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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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**Form 10-Q**

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(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, 2012

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 000-27823



**Spanish Broadcasting System, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**13-3827791**  
(I.R.S. Employer  
Identification No.)

**7007 NW 77th Ave.**  
**Miami, Florida 33166**  
(Address of principal executive offices) (Zip Code)

**(305) 441-6901**  
(Registrant's telephone number, including area code)

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

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

As of November 9, 2012, 4,166,991 shares of Class A common stock, par value \$0.0001 per share, 2,340,353 shares of Class B common stock, par value \$0.0001 per share and 380,000 shares of Series C convertible preferred stock, \$0.01 par value per share, which are convertible into 760,000 shares of Class A common stock, were outstanding.

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### **Special Note Regarding Forward-Looking Statements**

This Quarterly Report on Form 10-Q contains both historical and forward-looking statements. All statements other than statements of historical fact are, or may be deemed to be, forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, (the “Securities Act”) and Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). These forward-looking statements are not based on historical facts, but rather reflect our current expectations concerning future results and events. These forward-looking statements generally can be identified by the use of statements that include phrases such as “believe”, “expect”, “anticipate”, “intend”, “estimate”, “plan”, “project”, “foresee”, “likely”, “will” or other words or phrases with similar meanings. Similarly, statements that describe our objectives, plans or goals are, or may be, forward-looking statements. These forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause our actual results, performance or achievements to be different from any future results, performance and anticipated achievements expressed or implied by these statements. We do not intend to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. In addition, forward-looking statements are subject to certain risks and uncertainties that could cause actual results to differ materially from our historical experience and our present expectations or projections. These risks and uncertainties include, but are not limited to those described in our Annual Report on Form 10-K for the year ended December 31, 2011, and those described from time to time in our future reports filed with the Securities and Exchange Commission (the “SEC”).

## PART I. FINANCIAL INFORMATION

### Item 1. Financial Statements - Unaudited

#### SPANISH BROADCASTING SYSTEM, INC. AND SUBSIDIARIES

##### Unaudited Condensed Consolidated Balance Sheets

	<u>September 30,</u> <u>2012</u>	<u>December 31,</u> <u>2011</u>
(In thousands, except share data)		
<b>Assets</b>		
Current assets:		
Cash and cash equivalents	\$ 30,295	71,266
Receivables, net of allowance for doubtful accounts of \$1,233 in 2012 and \$844 in 2011	26,896	23,797
Prepaid expenses and other current assets	2,444	4,354
Total current assets	59,635	99,417
Property and equipment, net of accumulated depreciation of \$61,094 in 2012 and \$57,834 in 2011	39,128	41,743
FCC broadcasting licenses	323,055	323,055
Goodwill	32,806	32,806
Other intangible assets, net of accumulated amortization of \$576 in 2012 and \$380 in 2011	1,971	2,168
Deferred financing costs, net of accumulated amortization of \$2,185 in 2012 and \$7,137 in 2011	15,364	465
Other assets	1,873	1,858
Total assets	<u>\$ 473,832</u>	<u>501,512</u>
<b>Liabilities and Stockholders' Deficit</b>		
Current liabilities:		
Accounts payable and accrued expenses	\$ 16,763	16,783
Accrued interest	15,853	280
Unearned revenue	617	914
Other liabilities	789	795
Current portion of the senior credit facility term loan due 2012	—	36,313
Current portion of other long-term debt	3,008	3,039
Series B cumulative exchangeable redeemable preferred stock dividends payable	26,887	21,923
Total current liabilities	63,917	80,047
Other liabilities, less current portion	862	603
Derivative instruments	838	740
12.5% senior secured notes due 2017, net of unamortized discount	267,500	—
Senior credit facility term loan due 2012, less current portion	—	266,750
Other long-term debt, less current portion	8,348	11,271
Deferred income taxes	86,053	84,368
Total liabilities	427,518	443,779
Commitments and contingencies (note 6)		
Cumulative exchangeable redeemable preferred stock:		
10 <sup>3</sup> / <sub>4</sub> % Series B cumulative exchangeable redeemable preferred stock, \$0.01 par value, liquidation value \$1,000 per share. Authorized 280,000 shares; 92,349 shares issued and outstanding at September 30, 2012 and December 31, 2011	92,349	92,349
Stockholders' deficit:		
Series C convertible preferred stock, \$0.01 par value and liquidation value. Authorized 600,000 shares; 380,000 shares issued and outstanding at September 30, 2012 and December 31, 2011	4	4
Class A common stock, \$0.0001 par value. Authorized 100,000,000 shares; 4,166,991 shares issued and outstanding at September 30, 2012 and December 31, 2011	—	—
Class B common stock, \$0.0001 par value. Authorized 50,000,000 shares; 2,340,353 shares issued and outstanding at September 30, 2012 and December 31, 2011	—	—
Additional paid-in capital	525,269	525,235
Accumulated other comprehensive loss	(838)	(740)
Accumulated deficit	(570,470)	(559,115)
Total stockholders' deficit	(46,035)	(34,616)
Total liabilities and stockholders' deficit	<u>\$ 473,832</u>	<u>501,512</u>

See accompanying notes to the unaudited condensed consolidated financial statements.

**SPANISH BROADCASTING SYSTEM, INC. AND SUBSIDIARIES**

Unaudited Condensed Consolidated Statements of Operations and Comprehensive (Loss) Income

	<u>Three-Months Ended</u> <u>September 30,</u>		<u>Nine-Months Ended</u> <u>September 30,</u>	
	<u>2012</u>	<u>2011</u>	<u>2012</u>	<u>2011</u>
	(In thousands, except per share data)			
Net revenue	\$35,881	36,412	102,586	102,814
Operating expenses:				
Engineering and programming	8,184	8,733	24,203	28,508
Selling, general and administrative	14,389	12,562	43,289	36,698
Corporate expenses	1,564	1,647	5,552	5,590
Depreciation and amortization	1,365	1,414	4,122	4,010
	<u>25,502</u>	<u>24,356</u>	<u>77,166</u>	<u>74,806</u>
(Gain) loss on the disposal of assets, net	(3)	(8)	(8)	(17)
Impairment charges and restructuring costs	148	—	572	207
Operating income	10,234	12,064	24,856	27,818
Other (expense) income:				
Interest expense, net	(9,931)	(2,054)	(26,613)	(6,114)
Loss on early extinguishment of debt	—	—	(391)	—
Income (loss) before income taxes	303	10,010	(2,148)	21,704
Income tax expense	248	1,220	1,761	4,160
Net income (loss)	55	8,790	(3,909)	17,544
Dividends on Series B preferred stock	(2,482)	(2,482)	(7,446)	(7,446)
Net (loss) income applicable to common stockholders	<u>\$ (2,427)</u>	<u>6,308</u>	<u>(11,355)</u>	<u>10,098</u>
Basic net (loss) income per common share	<u>\$ (0.33)</u>	<u>0.87</u>	<u>(1.56)</u>	<u>1.39</u>
Diluted net (loss) income per common share	<u>\$ (0.33)</u>	<u>0.87</u>	<u>(1.56)</u>	<u>1.39</u>
Weighted average common shares outstanding:				
Basic	<u>7,267</u>	<u>7,267</u>	<u>7,267</u>	<u>7,267</u>
Diluted	<u>7,267</u>	<u>7,272</u>	<u>7,267</u>	<u>7,279</u>
Net income (loss)	\$ 55	8,790	(3,909)	17,544
Other comprehensive (loss) income, net of taxes- unrealized gain (loss) on derivative instrument	19	38	(98)	54
Total comprehensive (loss) income	<u>\$ 74</u>	<u>8,828</u>	<u>(4,007)</u>	<u>17,598</u>

See accompanying notes to the unaudited condensed consolidated financial statements.

**SPANISH BROADCASTING SYSTEM, INC. AND SUBSIDIARIES**

Unaudited Condensed Consolidated Statement of Changes in Stockholders' Deficit for the Nine-Months Ended September 30, 2012

	Class C preferred stock		Class A common stock		Class B common stock		Additional paid-in capital	Accumulated other comprehensive loss, net	Accumulated deficit	Total stockholders' deficit
	Number of shares	Par value	Number of shares	Par value	Number of shares	Par value				
(In thousands, except share data)										
Balance at December 31, 2011	380,000	\$ 4	4,166,991	\$—	2,340,353	\$—	\$525,235	\$ (740)	\$ (559,115)	\$ (34,616)
Stock-based compensation	—	—	—	—	—	—	34	—	—	34
Series B preferred stock dividends	—	—	—	—	—	—	—	—	(7,446)	(7,446)
Comprehensive loss:										
Net loss	—	—	—	—	—	—	—	—	(3,909)	(3,909)
Other comprehensive loss	—	—	—	—	—	—	—	(98)	—	(98)
Balance at September 30, 2012	<u>380,000</u>	<u>\$ 4</u>	<u>4,166,991</u>	<u>\$—</u>	<u>2,340,353</u>	<u>\$—</u>	<u>\$525,269</u>	<u>\$ (838)</u>	<u>\$ (570,470)</u>	<u>\$ (46,035)</u>

See accompanying notes to the unaudited condensed consolidated financial statements.

