

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554**

In the Matter of)
)
Searchlight II HMT, L.P., Petitioner,)
)
Petition for Declaratory Ruling under Section) File No. ISP-PDR-_____ - _____
310(b)(4) of the Communications Act, of 1934, as)
Amended)
)

AMENDED & RESTATED PETITION FOR DECLARATORY RULING

Searchlight II HMT, L.P. (“Searchlight II HMT” or “Petitioner”), files this amended and restated petition for declaratory ruling (“Petition”) pursuant to Section 310(b)(4) of the Communications Act of 1934, as amended (the “Act”), and Section 1.5000 *et seq.* of the Commission’s rules.¹ Commission approval is being sought in connection with (i) the transfer of control of broadcast television licenses held by Televiscentro of Puerto Rico, LLC (“Televiscentro”), an indirect, wholly owned subsidiary of Hemisphere Media Group, Inc. (“HMTV”), from Gato Investments LP (“Gato”) to Searchlight II HMT,² and (ii) the transfer of control of WLII/WSUR Licensee Partnership, G.P. (“WLII/WSUR”), a subsidiary of Univision of Puerto Rico, Inc. (“UPRI”) and an indirect, wholly owned subsidiary of TelevisaUnivision, Inc. (“TelevisaUnivision”), from Univision Puerto Rico Station Operating Company (“UPRSOC”) to Intermedia Español, Inc.³

¹ 47 U.S.C. § 310(b)(4); 47 C.F.R. § 1.5000 *et seq.*

² See File No. 0000200813 (filed Sept. 23, 2022) (“HMTV Application”).

³ See File No. 0000201480 (filed Sept. 30, 2022) (“TU Application”).

In connection with the Proposed Transactions (defined in Section I.B, below), Searchlight II HMT requests that the Commission issue a declaratory ruling permitting certain non-U.S. individuals and entities to hold a greater than five percent voting and/or equity interest indirectly in HMTV through Searchlight II HMT. The Commission already has determined that the public interest would be served by permitting foreign entities to hold up to 100 percent of HMTV's equity and voting interests, in the aggregate,⁴ and the Commission's grant of this request for specific approval of foreign ownership interests similarly will serve the public interest.

I. BACKGROUND

A. Parties

1. Hemisphere Media Group, Inc.

HMTV, a privately held Delaware corporation, owns and operates broadcast television stations and cable networks serving audiences in the United States and Latin America. As detailed below, Televiscentro, an indirect, wholly owned subsidiary of HMTV, is the licensee of three broadcast television stations in Puerto Rico. HMTV is wholly owned directly by HWK Parent, LLC ("HWK Parent"), a Delaware limited liability company. In turn, HWK Parent is wholly owned by Gato, a Delaware limited partnership. Gato is controlled by its sole general partner, Gemini Latin Holdings, LLC ("Gemini"), a Delaware limited liability company. Gemini, in turn, is controlled by its sole member, Peter Kern, a U.S. citizen, and Searchlight II HMT is the sole limited partner of Gato.

⁴ See *Hemisphere Media Group, Inc. Petition for Declaratory Ruling, Declaratory Ruling and Memorandum Opinion and Order*, 34 FCC Rcd 10504 (2019) ("*Hemisphere Declaratory Ruling*"). To the extent necessary, Searchlight II HMT respectfully requests that the Commission reissue its approval for foreign entities and/or individuals, in the aggregate, to hold up to 100 percent of HMTV's equity and voting interests.

The Commission has authorized up to 100 percent of HMTV's equity and voting interests to be held by foreign investors, subject to the routine terms and conditions in Section 1.5004 of the Commission's rules, including the requirement that HMTV obtain prior approval of any individual foreign investor or group acquiring an interest greater than five percent (or ten percent for certain insulated interests).⁵ The *Hemisphere Declaratory Ruling* provided specific approval for certain foreign investors, but the interests held by those investors were acquired by Gato in connection with a take-private transaction that was consummated on September 13, 2022.⁶

2. Televiscentro of Puerto Rico, LLC

Televiscentro, a Delaware limited liability company, is an indirect, wholly owned subsidiary of HMTV. Televiscentro is the licensee of broadcast television stations WAPA-TV, San Juan, Puerto Rico; WNJX-TV, Mayaguez, Puerto Rico; and WTIN-TV, Ponce, Puerto Rico. WAPA-TV produces local programming in Puerto Rico, including 60 hours per week of local news and entertainment programming. WNJX-TV and WTIN-TV operate as satellites of WAPA-TV. WAPA-TV also owns and operates a multicast channel, WAPA2 Deportes, a local sports network.

⁵ *See id.* ¶¶ 10, 12.

⁶ On September 13, 2022, the shares of HMTV's outstanding common stock not already owned by Gato were indirectly acquired by Gato after HMTV merged with a wholly owned subsidiary of Gato's wholly owned subsidiary, HWK Parent, in a take-private transaction. Upon the closing of that transaction, 100 percent of the outstanding common stock of HMTV is indirectly owned by Gato, and HMTV is no longer publicly traded. *See* LMS File No. 0000191021 (consummated Sept. 13, 2022).

