

Omnibus Exhibit

This application requests the Commission's consent to a pro forma change in the ownership of the parent companies of Televiscentro of Puerto Rico, LLC ("Televiscentro"), which is the licensee of the following broadcast television stations:

WAPA-TV, San Juan, Puerto Rico, Facility ID No. 52073
WTIN-TV, Ponce, Puerto Rico, Facility ID No. 26681
WNJX-TV, Mayaguez, Puerto Rico, Facility ID No. 73336

The proposed transaction qualifies as pro forma under the Commission's rules because it will not affect the ultimate control of the licensee. Televiscentro is currently controlled and, following the proposed transaction, will continue to be controlled by Peter M. Kern. The Commission has previously approved Mr. Kern's control of Televiscentro. *See* FCC File Nos. BTCCDT-20160916ABD (approving Mr. Kern's acquisition of positive control of Televiscentro), BTCCDT-20130705AAL, BTCCDT-20130208AAM, and BTCCT-20061108AHE.

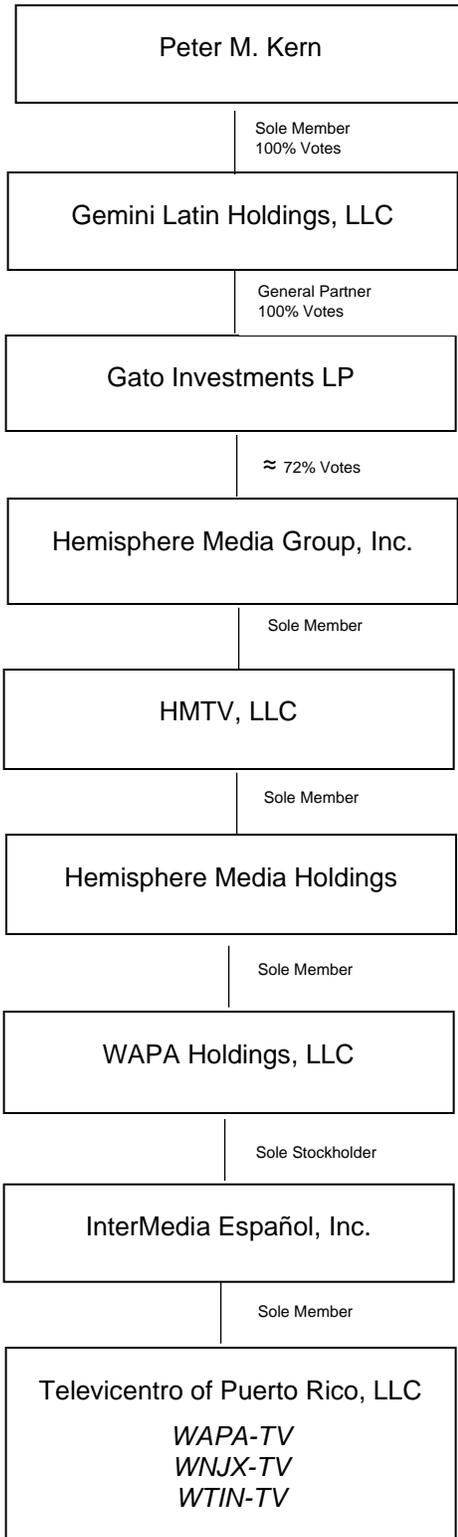
Description of Transaction

Televiscentro is an indirect wholly-owned subsidiary of Hemisphere Media Group, Inc. ("HMG"), a publicly held company listed on the NASDAQ stock exchange. Gato Investments LP ("Gato") holds a controlling approximately 72% voting interest in HMG. Shareholders other than Gato hold the remaining approximately 28% voting interest. Gato is controlled by its sole general partner, Gemini Latin Holdings, LLC, which in turn is wholly-owned by Mr. Kern. Therefore, Mr. Kern currently has de facto control of Televiscentro.