**SPANISH BROADCASTING SYSTEM, INC. AND SUBSIDIARIES**

Unaudited Condensed Consolidated Statements of Cash Flows

	<b>Nine-Months Ended</b>	
	<b>September 30,</b>	
	<b>2012</b>	<b>2011</b>
	(In thousands)	
<b>Cash flows from operating activities:</b>		
Net (loss) income	\$ (3,909)	17,544
<b>Adjustments to reconcile net (loss) income to net cash provided by operating activities:</b>		
(Gain) loss on the disposal of assets	(8)	(17)
Impairment charges	509	207
Stock-based compensation	34	26
Depreciation and amortization	4,122	4,010
Net barter (income) loss	(184)	(264)
Provision for trade doubtful accounts	701	811
Loss on early extinguishment of debt	391	—
Amortization of deferred financing costs	2,292	788
Amortization of original issued discount	750	—
Deferred income taxes	1,685	4,084
Unearned revenue	138	520
<b>Changes in operating assets and liabilities:</b>		
Trade receivables	(4,107)	336
Prepaid expenses and other current assets	1,877	(410)
Other assets	(15)	222
Accounts payable and accrued expenses	15	(207)
Accrued interest	15,573	(2,919)
Other liabilities	(137)	(681)
Net cash provided by operating activities	<u>19,727</u>	<u>24,050</u>
<b>Cash flows from investing activities:</b>		
Purchases of property and equipment	(1,408)	(2,505)
Proceeds from the sale of property and equipment	8	31
Acquisition of a television station and related equipment	—	(8,000)
Net cash used in investing activities	<u>(1,400)</u>	<u>(10,474)</u>
<b>Cash flows from financing activities:</b>		
Proceeds from 12.5% senior secured notes due 2017	266,750	—
Payment of financing costs	(17,549)	—
Payment of senior secured credit facility term loan 2012	(303,063)	(2,438)
Payment of Series B preferred stock cash dividends	(2,482)	(2,483)
Payments of other long-term debt	(2,954)	(343)
Net cash used in financing activities	<u>(59,298)</u>	<u>(5,264)</u>
Net (decrease) increase in cash and cash equivalents	<u>(40,971)</u>	<u>8,312</u>
Cash and cash equivalents at beginning of period	71,266	55,140
Cash and cash equivalents at end of period	<u>\$ 30,295</u>	<u>63,452</u>
<b>Supplemental cash flows information:</b>		
Interest paid	<u>\$ 7,951</u>	<u>8,218</u>
Income taxes paid, net	<u>\$ 23</u>	<u>8</u>
<b>Noncash investing and financing activities:</b>		
Three-year promissory note issued for the acquisition of a television station and related equipment	<u>\$ —</u>	<u>8,000</u>
Accrual of Series B preferred stock cash dividends not declared	<u>\$ 4,964</u>	<u>4,963</u>
Unrealized (loss) gain on derivative instruments	<u>\$ (98)</u>	<u>54</u>

See accompanying notes to the unaudited condensed consolidated financial statements.

## SPANISH BROADCASTING SYSTEM, INC. AND SUBSIDIARIES

### NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

#### 1. Basis of Presentation

The unaudited condensed consolidated financial statements include the accounts of Spanish Broadcasting System, Inc. and its subsidiaries (the Company, we, us, our or SBS). All intercompany balances and transactions have been eliminated in consolidation. The accompanying unaudited condensed consolidated financial statements as of September 30, 2012 and December 31, 2011 and for the three- and nine-month periods ended September 30, 2012 and 2011 have been prepared in accordance with U.S. generally accepted accounting principles ("GAAP") for interim financial information and with the instructions to Form 10-Q and Article 8-03 of Regulation S-X. They do not include all information and notes required by U.S. GAAP for complete financial statements. These unaudited condensed consolidated financial statements should be read in conjunction with our consolidated financial statements as of, and for the fiscal year ended December 31, 2011, included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2011. In the opinion of management, the accompanying unaudited condensed consolidated financial statements contain all adjustments, which are all of a normal and recurring nature, necessary for a fair presentation of the results of the interim periods. Additionally, we evaluated subsequent events after the balance sheet date of September 30, 2012 through the financial statements issuance date. The results of operations for the nine-months ended September 30, 2012 are not necessarily indicative of the results for a full year.

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions about future events that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities at the date of the financial statements. Significant items subject to such estimates and assumptions include: the useful lives of fixed assets, allowance for doubtful accounts, the valuation of derivatives, deferred tax assets, fixed assets, intangible assets, stock-based compensation, contingencies and litigation. These estimates and assumptions are based on management's best judgments. Management evaluates its estimates and assumptions on an ongoing basis using historical experience and other factors, including the current economic environment, which management believes to be reasonable under the circumstances. Management adjusts such estimates and assumptions as facts and circumstances dictate. Illiquid credit markets, volatile equity markets and reductions in advertising spending have combined to increase the uncertainty inherent in such estimates and assumptions. Actual results could differ from these estimates.

#### 2. Stockholders' Deficit

##### *(a) Series C Convertible Preferred Stock*

On December 23, 2004, in connection with the closing of the merger agreement, dated October 5, 2004, with CBS Radio (formerly known as Infinity Media Corporation, CBS Radio), a division of CBS Corporation, Infinity Broadcasting Corporation of San Francisco ("Infinity SF") and SBS Bay Area, LLC, a wholly-owned subsidiary of SBS, pursuant to which SBS acquired the FCC license of Infinity SF (the "CBS Radio Merger"), we issued to CBS Radio an aggregate of 380,000 shares of Series C convertible preferred stock, \$0.01 par value per share (the "Series C preferred stock"). Each share of Series C preferred stock is convertible at the option of the holder into two fully paid and non-assessable shares of the Class A common stock. The shares of Series C preferred stock issued at the closing of the CBS Radio Merger are convertible into 760,000 shares of Class A common stock, subject to certain adjustments. The number of Class A common stock shares reflects a 1-for-10 reverse stock split effectuated by the Company on July 11, 2011. In connection with the CBS Radio Merger, we also entered into a registration rights agreement with CBS Radio, pursuant to which CBS Radio may instruct us to file up to three registration statements, on a best efforts basis, with the SEC, providing for the registration for resale of the Class A common stock issuable upon conversion of the Series C preferred stock.

We are required to pay holders of Series C preferred stock dividends on parity with our Class A common stock and Class B common stock, and each other class or series of our capital stock created after December 23, 2004.

##### *(b) Class A and B Common Stock*

The rights of the Class A common stock holders and Class B common stock holders are identical except with respect to their voting rights and conversion provisions. The Class A common stock is entitled to one vote per share and the Class B common stock is entitled to ten votes per share. The Class B common stock is convertible to Class A common stock on a share-for-share basis at the option of the holder at any time, or automatically upon a transfer of the Class B common stock to a person or entity which is not a permitted transferee (as described in our Certificate of Incorporation). Holders of each class of common stock are entitled to receive dividends and, upon liquidation or dissolution, are entitled to receive all assets available for distribution to stockholders. Neither the holders of the Class A common stock nor the holders of the Class B common stock have preemptive or other subscription rights, and there are no redemption or sinking fund provisions with respect to such shares. Each class of common stock is subordinate to our 10<sup>3/4</sup>% Series B cumulative exchangeable redeemable preferred stock, par value \$0.01 per share (the "Series B preferred stock"). The Series B preferred stock has a liquidation preference of \$1,000 per share and is on parity with the Series C preferred stock with respect to dividend rights and rights upon liquidation, winding up and dissolution of SBS.

*(c) Share-Based Compensation Plans*

**2006 Omnibus Equity Compensation Plan**

In July 2006, we adopted an omnibus equity compensation plan (the “Omnibus Plan”) in which grants of Class A common stock can be made to participants in any of the following forms: (i) incentive stock options, (ii) non-qualified stock options, (iii) stock appreciation rights, (iv) stock units, (v) stock awards, (vi) dividend equivalents, and (vii) other stock-based awards. The Omnibus Plan authorizes up to 350,000 shares of our Class A common stock for issuance, subject to adjustment in certain circumstances. The Omnibus Plan provides that the maximum aggregate number of shares of Class A common stock units, stock awards and other stock-based awards that may be granted, other than dividend equivalents, to any individual during any calendar year is 100,000 shares, subject to adjustments.

**Stock Options Activity**

Stock options have only been granted to employees and directors. Our stock options have various vesting schedules and are subject to the employees and directors continuing their service to SBS. We recognize compensation expense based on the estimated grant date fair value using the Black-Scholes option pricing model and recognize the compensation expense using a straight-line amortization method. When estimating forfeitures, we consider voluntary termination behaviors, as well as trends of actual option forfeitures. Ultimately, our stock-based compensation expense is based on awards that vest. Our stock-based compensation has been reduced for estimated forfeitures.

A summary of the status of our stock options, as of December 31, 2011 and September 30, 2012, and changes during the nine-months ended September 30, 2012, is presented below (in thousands, except per share data):

	<u>Shares</u>	<u>Weighted Average Exercise Price</u>	<u>Aggregate Intrinsic Value</u>	<u>Weighted Average Remaining Contractual Life (Years)</u>
Outstanding at December 31, 2011	159	\$ 49.49		
Granted	—	—		
Exercised	—	—		
Forfeited	(17)	89.08		
Outstanding at September 30, 2012	142	\$ 44.68	\$ 35	4.5
Exercisable at September 30, 2012	140	\$ 45.06	\$ 35	4.4

During the nine-months ended September 30, 2012 and 2011, no stock options were exercised; therefore, no cash payments were received. In addition, we did not recognize a tax benefit on our stock-based compensation expense due to our valuation allowance on substantially all of our deferred tax assets.

