

**DESCRIPTION OF TRANSACTION AND  
PUBLIC INTEREST STATEMENT**

This filing is to notify the Commission of the pro forma transfer of control of receive-only satellite earth station E900627 (the “Station”), licensed to Televiscentro of Puerto Rico, LLC (“Televiscentro”), from InterMedia Partners VII, L.P., to Hemisphere Media Holdings, LLC (the “Transfer”). The pro forma transfer was consummated on April 4, 2013.

The Station has been controlled by the same individuals both before and after the Transfer. Organizational charts depicting the prior and current 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”).

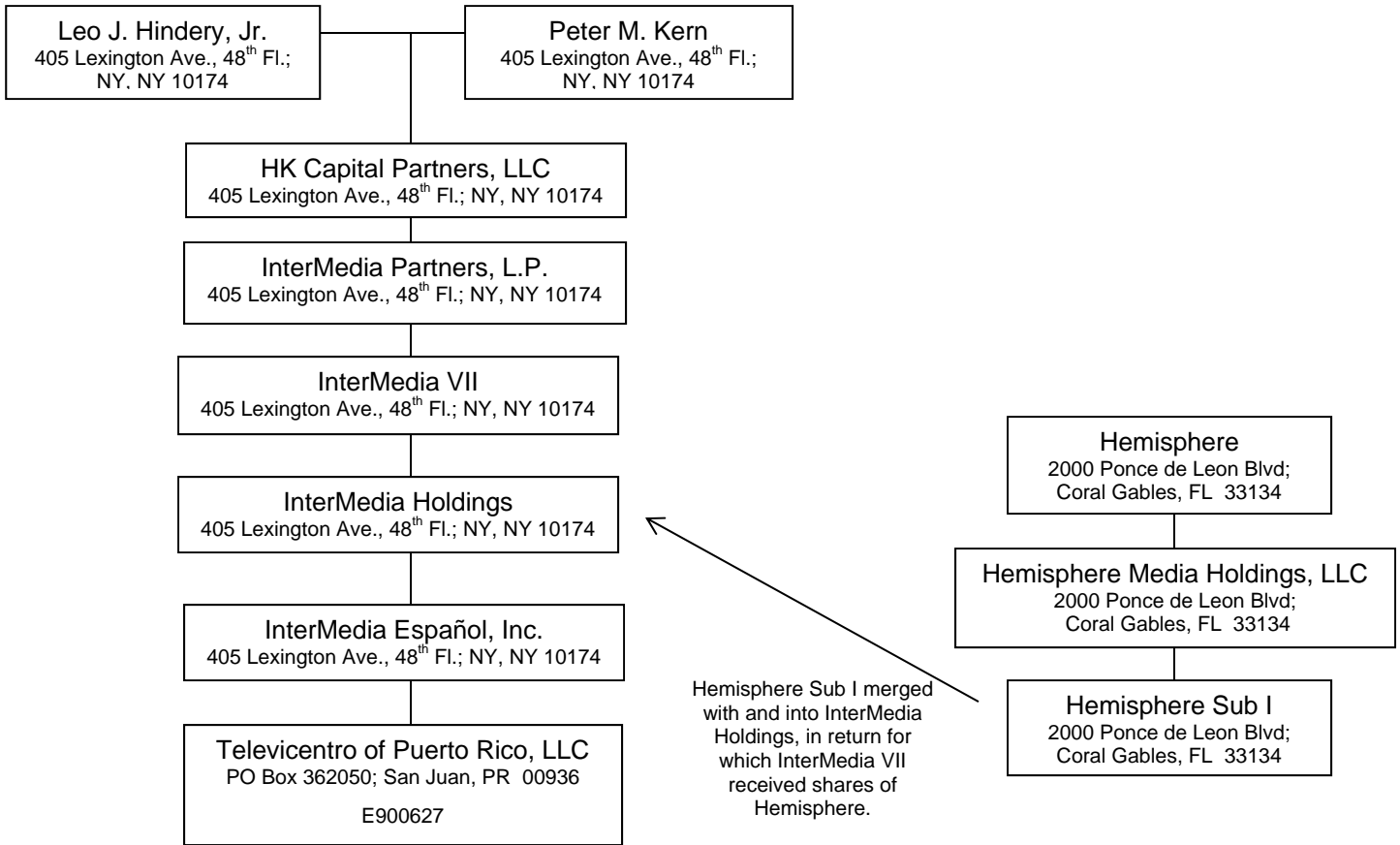
InterMedia Holdings is indirectly controlled by InterMedia VII, which prior to the transaction had been InterMedia Holdings’ sole member. InterMedia VII is controlled by its sole general partner, InterMedia Partners, L.P. That entity is controlled by its sole general partner, HK Capital Partners, LLC, which is controlled by its two members, Leo J. Hindery, Jr. and Peter M. Kern. 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.