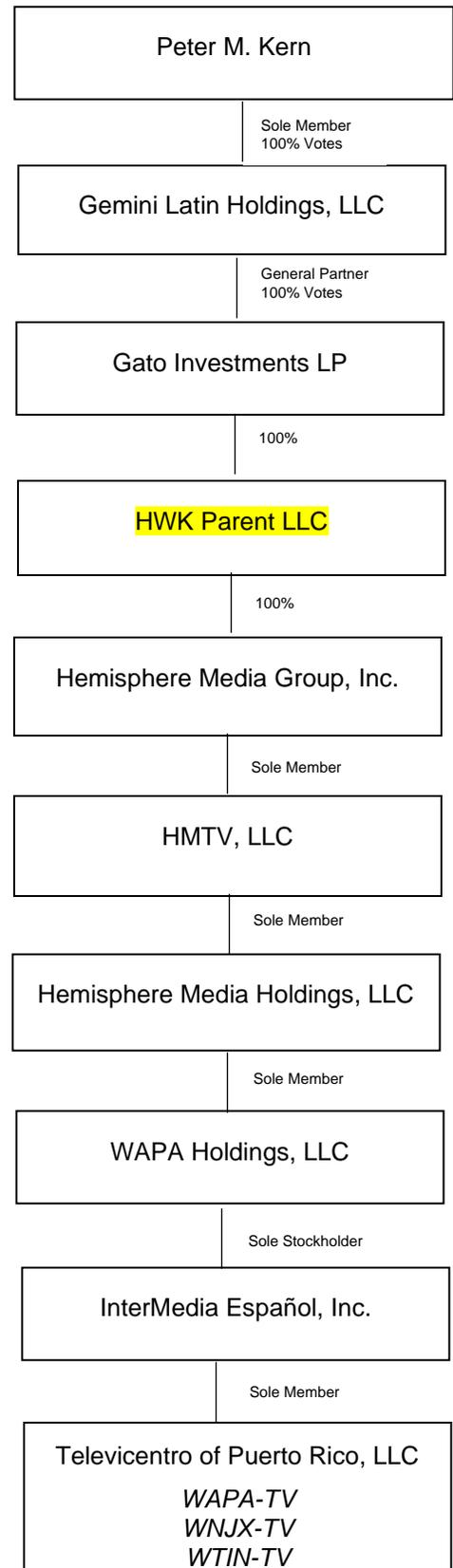
Pursuant to an Agreement and Plan of Merger dated as of May 9, 2022 (the "Merger Agreement"), HMG will be converted from a publicly held to a privately held corporation. Under the Merger Agreement, a wholly-owned subsidiary of Gato, HWK Parent LLC ("HWK Parent"), will acquire 100% of the stock of HMG. Therefore, Mr. Kern will continue to control HMG and Televiscentro after the transaction. The FCC's consent to the transaction is necessary solely because a new entity, HWK Parent, will be introduced in the chain of ownership between the licensee, Televiscentro, and Mr. Kern.

The following charts depict the current and proposed ownership structure between Televiscentro and Mr. Kern, with the only change highlighted in yellow.

Current Structure



Proposed Structure



Agreements

The Merger Agreement, which has been filed with the Securities and Exchange Commission, is attached to this application. Also attached to this application is the Voting and Support Agreement dated May 9, 2022, among HMG, Gato and HWK Parent.

The schedules and all exhibits to the Merger Agreement, other than the Voting and Support Agreement, have been excluded because they contain material that is confidential and proprietary, not germane to the Commission's evaluation of this application, or already in the Commission's possession. *See LUJ, Inc. and Long Nine, Inc.*, Memorandum Opinion and Order, 17 FCC Rcd 16980 (2002). The schedules and exhibits to the Merger Agreement are as follows:

- Section 1.01(a) – Permitted Liens
 - Section 4.03 – Governmental Authorization
 - Section 4.04 – Non-Contravention
 - Section 4.05 – Capitalization
 - Section 4.07 – Absence of Certain Changes
 - Section 4.08 – Liabilities
 - Section 4.09 – Company Material Contracts
 - Section 4.10 – Compliance with Applicable Laws; Company Licenses; Data Privacy & Security
 - Section 4.12 – Real Property
 - Section 4.13 – Intellectual Property
 - Section 4.14 – Insurance
 - Section 4.15 – Tax Matters
 - Section 4.16 – Employees and Employee Benefit Plans
 - Section 4.19 – Brokers
 - Section 4.21 – Material Customers and Suppliers
 - Section 4.22 – FCC Licenses and Regulatory Matters
 - Section 6.01 – Conduct of the Company Pending the Merger
 - Section 6.16 – Termination of Payoff Indebtedness
 - Section 6.18 – Termination of Contracts
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- Exhibit A – Voting and Support Agreement
 - Exhibit B – Form of Certificate of Merger
 - Exhibit C – Form of LLC Certificate of Merger

Information contained in the excluded schedules and exhibits will be provided to the Commission upon request.