The following table summarizes information about stock options outstanding and exercisable at September 30, 2012 (in thousands, except per share data):

Range of Exercise Prices	Outstanding		Weighted Average Exercise Price	Weighted Average Remaining Contractual Life (Years)	Exercisable	
	Vested Options	Unvested Options			Number Exercisable	Weighted Average Exercise Price
\$2.00 – 49.99	80	2	\$ 14.50	6.4	80	\$ 14.41
50.00 – 99.99	46	—	79.33	1.6	46	79.33
100.00 – 117.80	14	—	111.06	2.0	14	111.06
	<u>140</u>	<u>2</u>	\$ 44.68	4.5	<u>140</u>	\$ 45.06

### 3. Basic and Diluted Net (Loss) Income Per Common Share

Basic net (loss) income per common share was computed by dividing net (loss) income applicable to common stockholders by the weighted average number of shares of common stock and convertible preferred stock outstanding for each period presented, using the “if converted” method. Diluted net (loss) income per common share is computed by giving effect to common stock equivalents as if they were outstanding for the entire period.

The following is a reconciliation of the shares used in the computation of basic and diluted net income per share for the three- and nine-month periods ended September 30, 2012 and 2011 (in thousands):

	Three-Months Ended September 30,		Nine-Months Ended September 30,	
	2012	2011	2012	2011
Basic weighted average shares outstanding	7,267	7,267	7,267	7,267
Effect of dilutive equity instruments	—	5	—	12
Dilutive weighted average shares outstanding	<u>7,267</u>	<u>7,272</u>	<u>7,267</u>	<u>7,279</u>
Options to purchase shares of common stock and other stock-based awards outstanding which are not included in the calculation of diluted net income per share because their impact is anti-dilutive	<u>134</u>	<u>176</u>	<u>135</u>	<u>164</u>



## 5. Income Taxes

We have determined that due to a variety of reasons, we are currently unable to estimate our annual effective tax rate during our interim periods, which would be applied to our pre-tax ordinary income. We are calculating our effective income tax rate using a year-to-date income tax calculation. Our income tax expense differs from the statutory federal tax rate of 35% and related statutory state tax rates, primarily due to the reversal of our deferred tax liabilities related to the tax amortization of our FCC broadcasting licenses and the establishment of a valuation allowance on substantially all of our deferred tax assets.

We file federal, state and local income tax returns in the United States and Puerto Rico. The tax years that remain subject to assessment of additional liabilities by the United States federal, state, and local tax authorities are 2008 through 2011. The tax years that remain subject to assessment of additional liabilities by the Puerto Rico tax authority are 2007 through 2011.

Based on our evaluation, we have concluded that there are no significant uncertain tax positions requiring recognition in our consolidated financial statements as of September 30, 2012.

## 6. Commitments and Contingencies

We are subject to certain legal proceedings and claims that have arisen in the ordinary course of business and have not been fully adjudicated. In our opinion, we do not have a potential liability related to any current legal proceedings and claims that would individually or in the aggregate have a material adverse effect on our financial condition or operating results. However, the results of legal proceedings cannot be predicted with certainty. Should we fail to prevail in any of these legal matters or should all of these legal matters be resolved against us in the same reporting period, the operating results of a particular reporting period could be materially adversely affected.

## 7. Fair Value Measurement Disclosures

### Fair Value of Financial Instruments

Cash and cash equivalents, receivables, as well as accounts payable and accrued expenses, and other current liabilities, as reflected in the consolidated financial statements, approximate fair value because of the short-term maturity of these instruments and are considered Level 1 measurements within the fair value hierarchy. The estimated fair value of our other long-term debt instruments, approximate their carrying amounts as the interest rates approximate our current borrowing rate for similar debt instruments of comparable maturity, or have variable interest rates.

Fair value estimates are made at a specific point in time, based on relevant market information and information about the financial instrument. These estimates are subjective in nature and involve uncertainties and matters of significant judgment and therefore cannot be determined with precision. Changes in assumptions could significantly affect the estimates.

The estimated fair values of our financial instruments are as follows (in millions):

Description	Fair Value Hierarchy	September 30, 2012		December 31, 2011	
		Carrying Amount	Fair Value	Carrying Amount	Fair Value
12.5% senior secured notes due 2017	Level 2	\$ 267.5	288.2	—	—
Senior credit facility term loan due 2012	Level 3	—	—	303.1	281.3
10 <sup>3</sup> / <sub>4</sub> % Series B cumulative exchangeable redeemable preferred stock	Level 3	92.3	51.7	92.3	67.2
Promissory note payable, included in other long-term debt	Level 3	5.9	4.3	6.1	3.1
Promissory note payable, included in other long-term debt	Level 3	5.3	5.0	8.0	6.6

The fair value estimates of these financial instruments were based upon either: (a) market quotes from a major financial institution taking into consideration the most recent market activity, or (b) a discounted cash flow analysis taking into consideration current rates.

## Fair Value of Derivative Instruments

The following table represents required quantitative disclosures regarding fair values of our derivative instruments (in thousands).

Description	September 30, 2012 carrying value and balance sheet location of derivative instruments	Liabilities		
		Quoted prices in active markets for identical instruments (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)
<i>Derivative designated as a cash flow hedging instrument:</i>				
Interest rate swap	\$ 838	—	838	—

Description	December 31, 2011 carrying value and balance sheet location of derivative instruments	Fair value measurements at December 31, 2011		
		Quoted prices in active markets for identical instruments (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)
<i>Derivative designated as a cash flow hedging instrument:</i>				
Interest rate swap	\$ 740	—	740	—

The interest rate swap fair value is derived from the present value of the difference in cash flows based on the forward-looking LIBOR yield curve rates, as compared to our fixed rate applied to the hedged amount through the term of the agreement, less adjustments for credit risk.

Interest rate swaps	Three-Months Ended September 30,		Nine-Months Ended September 30,	
	2012	2011	2012	2011
(Loss) gain recognized in other comprehensive loss (effective portion)	\$ 19	38	(98)	54

## 8. Refinancing of our First Lien Credit Facility due 2012

On February 7, 2012 we closed our offering of \$275 million in aggregate principal amount of 12.5% senior secured notes due 2017 (the “Notes”) at an issue price of 97% of the principal amount. The Notes were offered solely by means of a private placement either to qualified institutional buyers in the United States pursuant to Rule 144A under the Securities Act, or to certain persons outside the United States pursuant to Regulation S under the Securities Act, as amended. We used the net proceeds from the offering, together with cash on hand, to repay and terminate the senior credit facility term loan (the “First Lien Credit Facility”), and to pay the transaction costs related to the offering. As a result of the repayment and termination of the First Lien Credit Facility, we recognized a loss on early extinguishment of debt related to the write-off of unamortized deferred financing costs of approximately \$0.4 million during the nine-months ended September 30, 2012.

### Interest

The Notes accrue interest at a rate of 12.5% per year. Interest on the Notes is paid semi-annually on each April 15 and October 15, commencing on April 15, 2012. After April 15, 2013, interest will accrue at a rate of 12.5% per annum on (i) the original amount of the Notes plus (ii) any Additional Interest (as defined below) payable but unpaid in any prior interest period, payable in cash on each interest payment date. Further, beginning on the interest payment date occurring on April 15, 2013, additional interest will be payable at a rate of 2.00% per annum (the “Additional Interest”) on (i) the original principal amount of the Notes plus (ii) any amount of Additional Interest payable but unpaid in any prior interest period, to be paid in cash, at our election, (x) on the applicable interest payment date or (y) on the earliest of the maturity date of the Notes, any acceleration of the Notes and any redemption of the

Notes; provided that no Additional Interest will be payable on any interest payment date if, for the applicable fiscal period, either (a) we record positive consolidated station operating income for our television segment or (b) our secured leverage ratio on a consolidated basis is less than 4.75 to 1.00.

### ***Collateral and Ranking***

The Notes and the guarantees are secured on a first-priority basis by a security interest in certain of the Company's and the guarantors' existing and future tangible and intangible assets (other than "Excluded Assets" (as defined in the Indenture)). The Notes and the guarantees are structurally subordinated to the obligations of our non-guarantor subsidiaries. The Notes and guarantees are senior to all of the Company's and the guarantors' existing and future unsecured indebtedness to the extent of the value of the collateral.

The Indenture permits us, under specified circumstances, to incur additional debt in the future. The amount of such debt is limited by the covenants contained in the Indenture.

The Notes are senior secured obligations of the Company that rank equally with all of our existing and future senior indebtedness and senior to all of our existing and future subordinated indebtedness. Subject to certain exceptions, the Notes will be fully and unconditionally guaranteed by each of our existing and future wholly-owned domestic subsidiaries (which excludes (i) our existing and future subsidiaries formed in Puerto Rico (the "Puerto Rican Subsidiaries"), (ii) our future subsidiaries formed under the laws of foreign jurisdictions and (iii) our existing and future subsidiaries, whether domestic or foreign, of the Puerto Rican Subsidiaries or foreign subsidiaries) and our other domestic subsidiaries that guarantee certain of our other debt. The Notes and guarantees are structurally subordinated to all existing and future liabilities (including trade payables) of our non-guarantor subsidiaries.

### ***Covenants and Other Matters***

The Indenture governing the Notes contains covenants that, among other things, limit our ability and the ability of the guarantors to:

- incur or guarantee additional indebtedness;
- pay dividends and make other restricted payments;
- incur restrictions on the payment of dividends or other distributions from our restricted subsidiaries;
- engage in sale-lease back transactions;
- enter into new lines of business;
- make certain payments to holders of notes that consent to amendments to the indenture governing the notes without paying such amounts to all holders of notes;
- create or incur certain liens;
- make certain investments and acquisitions;
- transfer or sell assets;
- engage in transactions with affiliates; and
- merge or consolidate with other companies or transfer all or substantially all of our assets.