3. WLII/WSUR Licensee Partnership, G.P.

WLII/WSUR, a California general partnership, is the licensee of full power AM and FM stations licensed to communities in Puerto Rico.⁷ UPRI, a Delaware corporation, is the 99.9 percent direct parent of WLII/WSUR, and UPRSOC, a Delaware corporation, owns a minority 0.1 percent interest in WLII/WSUR.⁸ WLII/WSUR, UPRI and UPRSOC are indirect subsidiaries of TelevisaUnivision, a Delaware corporation, which owns Spanish-language broadcast stations, networks, and other multimedia properties across the United States and Latin America.⁹

4. Searchlight II HMT, L.P.

Searchlight II HMT is a Delaware limited partnership owned and controlled by entities affiliated with Searchlight Capital Partners, L.P., a Delaware limited partnership (“Searchlight”).¹⁰ Searchlight is a global private equity investment company, whose funds invest

⁷ WLII/WSUR currently holds a license for broadcast television station WSTE-DT (Facility ID 60341; Community of License: Ponce, PR) that will be assigned to another subsidiary of TelevisaUnivision, Inc. prior to the consummation of the Proposed TU Transaction (as defined in Section 4.B). *See* LMS File No. 0000192874. Therefore, the license for WSTE-DT is not included in the Proposed Transaction and does not appear on the instant FCC Form 315.

⁸ Prior to the closing of the Proposed TU Transaction, TelevisaUnivision may establish a subsidiary of UPRI that would hold the minority 0.1 percent interest in WLII/WSUR that is currently held by UPRSOC.

⁹ *See* the Transferor’s exhibit attached to the TU Application for a list of FCC-licensed radio and television broadcast stations owned by TelevisaUnivision through various license subsidiaries.

¹⁰ Searchlight provides management and other advisory services to the Searchlight-affiliated investment funds identified in this section, for which it receives a fee. Searchlight is controlled by its general partner Searchlight Capital Partners, LLC, which, in turn, is controlled by its three members, Eric Zinterhofer, Erol Uzumeri, and Oliver Haarmann. Although Searchlight receives a fee for the services it provides to the Searchlight investment funds, it has no economic ownership interest in them and has no decision-making authority with respect to their operations. Rather, all such authority, including the decision to make investments and to make capital calls from the limited partners of the investment funds, rests with the general partners of the funds. *See* Section II.G below. Although Searchlight is deemed to be an affiliate of Searchlight II HMT and the investment funds, it has no direct or indirect ownership interest in Searchlight II HMT

in companies across various sectors, including telecommunications providers and media outlets. Searchlight is ultimately controlled by its three founding partners, Eric Zinterhofer (a U.S. citizen), Erol Uzumeri (a Canadian citizen), and Oliver Haarmann (a German citizen). Searchlight's affiliates and principals have been reviewed and approved by the Commission in connection with several other broadcast and telecommunications investments, and thus are well known to the Commission and Executive Branch agencies.

Searchlight II HMT currently is the sole limited partner of Gato, and holds a 100 percent indirect equity interest (0 percent voting interest) in HMTV. The equity interests in Searchlight II HMT are held by investment fund vehicles, Searchlight Capital II USD AIV, L.P., a Delaware limited partnership, and Searchlight Capital II (FC) AIV II, L.P., a Delaware limited partnership, which are both ultimately controlled by Eric Zinterhofer, a U.S. citizen. Searchlight II HMT is ultimately controlled by Mr. Zinterhofer and Andrew Frey, also a U.S. citizen. Three other investment fund vehicles currently hold warrants in Searchlight II HMT:¹¹ (i) Searchlight

(and will not have any such interest in HMTV), and has no authority to make any decisions on behalf of Searchlight II HMT or the investment funds. Accordingly, Searchlight is not a party to this Petition.

¹¹ The Commission's rules and longstanding precedent make clear that "[i]n calculating foreign equity and voting interests, the Commission does not consider convertible interests such as options, warrants and convertible debentures until converted, unless specifically requested by the petitioner, i.e., where the petitioner is requesting approval so those rights can be exercised in a particular case without further Commission approval." 47 C.F.R. § 1.5001, Note to paragraph (i)(3)(ii)(A). *See also Stratos Global Corp. and Robert M. Franklin*, Memorandum Opinion and Order and Declaratory Ruling, 22 FCC Rcd 21328 ¶ 78 (2007) ("The Commission has long held that future interests such as warrants, options and convertible debt do not constitute capital stock until exercised or converted and, thus, are not relevant to the foreign ownership analysis"); *NextWave Personal Communications, Inc.*, Memorandum Opinion and Order, 12 FCC Rcd 2030 ¶ 46 (1997); *WWOR-TV, Inc.*, Memorandum Opinion and Order, 6 FCC Rcd 6569 ¶ 6 n.13 (1991). As discussed in Section I.B below, these warrants will be exercised in connection with the transactions described in this Petition, thus rendering moot any question whether the warrants should be treated as present equity interests.

