TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM312528

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: 10

Property Type	Number	Word Mark
Registration Number:	4338790	NOTICENTRO
Registration Number:	4353229	WAPA
Registration Number:	4349504	PEGATE AL MEDIODIA
Registration Number:	4212880	WAPA
Serial Number:	85846502	GANA DINERO AL INSTANTE
Serial Number:	85795620	NOTICENTRO
Serial Number:	85755177	NOTICENTRO
Serial Number:	85743861	WAPA AMERICA
Serial Number:	85741083	SUPER XCLUSIVO
Serial Number:	85829124	LO SÉ TODO

OP $265.00 4338790

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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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)

See Schedule A

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: 10

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 5081/0292

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 Televicentro of Puerto Rico, LLC (the "Grantor") entered into that certain Trademark Security Agreement, dated as of July 30, 2013 (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 July 30, 2013 at Reel/Frame 5081/0292, 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 – Televicentro of Puerto Rico, 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 – Televicentro of Puerto Rico, LLC Trademark Security Agreement]

SCHEDULE A

Mark	Owner	Application Number	Application Date	Registration Number	Registration Date
GANA DINERO AL INSTANTE	Televicentro of Puerto Rico, LLC	85846502	02/11/2013		
NOTICENTRO	Televicentro of Puerto Rico, LLC	85795620	12/05/2012		
NOTICENTRO	Televicentro of Puerto Rico, LLC	85755177	10/16/2012		
NOTICENTRO	Televicentro of Puerto Rico, LLC	85755256	10/16/2012	4338790	05/21/2013
WAPA AMERICA	Televicentro of Puerto Rico, LLC	85743861	10/02/2012		
WAPA	Televicentro of Puerto Rico, LLC	85743689	10/02/2012	4353229	06/18/2013
PEGATE AL MEDIODIA	Televicentro of Puerto Rico, LLC	85741565	09/28/2012	4349504	06/11/2013
X SUPER XCLUSIVO	Televicentro of Puerto Rico, LLC	85741083	09/28/2012		
WAPA	Televicentro of Puerto Rico, LLC	85460401	10/31/2011	4212880	09/25/2012
LO SÉ TODO	Televicentro of Puerto Rico, LLC	85829124	01/22/2013		