The Indenture contains certain customary representations and warranties, affirmative covenants and events of default which could, subject to certain conditions, cause the Notes to become immediately due and payable, including, but not limited to, the failure to make premium or interest payments; failure by the Company to accept and pay for Notes tendered when and as required by the change of control and asset sale provisions of the Indenture; failure to comply with certain covenants in the Indenture; failure to comply with certain agreements in the Indenture for a period of 60 days following notice by the Trustee or the holders of not less than 25% in aggregate principal amount of the Notes then outstanding; failure to pay any debt within any applicable grace period after the final maturity or acceleration of such debt by the holders thereof because of a default, if the total amount of such debt unpaid or accelerated exceeds \$15 million; failure to pay final judgments entered by a court or courts of competent jurisdiction aggregating \$15 million or more (excluding amounts covered by insurance), which judgments are not paid, discharged or stayed, for a period of 60 days; and certain events of bankruptcy or insolvency.

## **9. Dividend Payments on our 10<sup>3</sup>/<sub>4</sub>% Series B Cumulative Exchangeable Redeemable Preferred Stock**

Under the terms of our Series B preferred stock, the holders of the outstanding shares of the Series B preferred stock are entitled to receive, when, as and if declared by the Board of Directors out of funds of the Company legally available therefor, dividends on the Series B preferred stock at a rate of 10<sup>3</sup>/<sub>4</sub>% per year, of the \$1,000 liquidation preference per share. All dividends are cumulative, whether or not earned or declared, and are payable quarterly in arrears on specified dividend payment dates.

In determining whether to declare and pay any prior or future cash dividends, our Board of Directors considers management's recommendation, our financial condition, as well as whether funds are legally available to make such payments and the dividend would otherwise be permitted under the Delaware General Corporate Law. In addition, there are certain covenants under the Indenture which governs our Notes that restrict our ability to pay more than one quarterly dividend every four consecutive fiscal quarters unless we have satisfied certain leverage ratios. Currently, we do not satisfy those ratios and do not expect to be able to satisfy those ratios in the near term. Consequently, we do not expect that we could declare and pay another quarterly dividend until April 15, 2013 without breaching those covenants. Since a breach of those covenants could lead to a default under the Notes, we do not expect that our Board would declare and pay a dividend that would breach those covenants. Any decision by our Board to declare and pay the quarterly dividend scheduled for April 15, 2013 will depend on the factors described above.

On April 4, 2012 and April 5, 2011, the Board of Directors declared a cash dividend for the dividend due April 15, 2012 and 2011 to the holders of our Series B preferred stock of record as of April 1, 2012 and 2011. The cash dividends of \$26.875 per share were paid in cash on April 16, 2012 and April 15, 2011.

Our Board of Directors, under management's recommendation, has previously determined that based on the circumstances at the time, among other things, the then current economic environment and our future cash requirements (and, in the case of the three most recent scheduled dividends, the restrictive covenants under the Indenture), it was not prudent to declare or pay the dividends scheduled for January 15, 2013, October 15, 2012, July 15, 2012, January 15, 2012, October 15, 2011, July 15, 2011 and January 15, 2011.

If dividends on our Series B preferred stock are in arrears and unpaid for four consecutive quarters, a "voting rights triggering event" will have occurred. Following the occurrence, and during the continuation, of a voting rights triggering event, holders of the Series B preferred stock will be entitled to elect two directors to newly created positions on our board of directors, and we will be subject to more restrictive covenants, including a prohibition on our ability to incur any additional indebtedness and restrictions on our ability to pay dividends or make distributions, redeem or repurchase securities, make investments, enter into transactions with affiliates or merge or consolidate with (or sell substantially all of our assets to) any other person. See Item 1A. Risk Factors in our Annual Report on Form 10-K for the year ended December 31, 2011 for a further discussion of our Series B preferred stock, including the consequences of not paying such dividends.

## **10. Liquidity and Capital Resources**

Our primary sources of liquidity are our current cash and cash equivalents and the cash expected to be provided by operations. We do not currently have a revolving credit facility or other working capital lines of credit. Our cash flow from operations is subject to factors impacting our customers and target audience, such as overall advertising demand, shifts in population, station listenership and viewership, demographics, audience tastes and fluctuations in preferred advertising media. Our ability to raise funds by increasing our indebtedness is limited by the terms of the Certificate of Designations governing our Series B preferred stock and by the terms of the Indenture governing the Notes. Additionally, our Certificate of Designations and the Indenture governing the Notes place restrictions on us with respect to the sale of assets, liens, investments, dividends, debt repayments, transactions with affiliates, and consolidations and mergers, among other things.

Our strategy is to primarily utilize cash flows from operations to meet our capital needs and contractual obligations. Management continually projects anticipated cash requirements and believes that cash from operating activities, together with cash on hand, should be sufficient to permit us to meet our operating obligations over the next twelve month period, including, among other things, required semi-annual interest payments pursuant to the Notes and capital expenditures, excluding the acquisitions of major FCC broadcasting licenses.

On October 15, 2013, each holder of Series B preferred stock will have the right to require us to redeem all or a portion of such holder's Series B preferred stock at a purchase price of 100% of the liquidation preference thereof, plus accumulated and unpaid dividends. If the holders of shares of Series B preferred stock request that we repurchase all or a portion of their Series B preferred stock we may not be able to do so due to the existing covenants in the Indenture governing our Notes and our lack of legally available funds. We are currently exploring alternatives to restructure or refinance the Series B Preferred Stock prior to its redemption date. There is no assurance that we will be able to do so. If we fail to discharge our repurchase obligation with respect to the Series B preferred stock upon a valid request, then a voting rights triggering event will occur.

Following the occurrence, and during the continuation, of a "voting rights triggering event," holders of the Series B preferred stock will be entitled to elect two directors to newly created positions on our board of directors, and we will be subject to more restrictive covenants, including a prohibition on our ability to incur any additional indebtedness and restrictions on our ability to pay dividends or make distributions, redeem or repurchase securities, make investments, enter into transactions with affiliates or merge or consolidate with (or sell substantially all of our assets to) any other person. See Item 1A. Risk Factors in our Annual Report on Form 10-K for the year ended December 31, 2011 for a further discussion of our Series B preferred stock, including the consequences of not paying such dividends.

## **11. New Accounting Standards**

In July 2012, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2012-02, Intangibles—Goodwill and Other (Topic 350): Testing Indefinite-Lived Intangible Assets for Impairment. This ASU permits an entity the option to first assess qualitative factors to determine whether the existence of events and circumstances indicates that it is more likely than not that the indefinite-lived intangible asset is impaired. If, after assessing the totality of events and circumstances an entity concludes that it is not more likely than not that the indefinite-lived intangible asset is impaired, then the entity is not required to take further action. However, if an entity concludes otherwise, then it is required to determine the fair value of the indefinite-lived intangible asset and perform the quantitative impairment test by comparing the fair value with the carrying amount. The ASU is effective for annual and interim impairment tests performed for fiscal years beginning after September 15, 2012. Early adoption is permitted. We will implement the provisions of ASU 2012-02 as of January 1, 2013.

## **Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations**

### **General Overview**

We own and/or operate 21 radio stations in markets that reach approximately 41% of the Hispanic population in the United States, including Puerto Rico. In addition, we broadcast via our owned and operated television stations in South Florida and Houston and through distribution agreements, including nationally on a subscriber basis, which allow us to serve television markets representing over 15% of U.S. Hispanics. We operate two reportable segments: radio and television.

Our radio stations are located in six of the eight most populous Hispanic markets in the United States: Los Angeles, New York, Puerto Rico, Chicago, Miami and San Francisco. Los Angeles and New York have the largest and second largest Hispanic populations and are also the largest and second largest radio markets in the United States measured by advertising revenue, respectively. We format the programming of each of our radio stations to capture a substantial share of the Hispanic audience in their respective markets. The U.S. Hispanic population is diverse, consisting of numerous identifiable ethnic groups from many different countries of origin, and each ethnic group has its own musical and cultural heritage. Since the music, culture, customs and Spanish dialects vary from one radio market to another, we strive to maintain familiarity with the musical tastes and preferences of each of the various Hispanic ethnic groups. To accommodate and monetize such diversity, we customize our programming to match the local preferences of our target demographic audience in each market we serve. For the nine-months ended September 30, 2012 and 2011, our radio revenue was generated primarily from the sale of local, national and network advertising, and our radio segment generated 87% of our consolidated net revenue.

Our television stations and related affiliates operate under the "MegaTV" brand. We have created a unique television format which focuses on entertainment, current events and variety with high-quality content. Our programming is formatted to capture a larger share of the U.S. Hispanic audience by focusing on our core strengths as an "entertainment" company, thus offering a new alternative compared to the traditional Hispanic television channels. MegaTV's programming is based on a strategy designed to showcase a combination of programs, ranging from televised radio-branded shows to general entertainment programs, such as music, celebrity, debate, interviews and personality based shows. As part of our strategy, we have incorporated certain of our radio on-air personalities into our television programming. In addition, we have included interactive elements into our programming to complement our Internet websites. We produce over 50 hours of original programming per week. For the nine-months ended September 30, 2012 and 2011, our television revenue was generated primarily from the sale of local advertising and paid programming and generated 13% of our consolidated net revenues.

As part of our operating business, we also own 21 bilingual websites, including [www.lamusica.com](http://www.lamusica.com), [Mega.tv](http://Mega.tv) and various station websites that provide content related to Latin music, entertainment, news and culture. LaMusica.com and our network of station websites generate revenue primarily from advertising and sponsorship. In addition, the majority of our station websites simultaneously stream our stations' content, which has broadened the audience reach of our radio stations. In addition, we produce live concerts and events in the United States and Puerto Rico. Concerts generate revenue from ticket sales, sponsorship and promotions while raising awareness of our brands in the surrounding communities. These distinct offerings provide additional synergistic opportunities for our advertising partners to reach their targeted audiences.