Capital II EXU AIV, L.P., a Delaware limited partnership, (ii) Searchlight Capital II PV, L.P., a Cayman Islands limited partnership, and (iii) SC II HMT, L.P., a Delaware limited partnership.

B. Proposed Transactions

This Petition arises from a proposed transfer of control of HMTV from Gato to its limited partner, Searchlight II HMT, and the related intent to exercise warrants, and issue new limited partnership interests, in Searchlight II HMT held by certain Searchlight investment fund vehicles (together, the “Proposed HMTV Transactions”). The Petition is also filed in connection with a proposed transfer of control of WLII/WSUR from subsidiaries of TelevisaUnivision to Searchlight II HMT (the “Proposed TU Transaction,” and together with the Proposed HMTV Transactions,” the “Proposed Transactions”).

Wind-Up of Gato. Pursuant to a notice letter from Searchlight II HMT to Gemini on September 20, 2022, Searchlight II HMT has requested that Gemini seek receipt of the necessary Commission approvals for the transfer of control of HMTV (and in turn, Televiscentro) from Gato to Searchlight II HMT. Following such approvals, Searchlight II HMT intends to exit its investment in Gato, and Gemini has agreed to wind up the partnership and distribute all ownership interests in HMTV to Searchlight II HMT. Upon the closing of the wind-up of Gato, Searchlight II HMT will hold 100 percent of the membership interests in HWK Parent, LLC, and will indirectly hold 100 percent of the equity and voting interests in HMTV.

New Limited Partners. At the same time as the closing of the transfer of control transaction, Searchlight Capital II EXU AIV, L.P., Searchlight Capital II PV, L.P., and SC II HMT, L.P., which each hold warrants in Searchlight II HMT, will exercise their respective warrants and will be issued new limited partnership interests in Searchlight II HMT. As a result, each of these investment fund vehicles will hold indirect equity interests in HMTV. Conversion of the warrants to equity interests will cause attribution of foreign ownership interests indirectly

in HMTV through certain Searchlight investment fund entities organized in the Cayman Islands and that are ultimately controlled by non-U.S. individuals, as well as through the non-U.S. limited partners in each of the investment fund entities.

Specifically, Searchlight Capital II PV, L.P. is a Cayman Islands limited partnership. Although SC II HMT, L.P. is a Delaware limited partnership, equity interests in that entity are held by Searchlight entities organized in the Cayman Islands. Further, there are non-U.S. limited partner investors in each of these three warrant-holder entities. Although these limited partner interests are insulated, the aggregate foreign ownership in HMTV through these limited partner investors will exceed the 25 percent limit in Section 310(b)(4) of the Act. Notably, none of the insulated non-U.S. limited partner investors would hold an equity interest in excess of the 10 percent threshold for insulated limited partnership interests requiring specific approval. The particular foreign ownership interests are described in detail in Section II.H below.

Acquisition of Radio Stations. On May 9, 2022, HMTV DTC, LLC (“HMTV DTC”), a Delaware limited liability company, UPRI, and UPRSOC entered into a Share Purchase Agreement (the “Agreement”) by which HMTV DTC seeks to acquire 100 percent of UPRI’s capital stock.¹² HMTV DTC is an indirect, wholly owned subsidiary of HMTV. UPRI is the 99.9 percent direct parent of WLII/WSUR, which is the licensee of radio stations in Puerto Rico,¹³ and UPRSOC owns the remaining 0.1 percent interest in WLII/WSUR.

¹² As described in the Agreement, Buyer and Seller have entered into an agreement for the sale of unregulated business assets from Buyer to Seller. A portion of the consideration in that transaction was an unsecured promissory note issued by the Seller to the Buyer, which will be deemed satisfied in full upon the consummation of the Proposed Transaction.

¹³ The five full-power radio licenses and three FM booster licenses which are subject to the Proposed TU Transaction are identified in Section 2.C.

As a result of the Proposed TU Transaction, HMTV DTC will be the direct parent of UPRI (see Post-Closing Ownership – Part 2, Step 1 in **Exhibit A**) . Immediately after the acquisition of UPRI from UPRSOC, HMTV DTC will contribute the stock of UPRI through a number of internal restructuring transfers to affiliates of HMTV DTC that are commonly controlled subsidiaries HMTV. The Proposed TU Transaction and the internal restructuring will result in HMTV DTC’s affiliate, Intermedia Español, Inc. (“Intermedia Español”) acquiring 100 percent indirect ownership of WLII/WSUR (see Post-Closing Ownership – Part 2, Step 2 in **Exhibit A**). Therefore, the Proposed TU Transaction will ultimately result in the transfer of control of the WLII/WSUR broadcast radio stations below to HMTV. HMTV is the parent of Intermedia Español, and both HMTV and Intermedia Español will be indirectly ultimately controlled by Searchlight II HMT.¹⁴

II. INFORMATION REQUIRED BY SECTION § 1.5001

Pursuant to Section 1.5001 of the Commission’s rules,¹⁵ Searchlight II HMT provides the following information in support of this Petition:

A. Section 1.5001(a) – Contact Information, Citizenship, Entity Type, Type of Business, and Certifying Individual Information

Petitioner/Transferee:

Searchlight II HMT, L.P. FRN: 0026023077
745 Fifth Avenue
26th Floor
New York, NY 10151
(202) 293-3730

¹⁴ The Proposed TU Transaction assumes Searchlight II HMT’s ownership of HMTV as described in the HMTV Application.

