

**HMG Description of the Proposed Transaction**

This application requests the Commission's consent to the *pro forma* transfer of control of Televiscentro of Puerto Rico, LLC ("Televiscentro"), from Leo J. Hindery, Jr. and Peter M. Kern, each of whom currently exercises negative control, to Mr. Kern solely. The proposed transaction qualifies as a *pro forma* transfer of control under the exception that permits the use of a Form 316 application where an existing stockholder with negative control acquires positive control. See *Grace Missionary Baptist Church*, 80 FCC 2d 330, 336 n. 16 (1980), citing *Barnes Enterprises, Inc.*, 55 FCC 2d 721, 725 n. 4 (1975); Stephen F. Sewell, Assignments and Transfers of Control of FCC Authorizations under Section 310(d) of the Communications Act of 1934, 43 Fed. Comm. L. J. 277, 321 (1991).

Televiscentro is the licensee of the following broadcast television stations:

WAPA-TV, Facility ID Number 52073, San Juan, Puerto Rico  
WNJX-TV, Facility ID Number 73336, Mayaguez, Puerto Rico  
WTIN-TV, Facility ID Number 26681, Ponce, Puerto Rico

Organizational charts depicting the current and proposed ownership structure of Televiscentro are included in this exhibit.

As shown on the organizational charts, Televiscentro is an indirect wholly owned subsidiary of Hemisphere Media Group, Inc. ("HMG"), which is a publicly held company listed on the NASDAQ stock exchange. HMG currently has approximately 42,391,834 shares of stock outstanding. HMG's shares are divided into two classes: Class A common stock, which has one vote per share, and Class B common stock, which has ten votes per share. InterMedia Partners VII, L.P. ("IM VII"), directly or through a wholly owned subsidiary, currently owns 26,402,043 shares of Class B common stock in HMG, which represents 84.45% of the voting power and 62.28% of the equity of all stock outstanding.

IM VII is controlled by its sole general partner, InterMedia Partners, L.P., which is controlled by its sole general partner, HK Capital Partners, LLC. In turn, HK Capital Partners, LLC is controlled by Leo J. Hindery, Jr. and Peter M. Kern as its only two members. 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.

IM VII is a private equity investment partnership that is nearing the end of its term and is in the process of liquidating its investments. In addition, Mr. Hindery is in the process of reducing his involvement in the active management of this investment. In order to liquidate IM VII's investment in HMG, IM VII has entered into the Stock Purchase Agreement on September 6, 2016, attached as Exhibit 5 to this application with Gato Investments LP ("Gato"), which will be controlled by Mr. Kern following the consummation of the proposed transaction. Pursuant to the Stock Purchase Agreement, each limited partner in IM VII will be given three options: (i) to