### **Business Drivers and Financial Statement Presentation**

The following discussion provides a brief description of certain key items that appear in our consolidated financial statements and general business factors that impact these items.

#### **Net Revenue Description and Factors**

Our net revenue is primarily derived from the sale of advertising airtime to local and national advertisers. Net revenue is gross revenue less agency commissions, which are generally 15% of gross revenue.

- Local revenue generally consists of advertising airtime sold in a station's local market either directly to the advertiser or through an advertiser's agency. Local revenue includes local spot sales, integrated sales, sponsorship sales and paid-programming (or infomercials). For the nine-months ended September 30, 2012 and 2011, local revenue comprised 68% of our gross revenue.
- National and network revenue generally consists of advertising airtime sold to agencies purchasing advertising for multiple markets. National sales are generally facilitated by our national representation firm, which serves as our agent in these transactions. For the nine-months ended September 30, 2012 and 2011, national revenue comprised 16% —18% of our gross revenue. Network sales generally consists of advertising airtime sold to our network sales partner and for the nine-months ended September 30, 2012 and 2011, comprised 3%—5% of our gross revenue.

Our net revenue is generally determined by the advertising rates that we are able to charge and the number of advertisements that we can broadcast without jeopardizing listenership/viewership levels. Each station broadcasts a predetermined number of advertisements per hour with the actual number depending upon the format of a particular station and any programming strategy we are utilizing to attract an audience. The number of advertisements we decide to broadcast hourly is intended to maximize the station's revenue without negatively impacting its audience listener/viewer levels. While there may be shifts from time to time in the number of advertisements broadcast during a particular time of the day, the total number of advertisements broadcast on a particular station generally does not vary significantly from year to year.

Our advertising rates are primarily based on the following factors:

- a station's audience share in the demographic groups targeted by advertisers which are measured by ratings agencies, primarily Arbitron and Nielsen;
- the number of stations, as well as other forms of media, in the market competing for the attention of the same demographic groups;
- the supply of, and demand for, advertising time; and
- the size of the market.

Our net revenue is also affected by general economic conditions, competition and our ability to improve operations at our market clusters. Seasonal revenue fluctuations are also common in the broadcasting industry and are primarily due to variations in advertising expenditures by local and national advertisers. Our net revenue is typically lowest in the first calendar quarter of the year.

In addition to advertising revenue, we also generate revenue from barter sales, special events revenue, interactive revenue, syndication revenue, subscriber revenue and other revenue. For the nine-months ended September 30, 2012 and 2011, these revenues combined comprised approximately 9%—13% of our gross revenue.

- *Barter sales.* We use barter sales agreements to reduce cash paid for operating costs and expenses by exchanging advertising airtime for goods or services. However, we endeavor to minimize barter revenue in order to maximize cash revenue from our available airtime.
- *Special events revenue.* We generate special events revenue from ticket sales and event sponsorships, as well as profit-sharing arrangements by producing or co-producing live concerts and events promoted by our radio and television stations.
- *Interactive revenue.* We derive internet revenue from our websites through the sale of advertiser promotions and advertising on our websites and the sale of advertising airtime during audio streaming of our radio stations over the internet.
- *Syndication revenue.* We receive syndication revenue from licensing various MegaTV content internationally.
- *Subscriber revenue.* We receive subscriber revenue in the form of a per subscriber based fee, which is paid to us by satellite operators.
- *Other revenue.* We receive other ancillary revenue such as rental income from renting available tower space or sub-channels.

#### ***Operating Expenses Description and Factors***

Our operating expenses consist primarily of (1) engineering and programming expenses, (2) selling, general and administrative and (3) corporate expenses.

- *Engineering and programming expenses.* Engineering and programming expenses are related to the delivery and creation of our programming content on the air. These expenses include compensation and benefits for employees involved in engineering and programming, transmitter-related expenses, originally produced content, on-air promotions, acquired programming, music license fees, broadcasting rights fees and other expenses.
- *Selling, general and administrative expenses.* Selling, general and administrative expenses are related to the costs of selling our programming content and administrative costs associated with operating and managing our stations. These expenses include compensation and benefits for employees involved in selling and administrative functions, commissions, rating services, advertising, barter expenses, facilities expenses, special events expenses, professional fees, insurance, allowance for doubtful accounts and other expenses.
- *Corporate expenses.* Corporate expenses are related to the operations of our corporate offices and matters. These expenses include compensation and benefits for our corporate employees, professional fees, insurance, corporate facilities expenses and other expenses.

We strive to control our operating expenses by centralizing certain functions at our corporate offices and consolidating certain functions in each of our market clusters. Also, in our pursuit to control our operating expenses, we work closely with our local station management and vendors.

## Comparison Analysis of the Operating Results for the Three-Months Ended September 30, 2012 and 2011

The following summary table presents financial data for each of our operating segments:

	Three-Months Ended September 30,	
	2012	2011
	(In thousands)	
<b>Net revenue:</b>		
Radio	\$31,192	31,970
Television	4,689	4,442
Consolidated	<u>\$35,881</u>	<u>36,412</u>
<b>Engineering and programming expenses:</b>		
Radio	\$ 5,470	5,322
Television	2,714	3,411
Consolidated	<u>\$ 8,184</u>	<u>8,733</u>
<b>Selling, general and administrative expenses:</b>		
Radio	\$12,543	10,492
Television	1,846	2,070
Consolidated	<u>\$14,389</u>	<u>12,562</u>
<b>Corporate expenses:</b>		
	\$ 1,564	1,647
<b>Depreciation and amortization:</b>		
Radio	\$ 495	547
Television	776	739
Corporate	94	128
Consolidated	<u>\$ 1,365</u>	<u>1,414</u>
<b>(Gain) loss on the disposal of assets, net:</b>		
Radio	\$ (3)	—
Television	—	—
Corporate	—	(8)
Consolidated	<u>\$ (3)</u>	<u>(8)</u>
<b>Impairment charges and restructuring costs:</b>		
Radio	\$ (23)	—
Television	—	—
Corporate	171	—
Consolidated	<u>\$ 148</u>	<u>—</u>
<b>Operating income (loss):</b>		
Radio	\$12,710	15,609
Television	(647)	(1,778)
Corporate	(1,829)	(1,767)
Consolidated	<u>\$10,234</u>	<u>12,064</u>

The following summary table presents a comparison of our results of operations for the three-months ended September 30, 2012 and 2011. Various fluctuations in the table are discussed below. This section should be read in conjunction with our unaudited condensed consolidated financial statements and notes.

	<b>Three-Months Ended</b>	
	<b>September 30,</b>	
	<b>2012</b>	<b>2011</b>
	<b>(In thousands)</b>	
Net revenue	\$35,881	36,412
Engineering and programming expenses	8,184	8,733
Selling, general and administrative expenses	14,389	12,562
Corporate expenses	1,564	1,647
Depreciation and amortization	1,365	1,414
(Gain) loss on disposal of assets, net of disposal costs	(3)	(8)
Impairment charges and restructuring costs	148	—
Operating income	\$10,234	12,064
Interest expense, net	(9,931)	(2,054)
Loss on early extinguishment of debt	—	—
Income tax expense	248	1,220
Net income	<u>\$ 55</u>	<u>8,790</u>

### ***Net Revenue***

The decrease in our consolidated net revenues of \$0.5 million, or 1%, was due to the decrease in our radio segment net revenues. Our radio segment net revenues decreased \$0.8 million or 2%, primarily due to local and network sales, offset by increases in barter, national and interactive sales. The decreases in local and network sales occurred throughout most of our markets. The increase in barter sales took place mainly in our Puerto Rico market and the increase in national sales was mostly in our Miami, Los Angeles and Puerto Rico markets. Our television segment net revenues increased \$0.3 million or 6%, largely due to increases in paid-programming, sub-channel rental revenue and national sales, offset by a decrease in local spot and integrated sales.

### ***Engineering and Programming Expenses***

The decrease in our consolidated engineering and programming expenses of \$0.6 million or 6% was due to the decrease in our television segment expenses. Our television segment expenses decreased \$0.7 million or 20%, mainly due to decreases in originally produced programming costs and compensation and benefits. Our radio segment expenses increased \$0.1 million or 3%, primarily due to an increase in compensation and benefits, offset by a decrease in music license fees.

### ***Selling, General and Administrative Expenses***

The increase in our consolidated selling, general and administrative expenses of \$1.8 million or 15% was due to the increase in our radio segment expenses. Our radio segment expenses increased \$2.0 million or 20%, mainly due to increases in local and national commissions, special events expenses, barter expense, advertising and promotions, and compensation and benefits. Our television segment expenses decreased \$0.2 million or 11%, primarily due to decreases in compensation and benefits and facilities expenses.

### ***Corporate Expenses***

The decrease in corporate expenses of \$0.1 million or 5% was mostly due to decreases in rent expense and compensation and benefits.

### ***Impairment Charges and Restructuring Costs***

The impairment charges and restructuring costs were largely related to an impairment charge recognized on the sub-lease of leased corporate office space.

### ***Operating Income***

The decrease in operating income of \$1.7 million or 13% was mainly due to the decrease in net revenue and the increase in operating expenses.

### **Interest Expense, Net**

The increase in interest expense of \$7.9 million was due to the increase in our interest rate and amortization of deferred financing costs related to our new 12.5% senior secured notes due 2017 (the "Notes"). On February 7, 2012, we issued \$275 million in aggregate principal amount of the Notes at an issue price of 97% of the principal amount. We used the net proceeds from this offering, together with cash on hand, to repay and terminate the senior credit facility term loan, and to pay the transaction costs related to this offering. Our Notes have an effective interest rate of approximately 13.3%, including the original issue discount. We also incurred approximately \$17.5 million in transaction costs, which is being amortized over the life of our Notes and recorded as interest expense.