¹⁵ 47 C.F.R. § 1.5001.

Entity Type: Limited Partnership
Citizenship: U.S. (Delaware)
Certifying Individual: Adam Reiss

B. Section 1.5001(b) – Legal Counsel Contact Information

Counsel for Searchlight II HMT:

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C. Section 1.5001(c)(1) – Radio Service Authorizations

Telecentro holds the following broadcast television licenses:

WAPA-TV, San Juan, PR	Facility ID: 52073
WNJX-TV, Mayaguez, PR	Facility ID: 73336
WTIN-TV, Ponce PR	Facility ID: 26681

Identified below are the broadcast radio licenses held by WLII/WSUR which are subject to the Proposed TU Transaction¹⁶:

WKAQ(AM), San Juan, Puerto Rico	Facility ID: 19099
WKAQ-FM, San Juan, Puerto Rico	Facility ID: 19098
WKAQ-FM1, Juana Diaz, Puerto Rico	Facility ID: 19100
WKAQ-FM2, Fajardo, Puerto Rico	Facility ID: 179635
WUKQ(AM), Ponce, Puerto Rico	Facility ID: 9352
WUKQ-FM, Mayaguez, Puerto Rico	Facility ID: 54818

¹⁶ See *infra* note 7.

WUKQ-FM1, Ponce, Puerto Rico Facility ID: 127832

WYEL(AM), Mayaguez, Puerto Rico Facility ID: 70686

D. Section 1.5001(c)(2) – Associated Applications

Searchlight II HMT files this Petition with FCC Form 315 for the transfer of control of the broadcast television licenses held by Televiscentro,¹⁷ and the FCC Form 315 for the transfer of control of the broadcast radio licenses held by WLII/WSUR.

E. Section 1.5001(d) – Type of Declaratory Ruling Requested

Searchlight II HMT is requesting a declaratory ruling pursuant to Section 310(b)(4) of the Act and Section 1.5000(a)(1) of the Commission’s rules.

F. Section 1.5001(e) and (g) – Direct Ownership Information: Attributable Interest Holder

The following entity holds, and is expected to continue to hold upon the consummation of the Proposed Transactions, directly, an attributable interest in HMTV:

Name: HWK Parent, LLC
Entity Type: Limited Liability Company
Citizenship: U.S. (Delaware)
Principal Business: Holding Company
Percentage Held: 100% Equity / 100% Voting
Nature of Interest: Sole Shareholder of HMTV

G. Section 1.5001(f) and (g) – Indirect Ownership Information: Attributable Interest Holders

Upon consummation of the Proposed Transactions, the following individuals and entities are expected to hold, indirectly, an attributable interest in HMTV:

Name: Searchlight II HMT, L.P.
Entity Type: Limited Partnership
Citizenship: U.S. (Delaware)
Principal Business: Holding Entity

¹⁷ FCC Form 312 and FCC Form 603 for the respective earth station and broadcast auxiliary licenses associated with the television stations will also be filed.

Percent Expected: 100% Equity / 100% Voting
 Nature of Interest: Sole Member of HWK Parent, LLC

Name: Searchlight II HMT GP, LLC
 Entity Type: Limited Liability Company
 Citizenship: U.S. (Delaware)
 Principal Business: Investment Activities
 Percentage Held: 0% Equity / 100% Voting
 Nature of Interest: General Partner of Searchlight II HMT, L.P.

Name: Searchlight Capital II USD AIV, L.P.
 Entity Type: Limited Partnership
 Citizenship: U.S. (Delaware)
 Principal Business: Investment Fund
 Percentage Held: 26.57% Equity / 100% Voting
 Nature of Interest: Member of Searchlight II HMT GP, LLC and Limited Partner of Searchlight II HMT, L.P.

Name: Searchlight Capital II (FC) AIV II, L.P.
 Entity Type: Limited Partnership
 Citizenship: U.S. (Delaware)
 Principal Business: Investment Fund
 Percentage Held: 11.72% Equity / 100% Voting
 Nature of Interest: Member of Searchlight II HMT GP, LLC and Limited Partner of Searchlight II HMT, L.P.

Name: Searchlight Capital II EXU AIV, L.P.
 Entity Type: Limited Partnership
 Citizenship: U.S. (Delaware)
 Principal Business: Investment Fund
 Percentage Held: 6.98% Equity / 6.98% Voting
 Nature of Interest: Limited Partner of Searchlight II HMT, L.P.

Name: Searchlight Capital II PV, L.P.
 Entity Type: Limited Partnership
 Citizenship: Cayman Islands
 Principal Business: Investment Fund
 Percentage Held: 49.23% Equity / 49.23% Voting
 Nature of Interest: Limited Partner of Searchlight II HMT, L.P.

