

This application requests the Commission's consent to the *pro forma* transfer of control of Televiscentro of Puerto Rico, LLC ("Televiscentro"), from InterMedia Partners VII, L.P. ("InterMedia VII") to Hemisphere Media Holdings, LLC ("Hemisphere Holdings") pursuant to an Agreement and Plan of Merger, dated as of January 22, 2013 (the "Agreement").

Televiscentro is the licensee of transmit/receive earth station E100047(the "Station").

Both before and after the proposed pro forma transaction, the Station will be controlled by the same individuals. Organizational charts depicting the current and proposed ownership structure of Televiscentro are included in this exhibit.

Televiscentro is a direct subsidiary of InterMedia Español, Inc., which is a direct subsidiary of InterMedia Español Holdings, LLC ("InterMedia Holdings").

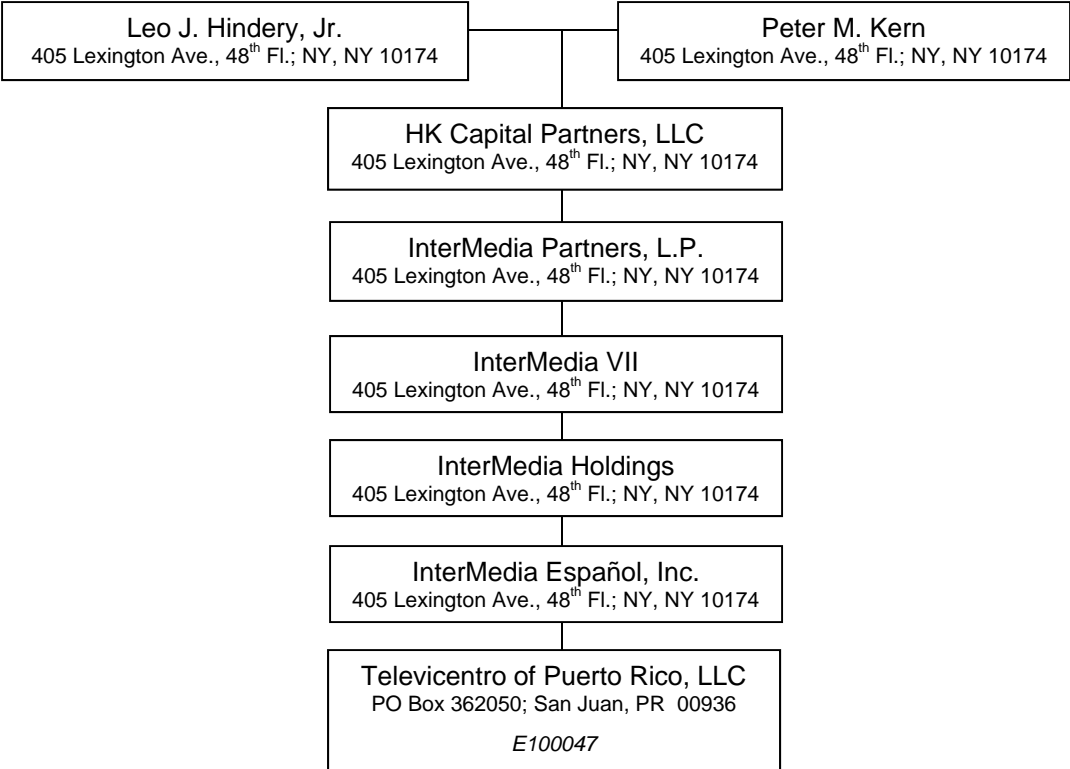
InterMedia Holdings is controlled by its sole member, InterMedia VII, which is controlled by its sole general partner, InterMedia Partners, L.P. That entity is controlled by its sole general partner, HK Capital Partners, LLC, which is controlled by its two members, Leo J. Hindery, Jr. and Peter M. Kern, both of whom are citizens of the United States. The LLC agreement for HK Capital Partners, LLC provides that Mr. Hindery and Mr. Kern must unanimously approve the decisions of HK Capital Partners, LLC, giving them each an effective 50 percent "voting" interest in that entity.

Pursuant to the transaction contemplated in the Agreement, Hemisphere Merger Sub I, LLC ("Hemisphere Sub I") will merge with and into InterMedia Holdings, with InterMedia Holdings surviving. In connection with this merger, InterMedia VII shall receive shares of Hemisphere Media Group, Inc. ("Hemisphere"). Hemisphere Sub I is an indirect, wholly-owned subsidiary of Hemisphere.

