TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM312524

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Notice of Succession of Agency

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Deutsche Bank AG New York Branch, as Prior Agent		07/31/2014	Bank: UNITED STATES

RECEIVING PARTY DATA

Name:	JPMorgan Chase Bank, N.A., as Successor Agent
Street Address:	10 South Dearborn, Floor 07
City:	Chicago
State/Country:	ILLINOIS
Postal Code:	60603
Entity Type:	Association: UNITED STATES

PROPERTY NUMBERS Total: 2

Property Type	Number	Word Mark
Registration Number:	4293796	PASI NES
Registration Number:	3670099	PASIONES

CORRESPONDENCE DATA

Fax Number:

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.

Email: marina.kelly@thomsonreuters.com
Correspondent Name: Ken Tan, Legal Assistant
Address Line 1: 80 Pine Street
Address Line 2: c/o Cahill Gordon & Reindel LLP
Address Line 4: New York, NEW YORK 10005

NAME OF SUBMITTER:	Ken Tan, Legal Assistant
SIGNATURE:	/Marina Kelly Thomson Reuters/
DATE SIGNED:	07/31/2014

Total Attachments: 5

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OP $65.00 4293796

Form PTO-1594 (Rev. 12-11)
OMB Collection 0651-0027 (exp. 04/30/2015)

U.S. DEPARTMENT OF COMMERCE
United States Patent and Trademark Office

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):

Deutsche Bank AG New York Branch, as Prior Agent

☐ Individual(s) ☐ Association
☐ Partnership ☐ Limited Partnership
☐ Corporation- State:
☒ Other Bank

Citizenship (see guidelines) USA

Additional names of conveying parties attached? ☐ Yes ☒ No

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? ☐ Yes ☒ No

Name: JPMorgan Chase Bank, N.A., as Successor Agent

Street Address: 10 South Dearborn, Floor 07

City: Chicago

State: Illinois

Country: USA Zip: 60603

☐ Individual(s) Citizenship
☒ Association Citizenship USA
☐ Partnership Citizenship
☐ Limited Partnership Citizenship
☐ Corporation Citizenship
☐ Other Citizenship

If assignee is not domiciled in the United States, a domestic representative designation is attached: ☐ Yes ☐ No
(Designations must be a separate document from assignment)

3. Nature of conveyance/Execution Date(s) :

Execution Date(s) July 31, 2014

☐ Assignment ☐ Merger
☐ Security Agreement ☐ Change of Name
☒ Other Notice of Succession of Agency

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

See Schedule A

Additional sheet(s) attached? ☒ Yes ☐ No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

5. Name & address of party to whom correspondence concerning document should be mailed:

Name: Ken Tan, Legal Assistant

Internal Address:

Street Address: c/o Cahill Gordon & Reindel LLP
80 Pine Street

City: New York

State: New York Zip: 10005

Phone Number: (212) 701-3804

Docket Number: 57320.0678

Email Address: KTan@cahill.com

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 2.6(b)(6) & 3.41) $

☐ Authorized to be charged to deposit account
☐ Enclosed

8. Payment Information:

Deposit Account Number

Authorized User Name

9. Signature:

Signature 07/31/2014 Date

Ken Tan
Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 5

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:
Mail Stop Assignment Recordation Branch, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

NOTICE OF SUCCESSION OF AGENCY
REEL/FRAME 5292/0150

This NOTICE OF SUCCESSION OF AGENCY (this "Notice"), dated as of July 31, 2014 (the "Effective Date"), is executed by Deutsche Bank AG New York Branch, in its capacity as existing Collateral Agent under the Credit Agreement (as defined below) (the "Prior Agent"), and JPMorgan Chase Bank, N.A., in its capacity as successor Collateral Agent under the Amended Credit Agreement (as defined below) (the "Successor Agent").

WHEREAS, pursuant to that certain Credit Agreement, dated as of July 30, 2013, by and among Hemisphere Media Holdings, LLC, a Delaware limited liability company (the "Lead Borrower"), Intermedia Español, Inc., a Delaware corporation ("WAPA PR" and, together with the Lead Borrower, the "Borrowers"), HMTV, LLC, a Delaware limited liability company ("Holdings" and together with the Borrowers, the "Loan Parties"), the Prior Agent and certain other parties thereto (the "Credit Agreement"), the Prior Agent and HMTV Pasiones US, LLC (the "Grantor") entered into that certain Trademark Security Agreement, dated as of May 15, 2014 (the "Trademark Security Agreement"), pursuant to which the Grantor granted a security interest in and to certain collateral;

WHEREAS, the Trademark Security Agreement was recorded with the United States Patent and Trademark Office on May 28, 2014 at Reel/Frame 5292/0150, with respect to the trademarks identified on Schedule A attached hereto;

WHEREAS, the Credit Agreement was amended on the date hereof (as amended, the "Amended Credit Agreement"), and in connection with the Amended Credit Agreement, the Prior Agent, the Successor Agent and the Loan Parties have entered into that certain Resignation, Waiver, Consent and Appointment Agreement, dated as of the date hereof (the "Resignation Agreement"), whereby the Prior Agent resigned as Administrative Agent and Collateral Agent and is succeeded to and replaced by the Successor Agent as successor Administrative Agent and Collateral Agent;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

1. Defined Terms. All capitalized terms used, but not otherwise defined herein, shall have the respective meanings ascribed in or otherwise referenced in the Amended Credit Agreement.

2. Succession and Replacement of Agency. Pursuant to the terms and conditions set forth in the Resignation Agreement, the Prior Agent has ceased to be Administrative Agent and Collateral Agent under the Loan Documents and is succeeded to and replaced by the Successor Agent as Administrative Agent and Collateral Agent under the Loan Documents. Nothing herein shall be deemed to terminate, interrupt or impair the continuity of the security interest in the collateral originally granted to the Prior Agent under the Trademark Security Agreement, which security interest is now succeeded by and transferred to the Successor Agent.

IN WITNESS WHEREOF, the parties have executed this Notice effective as of the Effective Date:

DEUTSCHE BANK AG NEW YORK BRANCH

By: _____

Name: **Anca Trifan**
Title: **Managing Director**

By: _____

Name: **Lisa Wong**
Title: **Vice President**

[Signature Page to Notice of Succession of Agency – HMTV Pasiones US, LLC Trademark Security Agreement]

JPMORGAN CHASE BANK, N.A.

By: _____

Name: James A. Knight
Title: Vice President

[Signature Page to Notice of Succession of Agency – HMTV Pasiones US, LLC Trademark Security Agreement]

SCHEDULE A

Trademark	Application No.	Application Date	Registration No.	Registration Date
PASIONES	77355795	December 19, 2007	4293796	February 26, 2013
PASIONES	77319666	November 2, 2007	3670099	August 18, 2009