Name: SC II HMT, L.P.
 Entity Type: Limited Partnership
 Citizenship: U.S. (Delaware)
 Principal Business: Holding Entity
 Percentage Held: 5.49% Equity / 5.49% Voting
 Nature of Interest: Limited Partner of Searchlight II HMT, L.P.

Name: SC II HMT Holdings, Ltd.
Entity Type: Limited Company
Citizenship: Cayman Islands
Principal Business: Blocker Entity
Percentage Held: 5.49% Equity / 5.49% Voting
Nature of Interest: Limited Partner of SC II HMT, L.P.

Name: Searchlight Capital II UNR AIV, L.P.
Entity Type: Limited Partnership
Citizenship: Cayman Islands
Principal Business: Investment Fund
Percentage Held: 5.49% Equity / 5.49% Voting
Nature of Interest: Shareholder of SC II HMT Holdings, Ltd.

Name: Searchlight Capital II AIV GP, LLC
Entity Type: Limited Liability Company
Citizenship: U.S. (Delaware)
Principal Business: Investment Activities
Percentage Held: 0% Equity / 100% Voting
Nature of Interest: General Partner of Searchlight Capital II USD AIV, L.P. and Searchlight Capital II (FC) AIV II, L.P.

Name: Searchlight Capital Partners II GP, L.P.¹⁸
Entity Type: Limited Partnership
Citizenship: Cayman Islands
Principal Business: Investment Activities
Percentage Held: <2% Equity / 61.70% Voting
Nature of Interest: Insulated Special Limited Partner of Searchlight Capital II USD AIV, L.P. and Searchlight Capital II (FC) AIV II, L.P. and General Partner of Searchlight Capital II EXU AIV, L.P., Searchlight Capital II PV, L.P., SC II HMT, L.P., and Searchlight Capital II UNR AIV, L.P.¹⁹

¹⁸ The limited partners in Searchlight Capital Partners II GP, L.P. are insulated, except for Messers. Zinterhofer, Uzumeri, Haarmann and Frey. Adam Reiss, a U.S. citizen, as an officer of HWK Parent, LLC and Hemisphere Media Group, Inc., also may be deemed to be an uninsulated limited partner of Searchlight Capital Partners II GP, L.P. However, Mr. Reiss is not involved in the operations of the partnership.

¹⁹ Searchlight Capital Partners II GP, L.P. is also an insulated special limited partner of Searchlight Capital II USD AIV, L.P. and Searchlight Capital II (FC) AIV II, L.P. and holds a nominal insulated equity interest. After the exercise of the warrants held by Searchlight Capital II EXU AIV, L.P., Searchlight Capital II PV, L.P., and SC II HMT, L.P., Searchlight Capital Partners II GP, L.P. will be attributable to HMTV as the general partner of Searchlight Capital II EXU AIV, L.P., Searchlight Capital II PV, L.P., SC II HMT, L.P., and Searchlight Capital II UNR AIV, L.P.

Name: Searchlight Capital Partners II GP, LLC
Entity Type: Limited Liability Company
Citizenship: U.S. (Delaware)
Principal Business: Investment Activities
Percentage Held: <2% Equity / 61.70% Voting
Nature of Interest: General Partner of Searchlight Capital Partners II GP, L.P.

Name: Andrew Frey
Citizenship: United States
Percentage Held: <1% Equity / 100% Voting
Nature of Interest: Manager of Searchlight II HMT GP, LLC

Name: Eric Zinterhofer
Citizenship: United States
Percentage Held: <1% Equity / 100% Voting
Nature of Interest: Indirect voting interest in Searchlight Capital Partners II GP, LLC, Sole Member/Manager of Searchlight Capital II AIV GP, LLC, and Manager of Searchlight II HMT GP, LLC

Name: Erol Uzumeri
Citizenship: Canada
Percentage Held: <1% Equity / 33.3% Voting
Nature of Interest: Indirect voting interest in Searchlight Capital Partners II GP, LLC

Name: Oliver Haarmann
Citizenship: Germany
Percentage Held: <1% Equity / 33.3% Voting
Nature of Interest: Indirect voting interest in Searchlight Capital Partners II GP, LLC

No other individuals or entities are expected to hold, indirectly, an attributable interest in HMTV. Messrs. Zinterhofer, Uzumeri, and Haarmann have controlling interests in other funds managed and advised by Searchlight Capital Partners, L.P., some of which may hold broadcast interests.²⁰ But those other Searchlight fund entities do not hold attributable interests in HMTV.

²⁰ Other attributable interests held by Messrs. Zinterhofer, Uzumeri, Haarmann, and Frey are described in the HMTV Application and the TU Application, along with any relevant broadcast station multiple ownership analyses.

H. Section 1.5001(h)(1) and (i) – Estimate of Aggregate Foreign Ownership

Upon consummation of the Proposed Transactions, certain foreign Searchlight investment fund vehicle entities will hold direct or indirect equity and/or voting interests in HMTV:

- Searchlight Capital II PV, L.P., a Cayman Islands limited partnership, will hold a 49.23 percent indirect equity interest in HMTV.
- Searchlight Capital II UNR AIV, L.P., a Cayman Islands limited partnership, will hold an indirect 5.49 percent equity interest in HMTV through SC II HMT Holdings, Ltd., a blocker entity organized in the Cayman Islands.
- Searchlight Capital Partners II GP, L.P., a Cayman Islands limited partnership, will hold nominal indirect equity interests in HMTV (less than 2 percent in the aggregate).