### **Income Taxes**

The decrease in income tax expense of \$1.0 million was primarily a result of the decrease in our FCC broadcasting licenses tax amortization.

### **Net Income**

The decrease in net income was primarily due to the increase in interest expense and decrease of operating income.

### **Comparison Analysis of the Operating Results for the Nine-Months Ended September 30, 2012 and 2011**

The following summary table presents financial data for each of our operating segments:

	Nine-Months Ended September 30,	
	2012	2011
	(In thousands)	
<b>Net revenue:</b>		
Radio	\$ 89,258	89,633
Television	13,328	13,181
Consolidated	<u>\$102,586</u>	<u>102,814</u>
<b>Engineering and programming expenses:</b>		
Radio	\$ 15,199	17,010
Television	9,004	11,498
Consolidated	<u>\$ 24,203</u>	<u>28,508</u>
<b>Selling, general and administrative expenses:</b>		
Radio	\$ 37,073	30,264
Television	6,216	6,434
Consolidated	<u>\$ 43,289</u>	<u>36,698</u>
<b>Corporate expenses:</b>	<u>\$ 5,552</u>	<u>5,590</u>
<b>Depreciation and amortization:</b>		
Radio	\$ 1,572	1,710
Television	2,222	1,889
Corporate	328	411
Consolidated	<u>\$ 4,122</u>	<u>4,010</u>
<b>(Gain) loss on the disposal of assets, net:</b>		
Radio	\$ (8)	(9)
Television	—	—
Corporate	—	(8)
Consolidated	<u>\$ (8)</u>	<u>(17)</u>
<b>Impairment charges and restructuring costs:</b>		
Radio	\$ 48	—
Television	11	—
Corporate	513	207
Consolidated	<u>\$ 572</u>	<u>207</u>
<b>Operating income (loss):</b>		
Radio	\$ 35,374	40,658
Television	(4,125)	(6,640)
Corporate	(6,393)	(6,200)
Consolidated	<u>\$ 24,856</u>	<u>27,818</u>

The following summary table presents a comparison of our results of operations for the nine-months ended September 30, 2012 and 2011. Various fluctuations in the table are discussed below. This section should be read in conjunction with our unaudited condensed consolidated financial statements and notes.

	Nine-Months Ended September 30,	
	2012	2011
	(In thousands)	
Net revenue	\$102,586	102,814
Engineering and programming expenses	24,203	28,508
Selling, general and administrative expenses	43,289	36,698
Corporate expenses	5,552	5,590
Depreciation and amortization	4,122	4,010
(Gain) loss on disposal of assets, net of disposal costs	(8)	(17)
Impairment charges and restructuring costs	572	207
Operating income	\$ 24,856	27,818
Interest expense, net	(26,613)	(6,114)
Loss on early extinguishment of debt	(391)	—
Income tax expense	1,761	4,160
Net (loss) income	<u>\$ (3,909)</u>	<u>17,544</u>

### ***Net Revenue***

Our consolidated net revenues were relatively flat compared to the prior year. Our radio segment net revenues were relatively flat or decreased \$0.4 million, primarily due to national and network sales, offset by increases in barter, special events revenue, interactive and local sales. The decrease in national sales took place throughout most of our markets and the decrease in network sales occurred in all of our markets. The increase in local sales was mostly in our New York and Los Angeles markets. The increases in interactive and barter sales took place throughout most of our markets and the increase in special events revenue was mainly in our Puerto Rico and Miami markets. Our television segment net revenues increased \$0.2 million or 1%, largely due to increases in paid-programming, sub-channel rental revenue, barter and interactive sales, offset by decreases in national and local spot sales and integrated sales.

### ***Engineering and Programming Expenses***

The decrease in our consolidated engineering and programming expenses of \$4.3 million or 15% was due to the decreases in both our radio and television segments expenses. Our radio segment expenses decreased \$1.8 million or 11%, primarily due to decreases in music license fees and legal settlements. Our television segment expenses decreased \$2.5 million or 22%, mainly due to decreases in originally produced programming costs, compensation and benefits, and a reduction in broadcasting rights fees related to our former New York, Puerto Rico and Chicago outlets.

### ***Selling, General and Administrative Expenses***

The increase in our consolidated selling, general and administrative expenses of \$6.6 million or 18% was due to the increase in our radio segment expenses. Our radio segment expenses increased \$6.8 million or 22%, mainly due to increases in local and national commissions, barter expense, special events expenses, compensation and benefits, and travel and entertainment expenses, offset by decreases in music licenses fees and legal settlements. Our television segment expenses decreased \$0.2 million or 3%, primarily due to decreases in compensation and benefits, advertising and promotions, and facilities expenses.

### ***Corporate Expenses***

The decrease in corporate expenses of 1% was mostly due to decreases in professional fees and rent expense, offset by an increase in compensation and benefits related to bonuses for the successful 2012 debt refinancing.

### ***Impairment Charges and Restructuring Costs***

The impairment charges and restructuring costs were largely related to an impairment charge recognized on the sub-lease of leased corporate office space.

### ***Operating Income***

The decrease in operating income of \$2.5 million or 8% was mainly due to the increase in operating expenses.

### ***Interest Expense, Net***

The increase in interest expense of \$20.5 million was due to the increase in our interest rate and amortization of deferred financing costs related to our new 12.5% senior secured notes due 2017 (the “Notes”). On February 7, 2012, we issued \$275 million in aggregate principal amount of the Notes at an issue price of 97% of the principal amount. We used the net proceeds from this offering, together with cash on hand, to repay and terminate the senior credit facility term loan, and to pay the transaction costs related to this offering. Our Notes have an effective interest rate of approximately 13.3%, including the original issue discount. We also incurred approximately \$17.5 million in transaction costs, which is being amortized over the life of our Notes and recorded as interest expense.

### ***Loss on Early Extinguishment of Debt***

The loss on the early extinguishment of debt was due to the write-off of unamortized deferred financing costs related to the repayment and termination of the senior credit facility, on February 7, 2012.

### ***Income Taxes***

The decrease in income tax expense of \$2.4 million was primarily a result of the decrease in our FCC broadcasting licenses tax amortization.

### ***Net (Loss) Income***

The decrease in net income was primarily due to the increase in interest expense and decrease of operating income.

### ***Liquidity and Capital Resources***

Our primary sources of liquidity are our current cash and cash equivalents and the cash expected to be provided by operations. We do not currently have a revolving credit facility or other working capital lines of credit. Our cash flow from operations is subject to factors impacting our customers and target audience, such as overall advertising demand, shifts in population, station listenership and viewership, demographics, audience tastes and fluctuations in preferred advertising media. Our ability to raise funds by increasing our indebtedness is limited by the terms of the Certificate of Designations governing our Series B preferred stock and by the terms of the Indenture governing the Notes. Additionally, our Certificate of Designations and the Indenture governing the Notes place restrictions on us with respect to the sale of assets, liens, investments, dividends, debt repayments, transactions with affiliates, and consolidations and mergers, among other things.

Our strategy is to primarily utilize cash flows from operations to meet our capital needs and contractual obligations. Management continually projects anticipated cash requirements and believes that cash from operating activities, together with cash on hand, should be sufficient to permit us to meet our operating obligations over the next twelve month period, including, among other things, required semi-annual interest payments pursuant to the Notes and capital expenditures, excluding the acquisitions of major FCC broadcasting licenses. Disruptions in the capital and credit markets may result in increased borrowing costs associated with our short-term and long-term debt.

Assumptions (none of which can be assured) which underlie management’s beliefs, include the following:

- the demand for advertising within the broadcasting industry and economic conditions in general will not deteriorate further in any material respect;
- we will continue to successfully implement our business strategy; and
- we will not incur any material unforeseen liabilities, including but not limited to taxes, environmental liabilities, regulatory matters or legal judgments.

We evaluate strategic media acquisitions and/or dispositions and strive to expand our media content through distribution and affiliations in order to achieve a significant presence with clusters of stations in the top U.S. Hispanic markets. We engage in discussions regarding potential acquisitions and/or dispositions and expansion of our content through media outlets from time to time in the ordinary course of business. We anticipate that any future acquisitions would be financed through funds generated from permitted debt financing, equity financing, operations, asset sales or a combination of these or other available sources. However, there can be no assurance that financing from any of these sources, if necessary and available, can be obtained on favorable terms.

### ***Refinancing of Company’s debt***

On February 7, 2012 we closed our offering of \$275 million in aggregate principal amount of 12.5% senior secured notes due 2017 (the “Notes”) at an issue price of 97% of the principal amount. The Notes were offered solely by means of a private placement either to qualified institutional buyers in the United States pursuant to Rule 144A under the Securities Act, or to certain persons outside the United States pursuant to Regulation S under the Securities Act. We used the net proceeds from the offering, together with cash on hand, to repay and terminate the senior credit facility term loan (the “First Lien Credit Facility”), and to pay the transaction costs related to the offering. As a result of the repayment and termination of the First Lien Credit Facility, we recognized a loss on early extinguishment of debt related to the write-off of unamortized deferred financing costs of approximately \$0.4 million during the nine-months ended September 30, 2012.