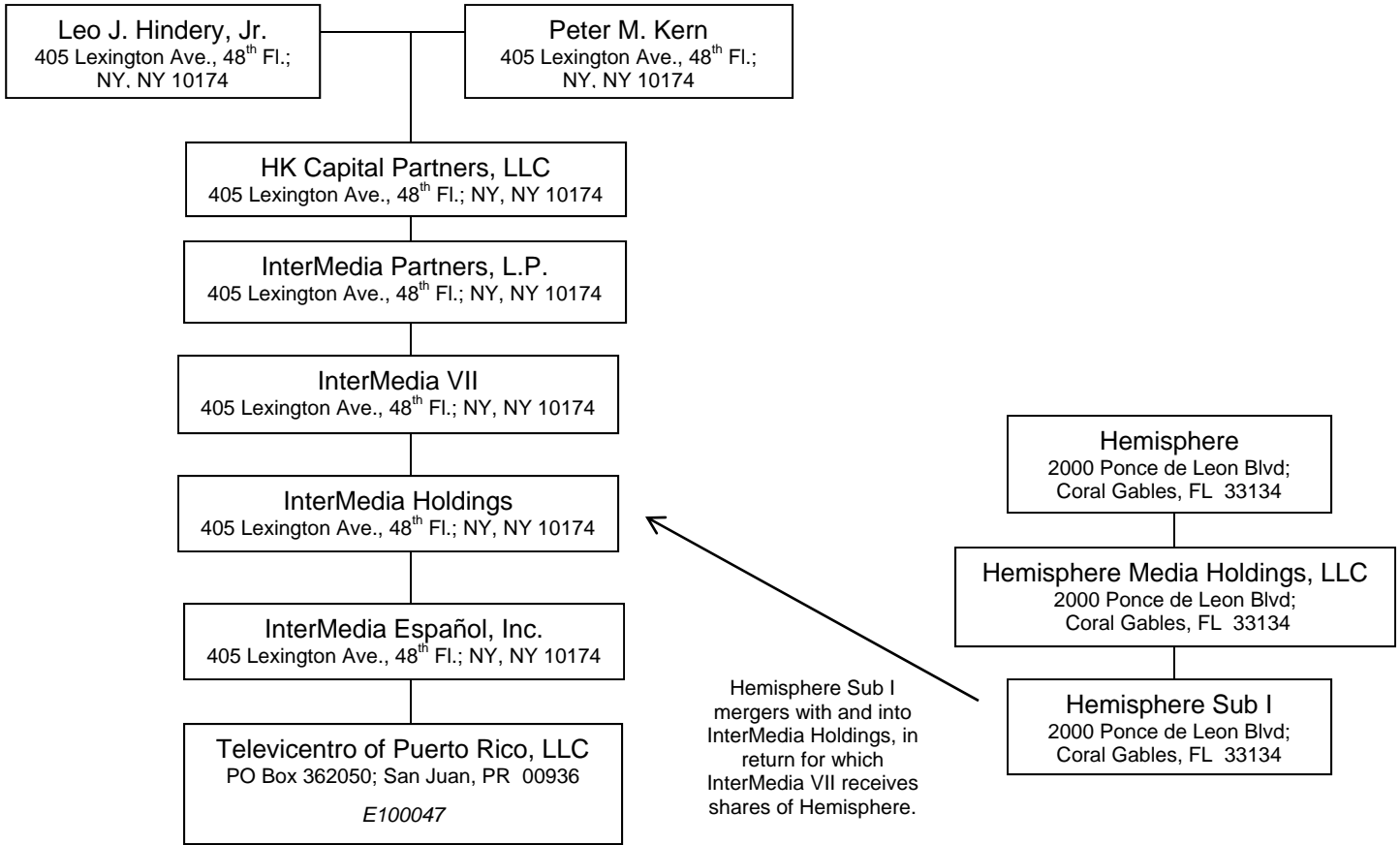
As a result of this merger, and certain other mergers contemplated in the Agreement, all of which will occur virtually simultaneously, Hemisphere will become a publicly traded company. Following these virtually simultaneously occurring mergers, InterMedia VII will control Hemisphere by directly holding a minimum of 59.7% of the votes of its voting stock.

Therefore, both before and after the consummation of the transaction proposed in this application, Mr. Hindery and Mr. Kern will control the Station through their control of InterMedia VII.

Current Ownership Structure



Proposed Merger



Ownership Structure After Merger

