on August 14, and the other which commences on August 15 and concludes on the following February 14. The purchase price of the stock is 85% of the lower of the day preceding the beginning-of-period or end-of-period closing market price. Since the inception of the Purchase Plan through September 30, 2006, 574,005 shares have been purchased.

Stock-based compensation expense related to the Purchase Plan for the three- and nine-month periods ended September 30, 2006 was \$60 thousand and \$168 thousand, respectively.

Non-Employee Stock-Based Compensation

On May 1, 2006, we amended the 2004 Plan, which resulted in the reclassification of the fair value of vested stock options granted to nonemployee service providers previously classified as liabilities to equity as additional paid-in capital. The aggregate fair value of vested nonemployee stock-based awards reclassified to equity at the amendment date was \$2.5 million.

For the three-month periods ended September 30, 2006 and 2005, we recognized a reduction of \$2 thousand and an increase of \$182 thousand of nonemployee stock-based compensation for nonemployee stock option awards, respectively.

For the nine-month periods ended September 30, 2006 and 2005, we recognized \$0.7 million and \$0.6 million of nonemployee stock-based compensation for nonemployee stock option awards, respectively.

Recent Accounting Pronouncements

In July 2006, the FASB issued Interpretation No.48, Accounting for Uncertainty in Income Taxes, (FIN 48). The interpretation requires that we recognize in the financial statements, the impact of a tax position, if that position is more likely than not of being sustained on audit, based on the technical merits of the position. The provisions of FIN 48 are effective as of the beginning of our 2007 fiscal year, with the cumulative effect of the change in accounting principle recorded as an adjustment to opening retained earnings. We are currently evaluating the impact of adopting FIN 48 on our financial statements.

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In September 2006, the FASB issued Statement of Financial Accounting Standards No. 157 (SFAS 157), Fair Value Measurements, which establishes a framework for reporting fair value and expands disclosures about fair value measurements. SFAS 157 becomes effective beginning in the first quarter of 2008. We are currently evaluating the impact of adopting SFAS 157 on the financial statements.

In September 2006, the SEC issued Staff Accounting Bulletin No. 108 (SAB 108), Considering the Effects of Prior Year Misstatements when Quantifying Misstatements in Current Year Financial Statements, to address diversity in practice in quantifying financial statement misstatements. SAB 108 requires that we quantify misstatements based on their impact on each of the financial statements and related disclosures. SAB 108 is effective as of the end of fiscal year 2006, allowing a one-time transitional cumulative effect adjustment to retained earnings as of January 1, 2006 for errors that were not previously deemed material, but are material under the guidance in SAB 108. We are currently evaluating the impact of adopting SAB 108 on the financial statements.

Three- and Nine-Month Periods Ended September 30, 2006 and 2005

The following table sets forth selected data from our operating results for the three- and nine-month periods ended September 30, 2006 and 2005 (unaudited; in thousands):

	Three-Month Period Ended September 30,		%	Nine-Month Period Ended September 30,		%
	2006	2005	Change	2006	2005	Change
Statements of Operations Data:						
Net revenue	\$ 78,309	\$ 75,537	4%	\$ 217,517	\$ 207,800	5%
Direct operating expenses	31,921	31,244	2%	91,964	89,125	3%
Selling, general and administrative expenses	13,805	13,351	3%	39,306	38,645	2%
Corporate expenses	4,617	4,342	6%	13,911	12,994	7%
Gain on sale of assets	(1,408)		*	(19,060)		*
Depreciation and amortization	11,406	11,770	(3)%	33,624	34,822	(3)%
Impairment charge			*	189,661		*
	60,341	60,707	(1)%	349,406	175,586	99%
Operating income (loss)	17,968	14,830	21%	(131,889)	32,214	*
Interest expense	(14,393)	(7,796)	85%	(21,230)	(24,512)	(13)%
Interest income	61	201	(70)%	818	562	46%
Loss on debt extinguishment		(27,969)	*		(27,969)	*
Income (loss) before income taxes	3,636	(20,734)	*	(152,301)	(19,705)	*
Income tax benefit (expense)	(3,837)	7,915	*	(3,666)	6,823	*
Loss before equity in net income (loss) of nonconsolidated affiliate	(201)	(12,819)	(98)%	(155,967)	(12,882)	*
Equity in net income (loss) of nonconsolidated affiliate	93	(1)	*	(20)	(196)	(90)%
Net loss	\$ (108)	\$ (12,820)	(99)%	\$ (155,987)	\$ (13,078)	*