GRUPO TELEVISA, S.A.B.
Form 20-F
April 29, 2014

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 20-F

¨ **REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE SECURITIES EXCHANGE ACT OF 1934**

OR

x **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 FOR THE FISCAL YEAR ENDED DECEMBER 31, 2013**

OR

¨ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

OR

¨ **SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

Date of event requiring this shell company report

FOR THE TRANSITION PERIOD FROM __________ TO __________

COMMISSION FILE NUMBER 1-12610

Grupo Televisa, S.A.B.

(Exact name of Registrant as specified in its charter)

N/A

(Translation of Registrant s name into English)

United Mexican States

(Jurisdiction of incorporation or organization)

Av. Vasco de Quiroga No. 2000

Colonia Santa Fe

01210 Mexico, D.F.

Mexico

(Address of principal executive offices)

Joaquín Balcárcel Santa Cruz

Grupo Televisa, S.A.B.

Av. Vasco de Quiroga No. 2000

Colonia Santa Fe

01210 Mexico, D.F.

Telephone: (011-52) (55) 5261-2433

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E-mail: jbalcarcel@televisa.com.mx

(Name, Telephone, E-mail and/or Facsimile number and Address of Company Contact Person)

Securities registered or to be registered pursuant to Section 12(b) of the Act:

Title of each class	Name of each exchange on which registered
A Shares, without par value (A Shares)	**New York Stock Exchange (for listing purposes only)**
B Shares, without par value (B Shares)	**New York Stock Exchange (for listing purposes only)**
L Shares, without par value (L Shares)	**New York Stock Exchange (for listing purposes only)**
Dividend Preferred Shares, without par value (D Shares)	**New York Stock Exchange (for listing purposes only)**
Global Depositary Shares (GDSs), each representing five Ordinary Participation Certificates *(Certificados de Participación Ordinarios)* (CPOs)	**New York Stock Exchange**
CPOs, each representing twenty-five A Shares, twenty-two B Shares, thirty-five L Shares and thirty-five D Shares	**New York Stock Exchange (for listing purposes only)**

Securities registered or to be registered pursuant to Section 12(g) of the Act:

None.

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act:

None.

The number of outstanding shares of each of the issuer s classes of capital

or common stock as of December 31, 2013 was:

114,197,514,865 A Shares

52,920,431,915 B Shares

84,191,538,006 L Shares

84,191,538,006 D Shares

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes x No ¨

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934. Yes ¨ No x

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes x No ¨

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ¨ No ¨

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer x	Accelerated filer ¨	Non-accelerated filer ¨

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

U.S. GAAP ¨ International Financial Reporting Standards as issued by the International Accounting Standards Board x Other ¨

If Other has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow. Item 17 ¨ Item 18 ¨

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ¨ No x

Part I

Part II

Part III

We publish our financial statements in accordance with International Financial Reporting Standards, or IFRS, as issued by the International Accounting Standards Board, or IASB, which differ in some significant respects from generally accepted accounting principles in the United States, or U.S. GAAP, and accounting procedures adopted in other countries.

Unless otherwise indicated, (i) information included in this annual report is as of December 31, 2013 and (ii) references to Ps. or Pesos in this annual report are to Mexican Pesos and references to Dollars, U.S. Dollars, U dollars, $ or U.S.$ are to United States dollars.

In this annual report, we, us, our or Company refer to Grupo Televisa, S.A.B. and, where the context requires, its consolidated entities. Group refers to Grupo Televisa, S.A.B. and its consolidated entities.

Part I

Item 1. Identity of Directors, Senior Management and Advisers

Not applicable.

Item 2. Offer Statistics and Expected Timetable

Not applicable.