All voting rights and other decision-making functions will be held by general partner entities, not the Searchlight entities holding limited partner interests. Therefore, voting interests of the limited partnership interests held by Searchlight Capital II EXU AIV, L.P., Searchlight Capital II PV, L.P., and SC II HMT, L.P in Searchlight II HMT are insulated and approximated based on the equity percentage in HMTV. However, Searchlight II HMT acknowledges that these entities may be deemed to hold 100 percent voting interests in HMTV and thus seeks approval for up to 100 percent foreign ownership in HMTV.

Erol Uzumeri, a Canadian citizen, and Oliver Haarmann, a German citizen, together with Eric Zinterhofer, a U.S. citizen, Messrs. Zinterhofer, Uzumeri, and Haarmann jointly control Searchlight Capital Partners II GP, LLC, each having a voting interest of 33.3 percent. Neither Mr. Uzumeri nor Mr. Haarmann can act to bind the company unilaterally. However, Searchlight

II HMT acknowledges that pursuant to Section 1.5002(b)(2)(ii)(A), these individuals may be deemed to hold up to a 100 percent voting interests.

The limited partners of Searchlight Capital II USD AIV, L.P. and Searchlight Capital II (FC) AIV II, L.P. are insulated in accordance with the Commission's rules. These insulated limited partners are predominantly formed in the United States or are U.S. citizens. Insulated investors in these funds organized in non-U.S. jurisdictions hold in the aggregate approximately 4.45 percent indirect equity in HMTV.

The limited partners in Searchlight Capital II EXU AIV, L.P., Searchlight Capital II PV, L.P., and Searchlight Capital II UNR AIV, L.P. are insulated in accordance with the Commission's rules. Insulated limited partners in these funds are expected to hold an aggregate equity interest of 38.94 percent indirectly in HMTV. Thus, the total estimated aggregate foreign ownership through insulated limited partner investors is expected to be 43.39 percent indirectly in HMTV.²¹ Although the insulated parties will not actually hold any voting rights because of their insulated status, these insulated entities may be deemed to have a voting interest that is equal to their equity interest pursuant to Section 1.5002(b)(2)(ii)(B). None of the non-U.S. limited partner investors would hold an equity interest in excess of the 10 percent threshold for insulated limited partnership interests requiring specific approval.

I. Section 1.5001(h)(2) – Ownership and Control Structure Diagram

Exhibit A depicts the post-Proposed Transaction ownership structure of HMTV, Televiscentro, and WLII/WSUR.

²¹ Each of the insulated limited partners is a citizen of or organized in, as the case may be: British Virgin Islands, Canada, Cayman Islands, Denmark, Germany, Guernsey, Italy, Luxembourg, Norway, Oman, Singapore, Sweden, Switzerland, or United Kingdom.

J. Section 1.5001(i)-(k) – Requests for Specific Approval

Searchlight II HMT requests specific approval for the following non-U.S. individuals and entities that will hold, indirectly, more than five percent of the equity and/or voting interests of HMTV, or any insulated interests of 10 percent or greater, and for each individual and entity to increase their interests in HMTV, at some future time, to up to the percentage noted:

Name: Erol Uzumeri
Citizenship: Canada
Future Percentage: up to 49.9% Equity/ deemed 100% Voting

Name: Oliver Haarmann
Citizenship: Germany
Future Percentage: up to 49.9% Equity/ deemed 100% Voting

Name: Searchlight Capital II PV, L.P.
Entity Type: Limited Partnership
Citizenship: Cayman Islands
Principal Business: Investment Fund
Future Percentage: up to 100% Equity/ deemed 100% Voting

Name: SC II HMT Holdings, Ltd.
Entity Type: Limited Company
Citizenship: Cayman Islands
Principal Business: Blocker Entity
Future Percentage: up to 100% Equity/ deemed 100% Voting

Name: Searchlight Capital II UNR AIV, L.P.
Entity Type: Limited Partnership
Citizenship: Cayman Islands
Principal Business: Investment Fund
Future Percentage: up to 100% Equity/ deemed 100% Voting

Name: Searchlight Capital Partners II GP, L.P.
Entity Type: Limited Partnership
Citizenship: Cayman Islands
Principal Business: Investment Activities
Future Percentage: up to 100% Equity/ deemed 100% Voting

III. GRANT OF THIS PETITION IS IN THE PUBLIC INTEREST

In adopting rules to implement Section 310(b)(4) of the Act to allow foreign investment in broadcast licensees exceeding the 25 percent indirect foreign ownership benchmark, the

Commission adopted the same streamlined standard that it had applied to common carriers.²² Specifically, the Commission will approve indirect foreign ownership of broadcast licensees above 25 percent “unless the Commission finds that the public interest will be served by refusing to permit such foreign ownership.”²³ The Commission acknowledged that permitting greater foreign ownership in broadcast stations would “increase regulatory transparency and predictability” and thereby facilitate greater access to foreign capital and “help create new opportunities for U.S. broadcasters to enter foreign radio and television markets.”²⁴ Consistent with these goals, the Commission already has determined that allowing foreign ownership in HMTV of up to 100 percent would “encourage new sources of investment” and “encourage reciprocity by other countries and lower barriers to U.S. investment abroad,”²⁵ and thus is in the public interest.

