

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM312530

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	Notice of Succession of Agency		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Deutsche Bank AG New York Branch, as Prior Agent		07/31/2014	Bank: UNITED STATES
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	JPMorgan Chase Bank, N.A., as Successor Agent		
<b>Street Address:</b>	10 South Dearborn, Floor 07		
<b>City:</b>	Chicago		
<b>State/Country:</b>	ILLINOIS		
<b>Postal Code:</b>	60603		
<b>Entity Type:</b>	Association: UNITED STATES		
<b>PROPERTY NUMBERS Total: 2</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	3108724	WAPA-AMERICA	
<b>Serial Number:</b>	85830400	WAPA AMERICA	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>			
<i>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.</i>			
<b>Email:</b>	marina.kelly@thomsonreuters.com		
<b>Correspondent Name:</b>	Ken Tan, Legal Assistant		
<b>Address Line 1:</b>	80 Pine Street		
<b>Address Line 2:</b>	c/o Cahill Gordon & Reindel LLP		
<b>Address Line 4:</b>	New York, NEW YORK 10005		
<b>NAME OF SUBMITTER:</b>	Ken Tan, Legal Assistant		
<b>SIGNATURE:</b>	/Marina Kelly Thomson Reuters/		
<b>DATE SIGNED:</b>	07/31/2014		
<b>Total Attachments: 5</b>			
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TRADEMARK

### 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

**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

**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)

**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:**

2

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

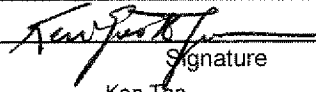
- Authorized to be charged to deposit account  
 Enclosed

**8. Payment Information:**

Deposit Account Number \_\_\_\_\_

Authorized User Name \_\_\_\_\_

**9. Signature:**

  
Signature  
Ken Tan

07/31/2014

Date

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 5081/0319**

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 WAPA America, Inc. (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 5081/0319, 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;

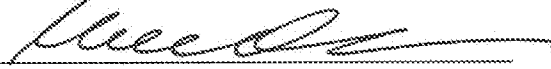
NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

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: 

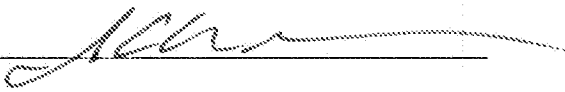
Name: Anca Trifan  
Title: Managing Director

By: 

Name: Lisa Wong  
Title: Vice President

*[Signature Page to Notice of Succession of Agency --  
WAPA America, Inc. Trademark Security Agreement]*

**JPMORGAN CHASE BANK, N.A.**

By: 

Name: James A. Knight

Title: Vice President

*[Signature Page to Notice of Succession of Agency –  
WAPA America, Inc. Trademark Security Agreement]*

**TRADEMARK  
REEL: 005334 FRAME: 0093**

SCHEDULE A

<u>Mark</u>	<u>Owner</u>	<u>Application Number</u>	<u>Application Date</u>	<u>Registration Number</u>	<u>Registration Date</u>
WAPA AMERICA	WAPA America, Inc.	85830400	01/23/2013		
WAPA-AMERICA	WAPA America, Inc.	78473358	08/25/2004	3108724	06/27/2006