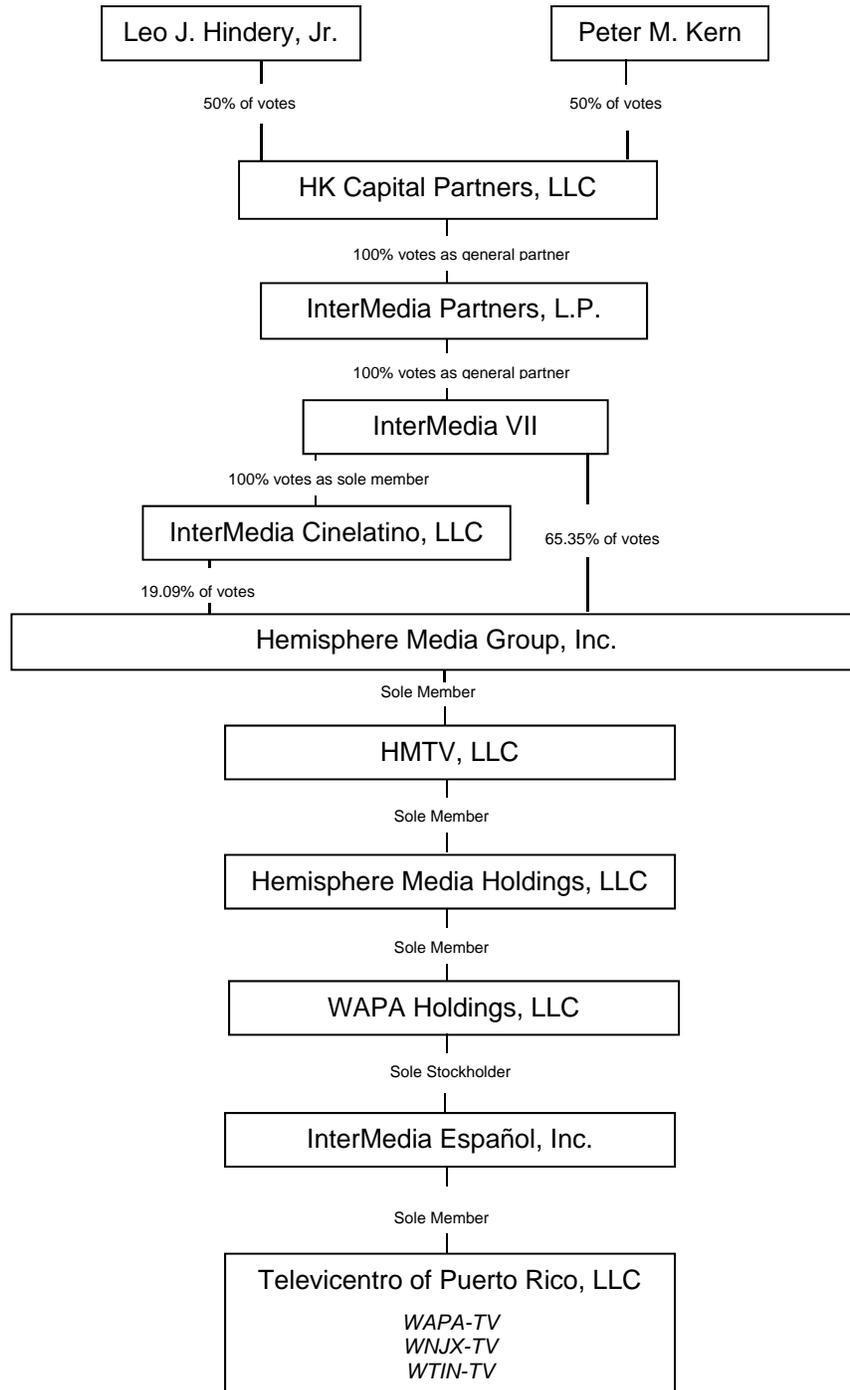
accept cash for its indirect interest in the shares of HMG owned by IM VII, (ii) to receive a distribution of its allocable portion of the shares, or (iii) or to roll over its investment into a new partnership, InterMedia Hemisphere Roll-Over, L.P. (“IM Roll-Over”). To the extent that limited partners elect to receive a cash distribution in respect of their indirect interest in shares of HMG, Gato will purchase those shares from IM VII or its wholly owned subsidiary, InterMedia Cine Latino, LLC.

Mr. Kern will elect to receive personally a distribution of HMG shares held by IM VII allocable to his ownership interest in IM VII. In addition, he has formed a limited liability company, Gemini Latin Holdings, LLC (“Gemini”), of which he is the sole member, and Gemini will be the sole general partner of Gato and IM Roll-Over.

