

Before the  
**Federal Communications Commission**  
Washington, DC 20554

In the Matter of	)	
	)	
Hemisphere Media Group, Inc.	)	MB Docket 18 - _____
	)	
Petition for Declaratory Ruling under	)	
Section 310(b)(4) of the Communications	)	
Act of 1934, as Amended	)	

**PETITION FOR DECLARATORY RULING**

Hemisphere Media Group, Inc. (“HMTV”) hereby petitions the Commission for a modification of the Section 310(b)(4) declaratory ruling released January 18, 2017,<sup>1</sup> in which the Commission specifically approved Cinéma Aeropuerto, S.A. de C.V., and entities and individuals holding an attributable interest in Cinéma Aeropuerto, to hold up to 49.99 percent of the voting interests and equity of HMTV. In this petition, HMTV seeks a declaratory ruling that the public interest would be served by specifically approving the substitution of Banco Santander (México), S.A., a Mexican corporation, and its parent corporation for HSBC Mexico S.A. and its parent, as trustee under a trust that ultimately holds a controlling interest in Cinéma Aeropuerto.

**I. BACKGROUND**

As noted in the Declaratory Ruling, Cinéma Aeropuerto is ultimately controlled by a trust organized under the laws of Mexico, then known as HSBC 61549, for the

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<sup>1</sup> *Hemisphere Media Group, Inc.*, Declaratory Ruling, 32 FCC Rcd 718 (2017) (“Declaratory Ruling”).

benefit of the descendants of Mr. Jose Joaquín Vargas Gómez. At that time, the sole trustee of HSBC 61549 was HSBC México S.A., a Mexican corporation (“HSBC Mexico”), which is an indirect wholly-owned subsidiary of HSBC Holdings plc, which is organized under the laws of the United Kingdom. HSBC Mexico voted the shares of Grupo MVS, S.A. de C.V. (the ultimate corporate parent of Cinéma Aeropuerto) at the direction of a trust committee, which consists of the following members, all of whom are children of José Joaquín Vargas Gómez: Joaquín Vargas Guajardo, Elsa Gabriela Vargas Guajardo, Ernesto Vargas Guajardo, Andrea Matilde Vargas Guajardo, Francisco Vargas Guajardo and Alejandro Vargas Guajardo.

On March 23, 2018, Cinéma Aeropuerto amended the Schedule 13D on file with the Securities and Exchange Commission (“SEC”) with respect to Cinéma Aeropuerto’s investment in HMTV. Cinéma Aeropuerto reported that HSBC 61549 had been replaced with Santander Trust Agreement Number 2003914 (the “Trust”), Banco Santander (México), trustee. HMTV has confirmed with Cinéma Aeropuerto and its attorney that other than the replacement of HSBC Mexico by Banco Santander (México), there were no other changes to the Trust formerly known as HSBC 61549. Specifically, the new trustee continues to vote the shares of Grupo MVS at the direction of a trust committee, the members of which remain unchanged.

HMTV also determined that shares in Banco Santander (México) are publicly traded and that it files annual reports with the SEC on Form 20-F, most recently on March 27, 2018. In the most recent Form 20-F, Banco Santander (México) reports that as of March 27, 2018, its controlling shareholder is Banco Santander, S.A., a Spanish bank,

through its 100% ownership of Grupo Financiero Santander México, S.A. de C.V., which in turn holds 74.96% of the stock of Banco Santander (México).<sup>2</sup> HMTV also determined that Banco Santander, S.A., is also a publicly traded corporation that files annual reports with the SEC. According to its most recent annual report, Banco Santander, S.A., reports that to its knowledge no shareholder holds a stake of over 3% in the share capital or voting rights.<sup>3</sup>

## **II. INFORMATION REQUIRED BY SECTION 1.5001**

This section contains the information required by Section 1.5001 of the Commission's Rules.

**(a) Petitioning applicant contact information:**

**Parent:**

Hemisphere Media Group, Inc.  
4000 Ponce de Leon Blvd., Suite 650  
Coral Gables, FL 33146

Telephone: 305-421-6364

FRN: 0022806053

Place of Organization: Delaware

Type of Business Organization: Corporation

Name and Title of Officer Certifying: Alex J. Tolston, General Counsel  
and Corporate Secretary

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<sup>2</sup> See Form 20-F for Banco Santander (México) filed March 27, 2018 with the SEC at pp. 243-244.

<sup>3</sup> See Form 20-F for Banco Santander, S.A., filed March 28, 2018 with the SEC at p. 180.

**Licensee:**

Televicentro of Puerto Rico, LLC  
P.O. Box 362050  
San Juan, PR 00930

Telephone: 787-792-4444

FRN: 0004343323

Place of Organization: Delaware

Type of Business Organization: Limited Liability Company

Name and Title of Officer Certifying: Alex J. Tolston, Corporate Secretary

**(b) Legal Counsel:**

Meredith S. Senter, Jr.  
Lerman Senter PLLC  
2001 L Street, NW  
Suite 400  
Washington, D.C. 20036

Telephone: 202-429-8970

Email: [msenter@lermansenter.com](mailto:msenter@lermansenter.com)

**(c)(1) Type of Radio Service Authorization:**

**Broadcast television:**

Televicentro of Puerto Rico, LLC 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

**(d) Type of Declaratory Ruling Requested:**

Petitioner is seeking a declaratory ruling pursuant to Section 310(b)(4) and Section 1.5000(a)(1).

