

DESCRIPTION OF TRANSACTION AND PUBLIC INTEREST STATEMENT

This application seeks FCC approval for a *pro forma* transfer of control of HBO Latin America Production Services, L.C. (“HBO Latin America”). Control of HBO Latin America is effectively shared between Time Warner Inc. (“TWI”) (and its subsidiaries) and Ole Communications Group (US) LLC (“Ole”) (and Ole’s subsidiaries, and Ole’s sole owner Enrique Nicolas Cusco). The complete ownership structure of HBO Latin America is shown in the attached organizational diagram. Warner Communications Inc. (“WCI”), a wholly-owned subsidiary of TWI and an indirect owner of HBO Latin America, will convert from a corporation to a limited liability company. This change in control is *pro forma* because at all times WCI and WCI’s successor form of entity, Warner Communications LLC (“WC LLC”) remain ultimately wholly-owned and controlled by TWI, and HBO Latin America’s ownership will otherwise remain unchanged.¹ HBO Latin America, WCI, and the new form of legal entity into which it converts, WC LLC, will have the same ownership, assets, and liabilities. The *pro forma* change in TWI’s indirect ownership of HBO Latin America contemplated herein does not alter Ole’s ownership or joint control of HBO Latin America. The complete circumstances of this TWI internal reorganization are briefly set forth below.

On or after December 31, 2013, WCI will be converted to a limited liability company organized under the laws of Delaware and become WC LLC. After that conversion is completed, WC LLC will distribute the shares of Historic TW Inc. (“HTW”) that it holds to HTW. The distribution of the shares of HTW held by WC LLC to HTW will increase the *direct* ownership of HTW held by TWI, but the ownership of HTW distributed by WC LLC will not be a controlling interest in HTW; rather, the controlling interest (and ultimate 100 percent equity ownership) of HTW will at all times be held by TWI. Hence, no transfer of control will occur as a result of WC LLC’s distribution of HTW shares to HTW. Grant of this application will serve the public interest because it will enable TWI to streamline its ownership of HBO Latin America.

This *pro forma* transfer of control application is the second of two *pro forma* transfer of control applications that are being filed contemporaneously for HBO Latin America. The change contemplated in this application will occur subsequent to the change contemplated in the first application.

¹ See *In re FCBA’s Petition for Forbearance from Section 310(d) of the Communications Act Regarding Non-Substantial Assignments of Wireless Licenses and Transfers of Control Involving Telecommunications Carriers*, 13 FCC Rcd 6293, ¶ 8 (1998) (*pro forma* transactions include those involving a “corporate reorganization which involves no substantial change in the beneficial ownership of the corporation”).

**POST-TRANSACTION OWNERS
OF HBO LATIN AMERICA PRODUCTION SERVICES, L.C.**

Ole Premium Channels LLC

Address: 2525 Ponce de Leon Blvd, Suite 250, Coral Gables, FL 33134

Citizenship: U.S.

Primary Business: Holding Company

Ole Communications, Inc.

Address: 2525 Ponce de Leon Blvd, Suite 250, Coral Gables, FL 33134

Citizenship: U.S.

Primary Business: Holding Company

Ole Communications Group (US) LLC

Address: 2525 Ponce de Leon Blvd, Suite 250, Coral Gables, FL 33134

Citizenship: U.S.

Primary Business: Holding Company

Enrique Nicolas Cusco

Address: c/o 2525 Ponce de Leon Blvd, Suite 250, Coral Gables, FL 33134

Citizenship: U.S.

Primary Business: Investor

HBO Latin America Holdings LLC

Address: c/o Home Box Office, 1100 Avenue of the Americas, New York, NY 10036

Citizenship: U.S.

Primary Business: Holding Company

HBO Latin America Acquisitions, LLC

Address: c/o Home Box Office, 1100 Avenue of the Americas, New York, NY 10036

Citizenship: U.S.

Primary Business: Holding Company

Home Box Office, Inc.

Address: 1100 Avenue of the Americas, New York, NY 10036

Citizenship: U.S.

Primary Business: Media

Warner Communications LLC

Address: One Time Warner Center, New York, NY 10019

Citizenship: U.S.

Primary Business: Holding Company

Historic TW Inc.

Address: One Time Warner Center, New York, NY 10019

Citizenship: U.S.