Grant of the Petition and approval of the Proposed Transactions will further these policy objectives by allowing Searchlight to expand beyond its current advisory role in HMTV and bring to bear its full managerial expertise and extensive industry relationships in implementing a strategic plan for HMTV’s continued expansion, including the acquisition of the Puerto Rico radio stations. Eric Zinterhofer, Andrew Frey, Erol Uzumeri, and Oliver Haarmann have particular experience in the media and telecommunications sectors through Searchlight’s

²² See *Review of Foreign Ownership Policies for Broadcast, Common Carrier and Aeronautical Radio Licensees under Section 310(b)(4) of the Communications Act of 1934, as Amended*, Report and Order, 31 FCC Rcd 11272 ¶ 11 (2016) (“*2016 Foreign Ownership Order*”).

²³ 47 C.F.R. § 310(b)(4); *2016 Foreign Ownership Order* at ¶ 5.

²⁴ *2016 Foreign Ownership Order* at ¶ 13.

²⁵ *Hemisphere Declaratory Ruling* at ¶ 9.

investment in TelevisaUnivision, Inc. and through decades of investing experience collectively.²⁶ In addition, Searchlight is well positioned to provide additional capital to achieve HMTV’s business objectives, which could include additional investments in content, digital initiatives or acquisitions through increased future foreign investment subject to the grant of this Petition.

Further, the grant of the Petition would not present any national security, law enforcement, foreign policy, and trade policy concerns. With respect to such considerations, “the Commission accords deference to the expertise of the relevant Executive Branch agencies.”²⁷ Notably, Searchlight and its management team—including Searchlight’s foreign ownership through Cayman Island fund structures and its non-U.S. principals—are well known to the Commission and have already been vetted and approved by the Committee for the Assessment of Foreign Participation in the United States Telecommunications Services Sector (the “Committee”) in other connection with broadcast licensees and telecommunications providers.²⁸

The Proposed Transactions will allow Searchlight to solidify its long-term investment in HMTV, and will enhance the benefits of foreign investment in HMTV that the Commission has already found to exist. Therefore, grant of the Petition is in the public interest.

²⁶ See *Consent to Transfer of Control of Univision Holdings, Inc. to Searchlight III UTD, L.P., ForgeLight (United) Investors, LLC, and Grupo Televisa S.A.B.*, Memorandum Opinion and Order and Declaratory Ruling, 35 FCC Rcd 14835 (2020) (“2020 Univision Ruling”).

²⁷ *Hemisphere Declaratory Ruling* at ¶ 7; see also *2016 Foreign Ownership Order* at ¶ 6.

²⁸ See, e.g., *2020 Univision Ruling; Grant of Consolidated Communications Holdings, Inc. and Searchlight III CLV, L.P. Petition for Declaratory Ruling*, IB Docket No. 21-172, IBFS File No. ISP-PDR-20210105-00001, Public Notice, DA 21-1468 (rel. Nov. 23, 2021); *Applications Filed for the Transfer of Control of Certain Subsidiaries of Frontier Communications Corporation to Northwest Fiber, LLC*, Memorandum Opinion and Order and Declaratory Ruling, 34 FCC Rcd 12344 (2019).

IV. CONCLUSION

For the reasons set forth herein, Searchlight II HMT respectfully requests that the Commission issue a declaratory ruling permitting the non-U.S. individuals and entities identified in Section II.J, above, to hold a greater than five percent equity and/or voting interest in HMTV.

