

**Purpose of Pro-Forma Application**

This application requests the Commission's consent to the *pro forma* transfer of control of Televiscentro of Puerto Rico, LLC ("Televiscentro"), from Hemisphere Media Group, Inc. to HMTV, LLC. Following consummation of this transfer, Hemisphere Media Group, Inc. will be the sole member of HMTV, LLC.

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

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

Televiscentro's sole member is InterMedia Español, Inc., which is a direct subsidiary of WAPA Holdings, LLC. The sole member of WAPA Holdings, LLC is Hemisphere Media Holdings, LLC. The sole member of Hemisphere Media Holdings, LLC is Hemisphere Media Group, Inc.

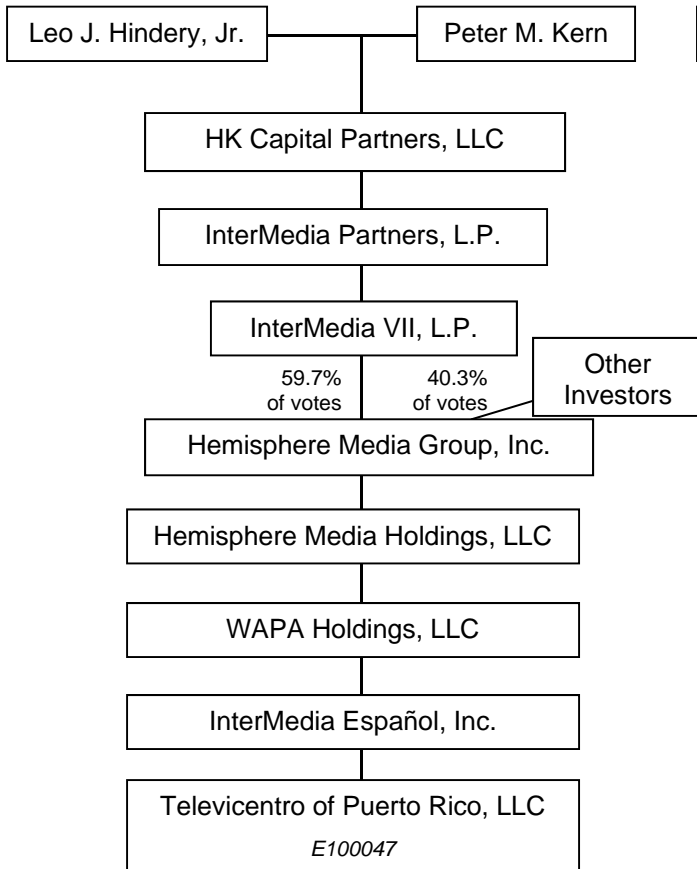
Hemisphere Media Group, Inc. is controlled by InterMedia VII, L.P., which is controlled by its sole general partner, InterMedia Partners, L.P. That entity is controlled by its sole general partner, HK Capital Partners, LLC, which is controlled by its two members, Leo J. Hindery, Jr. and Peter M. Kern. 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 proposed *pro forma* transaction, Hemisphere Media Group, Inc., the sole member of Hemisphere Media Holdings, LLC, will transfer its membership interest in Hemisphere Media Holdings, LLC to HMTV, LLC. Subsequent to the transaction, HMTV, LLC's sole member will be Hemisphere Media Group, Inc.

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, L.P.

This earth station is used in connection with the production and distribution of programming on broadcast stations WAPA-TV, WNJX-TV, and WTIN-TV. Therefore, grant of this application will further the public interest by allowing those stations to continue to provide a variety of free, over-the-air programming to their viewers.

**Current Ownership Structure**



**Proposed Ownership Structure**