Primary Business: Holding Company

Time Warner Inc.

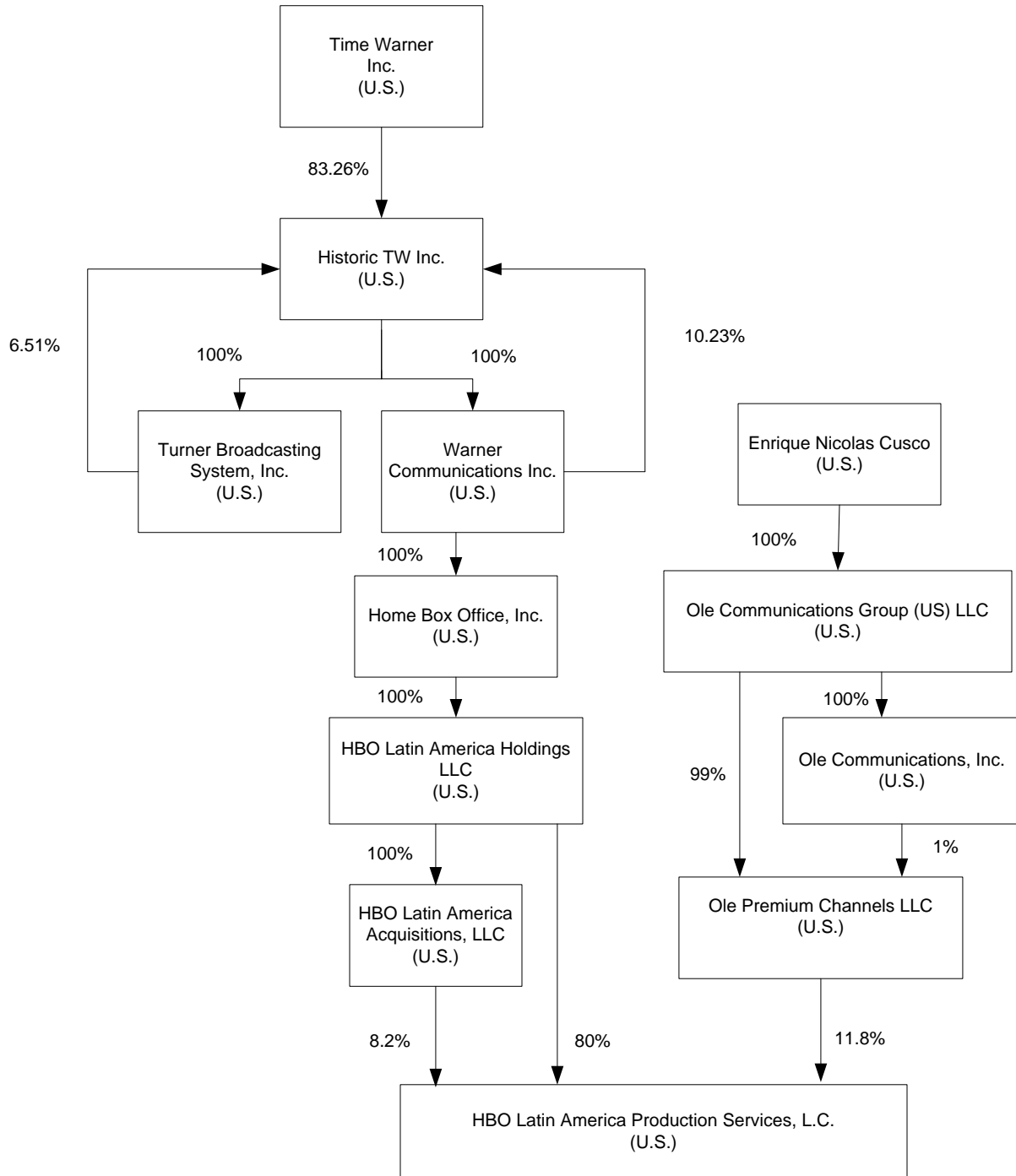
Address: One Time Warner Center, New York, NY 10019

Citizenship: U.S.

Primary Business: Media

No entity or individual owns ten percent or more of the equity of Time Warner Inc.

Pre-Transaction Structure



Post-Transaction Structure