Respectfully submitted,

/s/

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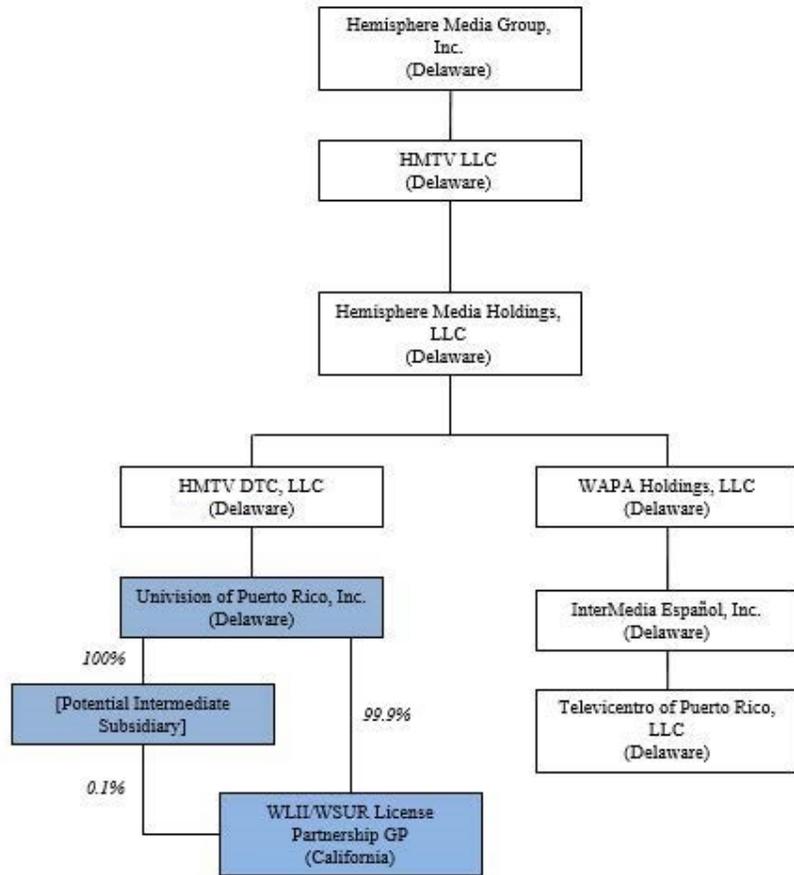
Counsel for Searchlight II HMT, L.P.

Exhibit A

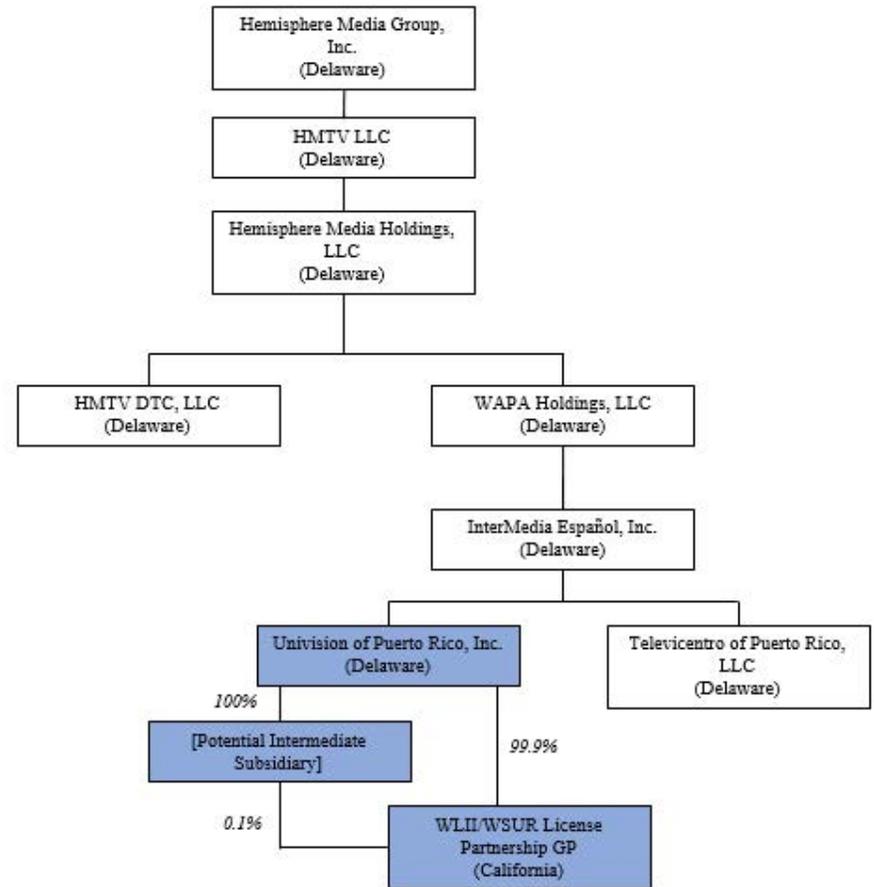
Post-Proposed Transaction Ownership Structure of HMTV, Televiscentro, and WLII/WSUR

Petition for Declaratory Ruling Hemisphere Media Group, Inc. Post-Closing Ownership - Part 2

Step 1: Transfer of USPRI to HMTV DTC



Step 2: Distribution of UPRI by HMTV DTC to Intermedia Español



Certification

I, Adam Reiss, am an Authorized Person of Searchlight II HMT GP, LLC, which is the general partner of Searchlight II HMT, L.P. (“Searchlight II HMT”). I hereby certify, to the best of my knowledge, information, and belief, that:

1. All information contained in the foregoing Amended and Restated Petition for Declaratory Ruling (“Petition”) related to Searchlight II HMT and entities affiliated with Searchlight II HMT is true and correct.
2. The ownership interests disclosed in the Petition related to Searchlight II HMT and entities affiliated with Searchlight II HMT have been calculated based upon a review of the Commission’s rules and the interests disclosed satisfy each of the pertinent standards and criteria set forth in the rules.

I certify under penalty of perjury that the foregoing is true and correct.

Executed on October 13, 2022

Adam Reiss