The Transfer occurred when Hemisphere Merger Sub I, LLC (“Hemisphere Sub I”) merged with and into InterMedia Holdings, with InterMedia Holdings surviving. In connection with that merger, InterMedia VII received shares of Hemisphere Media Group, Inc. (“Hemisphere”). Prior to the Transfer, Hemisphere Sub I was an indirect, wholly-owned subsidiary of Hemisphere.

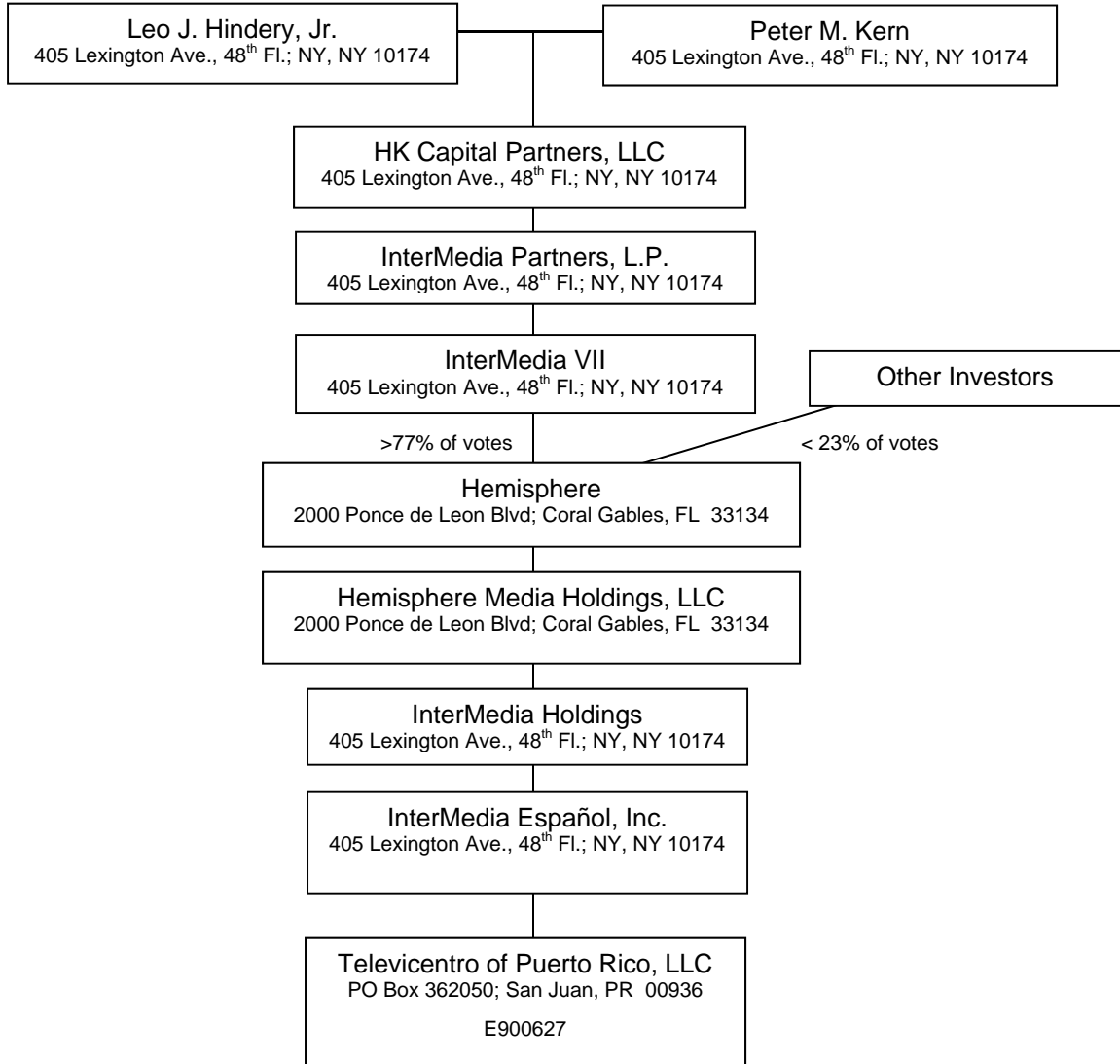
As a result of this merger and certain other related mergers, Hemisphere became a publicly traded company with approximately 77% of its voting stock held by InterMedia VII.

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

## Pre-Transfer Structure



## Post-Transfer Structure



**Receive-Only Earth Stations  
FCC Form 312  
Schedule A, Question 21  
Exhibit F**

**PUBLIC INTEREST STATEMENT**

Televiscentro is also the licensee of full power broadcast television stations WAPA-TV, WNJX-TV, and WTIN-TV. Televiscentro uses receive-only earth station E900627 to facilitate broadcasts to the public in connection with these broadcast television stations, which serves the public interest.