*Interest*— The Notes accrue interest at a rate of 12.5% per year. Interest on the Notes is paid semi-annually on each April 15 and October 15, commencing on April 15, 2012. After April 15, 2013, interest will accrue at a rate of 12.5% per annum on (i) the original amount of the Notes plus (ii) any Additional Interest (as defined below) payable but unpaid in any prior interest period, payable in cash on each interest payment date. Further, beginning on the interest payment date occurring on April 15, 2013, additional interest will be payable at a rate of 2.00% per annum (the “Additional Interest”) on (i) the original principal amount of the Notes plus (ii) any amount of Additional Interest payable but unpaid in any prior interest period, to be paid in cash, at our election, (x) on the applicable interest payment date or (y) on the earliest of the maturity date of the Notes, any acceleration of the Notes and any redemption of the Notes; provided that no Additional Interest will be payable on any interest payment date if, for the applicable fiscal period, either (a) we record positive consolidated station operating income for our television segment or (b) our secured leverage ratio on a consolidated basis is less than 4.75 to 1.00.

*Collateral and Ranking*—The Notes and the guarantees are secured on a first-priority basis by a security interest in certain of the Company’s and the guarantors’ existing and future tangible and intangible assets (other than “Excluded Assets” (as defined in the Indenture)). The Notes and the guarantees are structurally subordinated to the obligations of our non-guarantor subsidiaries. The Notes and guarantees are senior to all of the Company’s and the guarantors’ existing and future unsecured indebtedness to the extent of the value of the collateral.

The Indenture permits us, under specified circumstances, to incur additional debt in the future. The amount of such debt is limited by the covenants contained in the Indenture.

The Notes are senior secured obligations of the Company that rank equally with all of our existing and future senior indebtedness and senior to all of our existing and future subordinated indebtedness. Subject to certain exceptions, the Notes are fully and unconditionally guaranteed by each of our existing and future wholly-owned domestic subsidiaries (which excludes (i) our existing and future subsidiaries formed in Puerto Rico (the “Puerto Rican Subsidiaries”), (ii) our future subsidiaries formed under the laws of foreign jurisdictions and (iii) our existing and future subsidiaries, whether domestic or foreign, of the Puerto Rican Subsidiaries or foreign subsidiaries) and our other domestic subsidiaries that guarantee certain of our other debt. The Notes and guarantees are structurally subordinated to all existing and future liabilities (including trade payables) of our non-guarantor subsidiaries.

*Covenants and Other Matters*—The Indenture governing the Notes contains covenants that, among other things, limit our ability and the ability of the guarantors to:

- incur or guarantee additional indebtedness;
- pay dividends and make other restricted payments;
- incur restrictions on the payment of dividends or other distributions from our restricted subsidiaries;
- engage in sale-lease back transactions;
- enter into new lines of business;
- make certain payments to holders of notes that consent to amendments to the indenture governing the notes without paying such amounts to all holders of notes;
- create or incur certain liens;
- make certain investments and acquisitions;
- transfer or sell assets;
- engage in transactions with affiliates; and
- merge or consolidate with other companies or transfer all or substantially all of our assets.

The Indenture contains certain customary representations and warranties, affirmative covenants and events of default which could, subject to certain conditions, cause the Notes to become immediately due and payable, including, but not limited to, the failure to make premium or interest payments; failure by the Company to accept and pay for Notes tendered when and as required by the change of control and asset sale provisions of the Indenture; failure to comply with certain covenants in the Indenture; failure to comply with certain agreements in the Indenture for a period of 60 days following notice by the Trustee or the holders of not less than 25% in aggregate principal amount of the Notes then outstanding; failure to pay any debt within any applicable grace period after the final maturity or acceleration of such debt by the holders thereof because of a default, if the total amount of such debt unpaid or accelerated exceeds \$15 million; failure to pay final judgments entered by a court or courts of competent jurisdiction aggregating \$15 million or more (excluding amounts covered by insurance), which judgments are not paid, discharged or stayed, for a period of 60 days; and certain events of bankruptcy or insolvency.

### ***Potential impact on the liquidity of our Series B preferred stock***

On October 15, 2013, each holder of Series B preferred stock will have the right to require us to redeem all or a portion of such holder's Series B preferred stock at a purchase price of 100% of the liquidation preference thereof, plus accumulated and unpaid dividends. If the holders of shares of Series B preferred stock request that we repurchase all or a portion of their Series B preferred stock we may not be able to do so due to the existing covenants in the Indenture governing our Notes and our lack of legally available funds. We are currently exploring alternatives to restructure or refinance the Series B Preferred Stock prior to its redemption date. There is no assurance that we will be able to do so. If we fail to discharge our repurchase obligation with respect to the Series B preferred stock upon a valid request, then a voting rights triggering event will occur.

Following the occurrence, and during the continuation, of a "voting rights triggering event," holders of the Series B preferred stock will be entitled to elect two directors to newly created positions on our board of directors, and we will be subject to more restrictive covenants, including a prohibition on our ability to incur any additional indebtedness and restrictions on our ability to pay dividends or make distributions, redeem or repurchase securities, make investments, enter into transactions with affiliates or merge or consolidate with (or sell substantially all of our assets to) any other person. See Item 1A. Risk Factors in our Annual Report on Form 10-K for the year ended December 31, 2011 for a further discussion of our Series B preferred stock, including the consequences of not paying such dividends.

### **Summary of Capital Resources**

The following summary table presents a comparison of our capital resources for the nine-months ended September 30, 2012 and 2011, with respect to certain key measures affecting our liquidity. The changes set forth in the table are discussed below. This section should be read in conjunction with the unaudited condensed consolidated financial statements and notes.

	Nine-Months Ended		Change
	September 30,		
	2012	2011	\$
	(In thousands)		
Capital expenditures:			
Radio	\$ 342	720	(378)
Television	913	1,658	(745)
Corporate	153	126	27
Consolidated	<u>\$ 1,408</u>	<u>2,504</u>	<u>(1,096)</u>
Net cash flows provided by operating activities	\$ 19,783	24,050	(4,267)
Net cash flows used in investing activities	(1,456)	(10,474)	9,018
Net cash flows used in financing activities	(59,298)	(5,264)	(54,034)
Net increase (decrease) in cash and cash equivalents	<u>\$(40,971)</u>	<u>8,312</u>	

### ***Capital Expenditures***

The decrease in our capital expenditures is primarily related to the absence in 2012 of the 2011 build out of our Puerto Rico television studios.

### ***Net Cash Flows Provided by Operating Activities***

Changes in our net cash flows from operating activities were primarily a result of the increase in cash paid to vendors, including interest, offset by a decrease in cash collected from trade sales.

### ***Net Cash Flows Used in Investing Activities***

Changes in our net cash flows from investing activities were a result of the decrease in our capital expenditures. The decrease in our capital expenditures is primarily related to the absence in 2012 of the 2011 build out of our Puerto Rico television studios.

### ***Net Cash Flows Used in Financing Activities***

Changes in our net cash flows from financing activities were a result of the 2012 refinancing. On February 7, 2012, we issued \$275 million in aggregate principal amount of 12.5% senior secured notes due 2017 at an issue price of 97% of the principal amount. We used the net proceeds from this offering, together with cash on hand, to repay and terminate the senior credit facility, and to pay the transaction costs related to this offering.

## **Recent Developments**

### ***NASDAQ Delisting Letter***

On October 3, 2012, we received a written deficiency notice (the “Notice”) from the NASDAQ Global Market (“NASDAQ”) advising us that the market value of our Class A common stock for the previous 30 consecutive business days had been below the minimum \$15,000,000 required for continued listing on the NASDAQ Global Market pursuant to NASDAQ Listing Rule 5450(b)(3)(C) (the “Rule”).

Pursuant to NASDAQ Listing Rule 5810(c)(3)(D), we have been provided an initial grace period of 180 calendar days, or until April 1, 2013, to regain compliance with the Rule. The Notice further provides that NASDAQ will provide written confirmation stating that we have achieved compliance with the Rule if at any time before April 1, 2013, the market value of our publicly held shares closes at \$15,000,000 or more for a minimum of 10 consecutive business days. If we do not regain compliance with the Rule by April 1, 2013, NASDAQ will provide written notification to us that our Class A common stock is subject to delisting from the NASDAQ Global Market, at which time we will have an opportunity to appeal the determination to a NASDAQ Hearings Panel.

We intend to use all reasonable efforts to maintain the listing of our Class A common stock on the NASDAQ Global Market, but there can be no guarantee that we will regain compliance with the Rule.

### ***Debt Refinancing***

On February 7, 2012 we closed our offering of \$275 million in aggregate principal amount of 12.5% senior secured notes due 2017 (the “Notes”) at an issue price of 97% of the principal amount. The Notes were offered solely by means of a private placement either to qualified institutional buyers in the United States pursuant to Rule 144A under the Securities Act, or to certain persons outside the United States pursuant to Regulation S under the Securities Act and are governed by an Indenture, dated as of the same date, by and between the Company and Wilmington Trust, National Association, as trustee. We used the net proceeds from the offering, together with cash on hand, to repay and terminate the previously existing \$350,000,000 first lien credit agreement, dated as of June 10, 2005, among the Company, the lenders from time to time party thereto, Merrill Lynch, Pierce Fenner & Smith, Inc., as syndication agent, Wachovia Bank, National Association, as documentation agent, and Lehman Commercial Paper Inc., as administrative agent, that was due June 10, 2012, and to pay the transaction costs related to the offering.

### ***Dividend Payment on the Series B Preferred Stock***

Under the terms of our Series B preferred stock, the holders of the outstanding shares of the Series B preferred stock are entitled to receive, when, as and if declared by the Board of Directors out of funds of the Company legally available therefor, dividends on the Series B preferred stock at a rate of 10 <sup>3</sup>/<sub>4</sub>% per year, of the \$1,000 liquidation preference per share. All dividends are cumulative, whether or not earned or declared, and are payable quarterly in arrears on specified dividend payment dates.