(e) **Disclosable Direct Interest Holders:**

Since the date of the Declaratory Ruling, there have been no changes to the disclosable direct interest holders in HMTV.

(f) **Disclosable Indirect Interest Holders:**

Since the date of the Declaratory Ruling, there have been no changes to the disclosable direct interest holders in HMTV.

(g) **Citizenship and Other Information for Disclosable Interest Holders :**

Since the date of the Declaratory Ruling, there have been no changes in the citizenship and other information for the disclosable interest holders in HMTV.

(h)(1) **Estimate of Aggregate Foreign Ownership:**

HMTV is not seeking a change in the aggregate foreign ownership approved in the Declaratory Ruling.

(h)(2) **Attributable Ownership and Control Structure Diagram:**

Since the date of the Declaratory Ruling, there have been no changes to the disclosable direct interest holders in HMTV.

(i) **Requests for Specific Approval:**

HMTV requests specific approval for the following foreign entities to hold up to a 49.9% voting and equity interest in HMTV indirectly through Cinéma Aeropuerto.

SANTANDER Trust Agreement Number 2003914  
Banco Santander (México), S.A., trustee  
Vasco de Quiroga # 3900  
Toree B, Piso 2  
Colonia Lomas de Santa Fe  
Ciudad de México, 01219  
México

Banco Santander (México), S.A.  
Avenida Prolongación Paseo de la Reforma 500  
Colonia Lomas de Santa Fe  
Delegación Álvaro Obergón  
Ciudad de México, 01219  
México

Grupo Financiero Santander México, S.A. de C.V.  
Avenida Prolongación Paseo de la Reforma 500  
Colonia Lomas de Santa Fe  
Delegación Álvaro Obergón  
Ciudad de México, 01219  
México

Banco Santander, S.A.  
Ciudad Grupo Santander  
28660 Boadilla del Monte  
Madrid, Spain

(j) **Citizenship or Place of Organization, Type of Business, Principal Business of Foreign Investors Named in (i)** :

Banco Santander (México), S.A.,  
as trustee under SANTANDER Trust Agreement Number 2003915

- Mexican corporation
- bank

Grupo Financiero Santander México, S.A. de C.V.

- Mexican corporation
- holding company

Banco Santander, S.A.

- Spanish corporation
- International bank holding company

(k) **Request for Advance Approval:**

HMTV requests advance approval for the foreign investors named in (i) to increase their interests up to and including a 49.99% equity and/or voting interest in HMTV.

(I) **Required Certification:**

Exhibit A contains the required certification.

**III. GRANT OF THIS PETITION IS IN THE PUBLIC INTEREST**

Grant of this petition is in the public interest because the specific approval sought does not materially change the Declaratory Ruling. The trustee for which specific approval is sought performs only administrative duties. The trustee votes the shares in Grupo MVS, which controls Cinéma Aeropuerto, the direct foreign investor in HMTV, at the direction of a trust committee, the members of which the Commission has previously approved and which remain unchanged. Only the trustee has changed.

**IV. MISCELLANEOUS MATTERS**

In preparing this petition, HMTV noticed two mistakes in the Declaratory Ruling that HMTV calls to the Commission's attention. First, the Declaratory Ruling identifies the parent of Cinéma Aeropuerto as Grupo Frecuencia Modulada Televisión, S.A. de C.V. During the pendency of HMTV's prior petition, however, the company's name changed to Utrera S.A. de C.V.<sup>4</sup> Second, in Cinéma Aeropuerto's amended Schedule 13D filed March 23, 2018, it reported that Santander 2003914 holds a 98.06% interest in Grupo MVS, not the 99.56% interest previously reported by Cinéma Aeropuerto to the SEC and therefore by HMTV to the Commission. HMTV made inquiry to Cinéma Aeropuerto, whose counsel confirmed that the prior reporting of a 99.56% interest had been in error.

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<sup>4</sup> See HMTV's Second Supplement to Petition for Declaratory Ruling at 8, MB Docket 16-238 (filed November 3, 2016).

Respectfully submitted,

**HEMISPHERE MEDIA GROUP, INC.**

By:                     /s/                      
Meredith S. Senter, Jr.  
Sally A. Buckman

Lerman Senter PLLC  
2001 L Street, NW  
Suite 400  
Washington, DC 20036  
(202) 429-8970

Dated: April 23, 2018

Its Attorneys



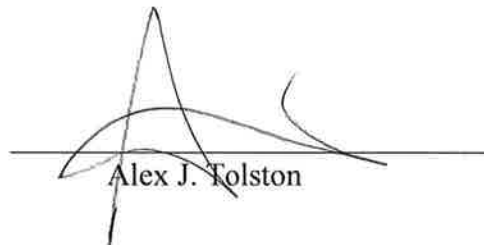
**Certification**

On behalf of Hemisphere Media Group, Inc. and Televiscentro of Puerto Rico, LLC, I, Alex J. Tolston, in my capacity as set forth below and not in my personal capacity, declare as follows:

1. I am the General Counsel and Corporate Secretary of Hemisphere Media Group, Inc. and the Secretary of Televiscentro of Puerto Rico, LLC.
2. The foregoing Petition for Declaratory Ruling was prepared under my direction and supervision, and the contents are true and correct to the best of my knowledge.

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

Executed on April 23, 2018.

  
Alex J. Tolston