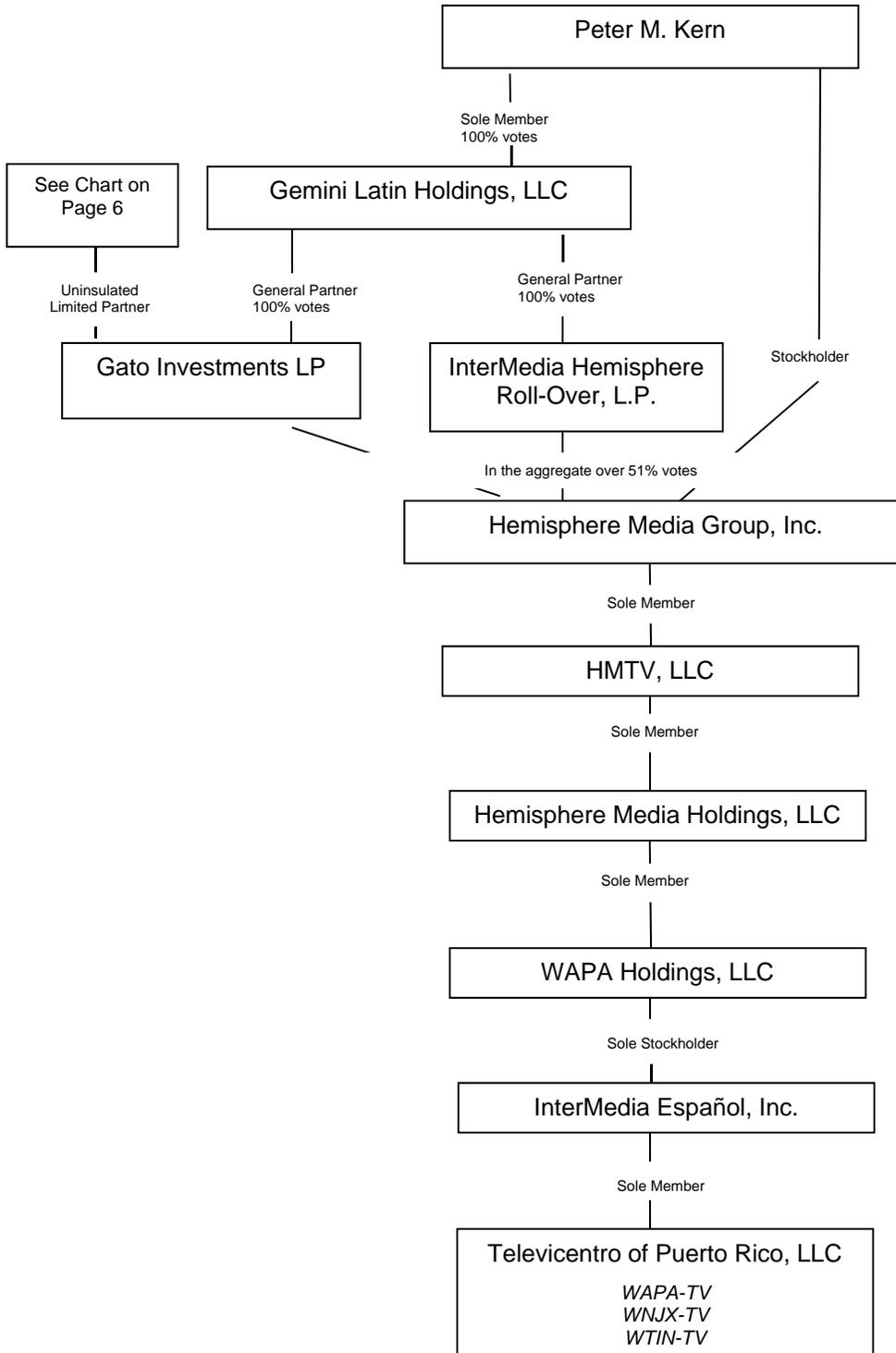
Pursuant to HMG’s certificate of incorporation, the Class B common stock owned by IM VII will automatically convert to Class A common stock if distributed to a limited partner of IM VII. Stock acquired by Mr. Kern in his individual capacity, Gato or IM Roll-Over will remain Class B stock so long as Mr. Kern holds the shares or controls these entities. Because of conditions in the Stock Purchase Agreement, the transactions will not close unless following the transaction Mr. Kern retains control over at least a majority of the voting interest in HMG.

As indicated above, Mr. Kern currently holds negative control of HMG. *See* FCC File Nos. BTCCT-20061108AHE, BTCCDT-20130208AAM and BTCCDT-20130705AAL. As a result of the proposed transactions, Mr. Kern will acquire affirmative control of HMG through his sole ownership of Gemini and its sole general partnership interest in Gato and IM Roll-Over.

**Current Ownership Structure**



**Proposed Ownership Structure**



The parties that will hold attributable equity interests in HMG following the proposed transaction are set forth above. Gato and IM Roll-Over are Delaware limited partnerships; Gemini is a Delaware limited liability company; and Mr. Kern is a U.S. citizen. The address for Mr. Kern, Gemini, Gato and IM Roll-Over is:

405 Lexington Avenue  
48<sup>th</sup> Floor  
New York, N.Y. 10174

The limited partners in IM Roll-Over will hold insulated limited partnership interests. The limited partner of Gato, however, will hold an uninsulated interest, because among other things Mr. Kern and HMG have agreed, pursuant to a Stockholders Agreement attached at Exhibit 5, that its general partner, Searchlight II HMT GP, LLC, a Delaware limited liability company, will have the right to designate two directors of HMG. HMG has agreed to increase the size of its board to eleven members following the closing of the proposed transaction, and Mr. Kern has agreed to vote for the two designees. There is no limitation on Mr. Kern's control of the election of the remaining nine directors.

On the page that follows is a chart showing ownership information for the sole uninsulated limited partner in Gato. The address for the entities and individuals identified on this chart is:

745 Fifth Avenue  
27<sup>th</sup> Floor  
New York, NY 10151

**Ownership Structure of Searchlight II HMT, L.P.**