In determining whether to declare and pay any prior or future cash dividends, our Board of Directors considers management’s recommendation, our financial condition, as well as whether funds are legally available to make such payments and the dividend would otherwise be permitted under the Delaware General Corporate Law. In addition, there are certain covenants under the Indenture which governs our Notes that restrict our ability to pay more than one quarterly dividend every four consecutive fiscal quarters unless we have satisfied certain leverage ratios. Currently, we do not satisfy those ratios and do not expect to be able to satisfy those ratios in the near term. Consequently, we do not expect that we could declare and pay another quarterly dividend until April 15, 2013 without breaching those covenants. Since a breach of those covenants could lead to a default under the Notes, we do not expect that our Board would declare and pay a dividend that would breach those covenants. Any decision by our Board to declare and pay the quarterly dividend scheduled for April 15, 2013 will depend on the factors described above.

On April 4, 2012 and April 5, 2011, the Board of Directors declared a cash dividend for the dividend due April 15, 2012 and 2011 to the holders of our Series B preferred stock of record as of April 1, 2012 and 2011. The cash dividends of \$26.875 per share were paid in cash on April 16, 2012 and April 15, 2011.

Our Board of Directors, under management’s recommendation, has previously determined that based on the circumstances at the time, among other things, the then current economic environment and our future cash requirements (and, in the case of the three most recent scheduled dividends, the restrictive covenants under the Indenture), it was not prudent to declare or pay the dividends scheduled for January 15, 2013, October 15, 2012, July 15, 2012, January 15, 2012, October 15, 2011, July 15, 2011 and January 15, 2011.

If dividends on our Series B preferred stock are in arrears and unpaid for four consecutive quarters, a “voting rights triggering event” will have occurred. Following the occurrence, and during the continuation, of a voting rights triggering event, holders of the Series B preferred stock will be entitled to elect two directors to newly created positions on our board of directors, and we will be subject to more restrictive covenants, including a prohibition on our ability to incur any additional indebtedness and restrictions on our ability to pay dividends or make distributions, redeem or repurchase securities, make investments, enter into transactions with

affiliates or merge or consolidate with (or sell substantially all of our assets to) any other person. See Item 1A. Risk Factors in our Annual Report on Form 10-K for the year ended December 31, 2011 for a further discussion of our Series B preferred stock, including the consequences of not paying such dividends.

#### **Off-Balance Sheet Arrangements**

We do not have any off-balance sheet arrangements that have, or are reasonably likely to have, a current or future material effect on our financial condition, changes in financial condition, revenue or expenses, results of operations, liquidity, capital expenditures or capital resources.

#### **Item 4. Controls and Procedures**

*Evaluation Of Disclosure Controls And Procedures.* Our management, including our principal executive and financial officers, have conducted an evaluation of the effectiveness of the design and operation of our “disclosure controls and procedures,” as such term is defined under Rules 13a-15(e) and 15d-15(e) of the Exchange Act, to ensure that information we are required to disclose in the reports we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC’s rules and forms, and include controls and procedures designed to ensure that information we are required to disclose in such reports is accumulated and communicated to management, including our principal executive and financial officers, as appropriate, to allow timely decisions regarding required disclosure. Based on that evaluation, our principal executive and financial officers concluded that our disclosure controls and procedures were effective as of the end of the period covered by this report.

*Changes In Internal Control Over Financial Reporting.* There has been no change in our internal control over financial reporting during the quarter ended September 30, 2012 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

## **PART II—OTHER INFORMATION**

#### **Item 1. Legal Proceedings**

The information set forth under Note 6 contained in the “Notes to Unaudited Condensed Consolidated Financial Statements” of this Quarterly Report on Form 10-Q is incorporated by reference in answer to this Item.

#### **Item 1A. Risk Factors**

In addition to the other information set forth in this Quarterly Report on Form 10-Q, you should carefully consider the factors discussed in Part I, “Item 1A. Risk Factors” in our Annual Report on Form 10-K for the year ended December 31, 2011, which could materially affect our business, financial condition or future results. Other than the modification to the risk factor set forth below, there have been no material changes from the risk factors described in our Annual Report on Form 10-K for the year ended December 31, 2011. The below risk factor and risk factors described in our Annual Report on Form 10-K for the year ended December 31, 2011 are not the only risks facing us. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially and adversely affect our business, financial condition and/or operating results.

#### ***The liquidity of our common stock could be adversely affected if we are delisted from the NASDAQ Global Market.***

Our Class A common stock is presently quoted on the NASDAQ Global Market. To maintain our listing on the NASDAQ Global Market, we must satisfy certain continued listing standards. On October 3, 2012, we received a written deficiency notice (the “Notice”) from The Nasdaq Stock Market (“NASDAQ”) advising us that the market value of our Class A common stock for the previous 30 consecutive business days had been below the minimum \$15,000,000 required for continued listing on the NASDAQ Global Market pursuant to NASDAQ Listing Rule 5450(b)(3)(C) (the “Rule”).

Pursuant to NASDAQ Listing Rule 5810(c)(3)(D), we have been provided an initial grace period of 180 calendar days, or until April 1, 2013, to regain compliance with the Rule. The Notice further provides that NASDAQ will provide written confirmation stating that we have achieved compliance with the Rule if at any time before April 1, 2013, the market value of our publicly held shares closes at \$15,000,000 or more for a minimum of 10 consecutive business days. If we do not regain compliance with the Rule by April 1, 2013, NASDAQ will provide written notification to us that our Class A common stock is subject to delisting from the NASDAQ Global Market, at which time we will have an opportunity to appeal the determination to a NASDAQ Hearings Panel.

Failing to regain compliance with the Rule will cause our Class A common stock to be delisted. In addition, while we believe that we currently meet all other listing requirements of the NASDAQ, there can be no assurance that we will be able to maintain the listing of our common stock on the NASDAQ Global Market in the future. Delisting from NASDAQ would make trading our Class A common stock more difficult for investors, potentially leading to further declines in our share price. Without a NASDAQ listing, stockholders may have a difficult time getting a quote for the sale or purchase of our Class A common stock, the sale or purchase of

our Class A common stock would likely be made more difficult and the trading volume and liquidity of our Class A common stock would likely decline. Delisting from NASDAQ would also result in negative publicity and would also make it more difficult for us to raise additional capital. The absence of such a listing may adversely affect the acceptance of our Class A common stock as currency or the value accorded by other parties. Further, if we are delisted, we would also incur additional costs under state blue sky laws in connection with any sales of our securities. These requirements could severely limit the market liquidity of our Class A common stock and the ability of our stockholders to sell our Class A common stock in the secondary market.

If our Class A common stock is delisted by NASDAQ, our Class A common stock may be eligible to trade on the OTC Bulletin Board, an over-the-counter quotation system, or on the pink sheets where an investor may find it more difficult to dispose of or obtain accurate quotations as to the market value of our Class A common stock. We cannot assure you that our Class A common stock, if delisted from the NASDAQ Global Market, will be listed on a national securities exchange, a national quotation service, the OTC Bulletin Board or the pink sheets.

**Item 6. Exhibits**

The following exhibits, which are numbered in accordance with Item 601 of Regulation S-K, are filed herewith or, as noted, furnished herewith or incorporated by reference herein:

<u>Exhibit Number</u>	<u>Exhibit Description</u>
31.1*	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2*	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1**	Certification of Periodic Financial Report by Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2**	Certification of Periodic Financial Report by Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	XBRL Taxonomy Extension Label Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document

\* Filed herewith

\*\* Furnished herewith

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

SPANISH BROADCASTING SYSTEM, INC.

By: /s/ JOSEPH A. GARCÍA  
JOSEPH A. GARCÍA

*Chief Financial Officer,  
Chief Administrative Officer, Senior  
Executive Vice President and Secretary  
(principal financial and accounting officer  
and duly authorized officer of the registrant)*

Date: November 14, 2012

## EXHIBIT INDEX

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\* Filed herewith

\*\* Furnished herewith

**CERTIFICATION**

I, Raúl Alarcón, Jr., certify that:

1. I have reviewed this quarterly report on Form 10-Q of Spanish Broadcasting System, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ RAÚL ALARCÓN, JR.

Name: Raúl Alarcón, Jr.

Title: Chairman of the Board of Directors,  
Chief Executive Officer and President  
(Principal Executive Officer)

Date: November 14, 2012

## CERTIFICATION

I, Joseph A. García, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Spanish Broadcasting System, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ JOSEPH A. GARCÍA

Name: Joseph A. García

Title: Chief Financial Officer,  
Chief Administrative Officer,  
Senior Executive Vice President and Secretary  
(Principal Financial Officer and Principal  
Accounting Officer)

Date: November 14, 2012

**CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report on Form 10-Q of Spanish Broadcasting System, Inc. (the "Company") for the quarterly period ended September 30, 2012, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Raúl Alarcón, Jr., Chairman of the Board of Directors, President and Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m or 78o(d)); and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ RAÚL ALARCÓN, JR.

Name: Raúl Alarcón, Jr.

Title: Chairman of the Board of Directors,  
President and Chief Executive Officer

Date: November 14, 2012

**CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report on Form 10-Q of Spanish Broadcasting System, Inc. (the "Company") for the quarterly period ended September 30, 2012, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Joseph A. García, Chief Financial Officer, Executive Vice President and Secretary of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m or 78o(d)); and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ JOSEPH A. GARCÍA

Name: Joseph A. García

Title: Chief Financial Officer, Chief Administrative  
Officer, Senior Executive  
Vice President and Secretary

Date: November 14, 2012