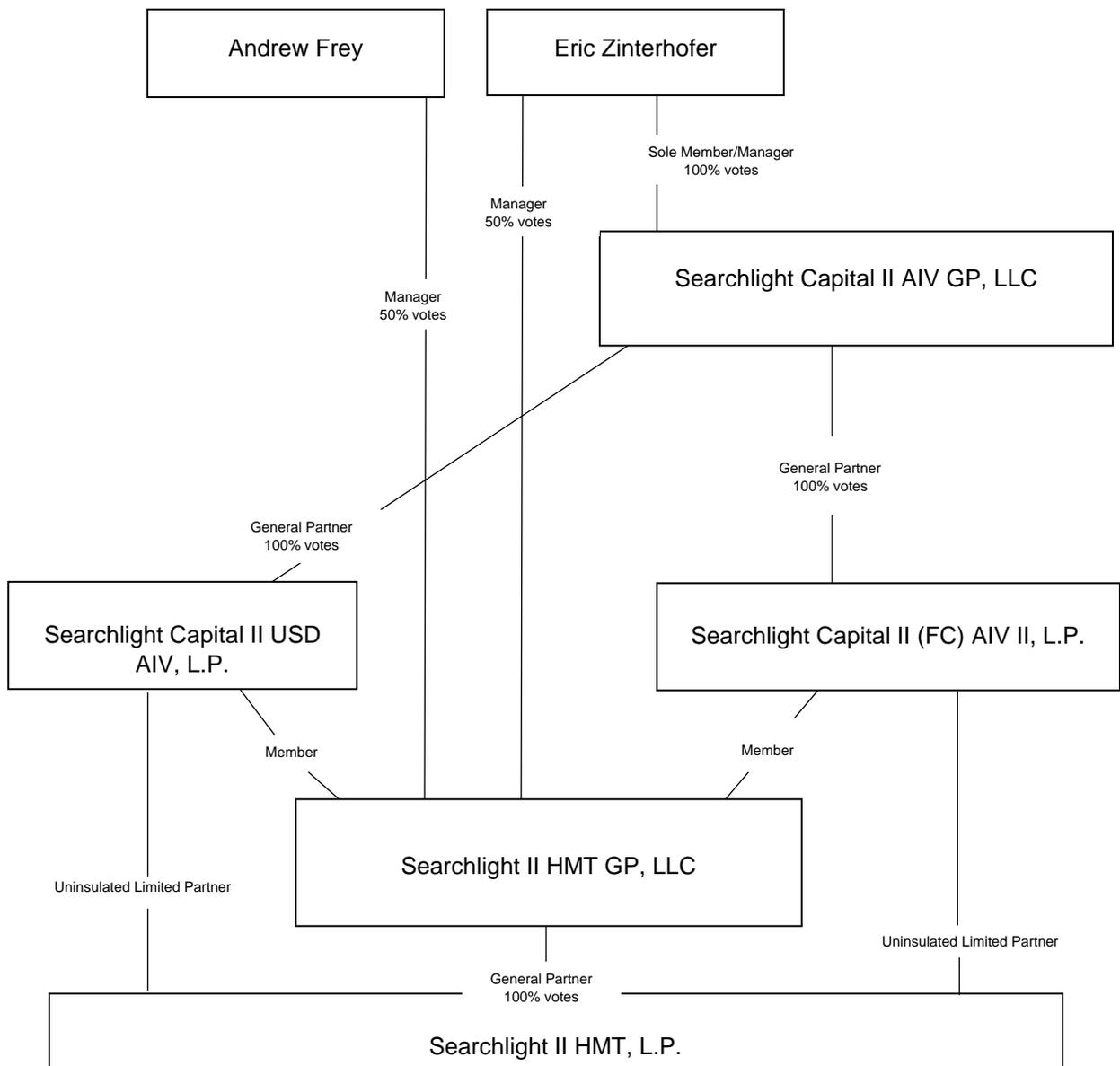
Foreign Ownership Declaratory Ruling

On November 19, 2019, the Commission released a declaratory ruling to HMG permitting it to be up to 100 percent foreign owned. *Hemisphere Media Group, Inc.*, Declaratory Ruling and Memorandum Opinion and Order, DA 19-11920, 34 FCC Rcd 10504 (2019). As HMG explained in its underlying petition for declaratory ruling, HMG's primary reason for requesting the ruling

was to encourage reciprocity and lower barriers in other countries where HMG may do business. Following the proposed transaction, the parties will remain in compliance with the terms and conditions of the declaratory ruling. Among other things, the proposed transaction will not result in any person or entity acquiring a direct or indirect interest in the licensee that would require specific approval under the Commission’s foreign ownership rules. Under 47 C.F.R. § 1.5004(b), HWK Parent and Gato, as “affiliates” (as defined in 47 C.F.R. § 1.5000(d)(2)) of Televiscentro and HMG, may therefore continue to rely on that ruling.

Other Attributable Interests in Televiscentro

In addition to the ownership interests shown above, an attributable equity interest in Televiscentro will continue to be held by the uninsured limited partner in Gato, Searchlight II HMT, L.P. A chart depicting the ownership of Searchlight II HMT, L.P., is set forth below.



Other Attributable Interests Held by Parties to the Application

Neither Mr. Kern nor any entity in the chain of ownership below Mr. Kern holds an attributable interest in any broadcast station, other than the broadcast stations licensed to Televisión Centro that are the subject of this application.

As disclosed in the Other Authorizations exhibit attached to this application, Eric Zinterhofer and Andrew Frey, who have attributable interests in Televisión Centro through Searchlight II HMT, L.P. and Mr. Zinterhofer's position as a director of HMG, also have attributable interests in the broadcast licenses ultimately controlled by Televisión Univision, Inc. listed in the Other Authorizations exhibit.

Mr. Zinterhofer's and Mr. Frey's attributable interests in both HMG and Televisión Univision comply with the Commission's multiple ownership rules. *See Consent to Transfer Control of Certain Subsidiaries of Univision Holdings, Inc. and Petition for Declaratory Ruling*, Memorandum Opinion and Order and Declaratory Ruling, 35 FCC Rcd 14835, para. 23 (2020) (approving Mr. Zinterhofer's and Mr. Frey's attributable interests in both HMG and Televisión Univision, conditioned on Televisión Univision's divestiture of certain television stations in Puerto Rico, which has occurred).