Item 3. Key Information

Selected Financial Data

The following tables present our selected consolidated financial information as of and for each of the periods indicated. This information is qualified in its entirety by reference to, and should be read together with, our audited consolidated year-end financial statements. The following data for each of the years ended December 31, 2013, 2012 and 2011 has been derived from our audited consolidated year-end financial statements, including the consolidated statements of financial position as of December 31, 2013 and 2012, the related consolidated statements of income, comprehensive income, changes in stockholders equity and cash flows for the years ended December 31, 2013, 2012 and 2011, and the accompanying notes appearing elsewhere in this annual report. As required by regulations for listed companies in the United Mexican States, or Mexico, issued by the *Comisión Nacional Bancaria y de Valores,* or Mexican Banking and Securities Commission, beginning on January 1, 2012, we discontinued using Mexican Financial Reporting Standards, or Mexican FRS, as issued by the *Consejo Mexicano de Normas de Información Financiera,* or Mexican Financial Reporting Standards Board, and began using International Financial Reporting Standards, or IFRS, as issued by the International Accounting Standards Board, or IASB, for financial reporting purposes.

The financial information as of December 31, 2013, 2012 and 2011 and for the years ended December 31, 2013, 2012 and 2011, was prepared in accordance with IFRS as issued by the IASB. Through December 31, 2011, our consolidated financial information was reported previously in accordance with Mexican FRS. Accordingly, the financial information as of and for the year ended December 31, 2011 is not directly comparable to previously reported financial information as of and for the year ended on that date. This data should also be read together with Operating and Financial Review and Prospects . In preparing our opening IFRS statement of financial position as of January 1, 2011, we adjusted amounts previously reported in our consolidated financial statements prepared in accordance with Mexican FRS. Pursuant to an accommodation from the SEC, we only include selected financial data as of December 31, 2013, 2012 and 2011 and for the years ended December 31, 2013, 2012 and 2011.

The exchange rate used in translating Pesos into U.S. Dollars for calculating the convenience translations included in the following tables is determined by reference to the interbank free market exchange rate, or the Interbank Rate, as reported by Banco Nacional de México, S.A., or Banamex, as of December 31, 2013, which was Ps.13.0750 per U.S. Dollar. This annual report contains translations of certain Peso amounts into U.S. Dollars at specified rates solely for the convenience of the reader. The exchange rate translations contained in this annual report should not be construed as representations that the Peso amounts actually represent the U.S. Dollar amounts presented or that they could be converted into U.S. Dollars at the rate indicated.

	Year Ended December 31,			
	2013	2013	2012	2011
	(Millions of U.S. Dollars or millions of Pesos)(1)			
Income Statement Data:				
Net sales	U.S.$ 5,644	Ps. 73,791	Ps. 69,290	Ps. 62,582
Operating income	1,433	18,738	18,140	16,274
Finance income (expense), net (2)	68	885	(3,350)	(4,641)
Net income	783	10,234	10,069	7,957
Net income attributable to stockholders of the Company	593	7,748	8,761	6,666
Net income attributable to non-controlling interests	190	2,486	1,308	1,291
Basic earnings per CPO attributable to stockholders of the Company (3)		2.71	3.08	2.37

	Year Ended December 31,			
	2013	2013	2012	2011
Diluted earnings per CPO attributable to stockholders of the Company (3)		2.50	2.83	2.24
Weighted-average number of shares outstanding (in millions)(3)(4)		335,263	333,372	329,463
Cash dividend per CPO(3)		0.70	0.35	0.35
Comprehensive Income Data:				
Total comprehensive income	U.S.$ 905	Ps. 11,833	Ps. 10,530	Ps. 8,808
Total comprehensive income attributable to stockholders of the Company	714	9,336	9,243	7,442
Total comprehensive income attributable to non-controlling interests	191	2,497	1,287	1,366

	As of December 31,			
	2013	2013	2012	2011
Financial Position Data:				
Cash and cash equivalents	U.S.$ 1,277	Ps. 16,692	Ps. 19,063	Ps. 16,276
Temporary investments	285	3,723	5,317	5,423
Total assets	14,846	194,109	164,997	153,300
Short-term debt and current portion of long-term debt (5)	24	313	375	1,170
Long-term debt, net of current portion(6)	4,569	59,743	52,616	54,795
Customer deposits and advances	1,716	22,437	21,985	21,386
Capital stock	381	4,978	4,978	5,041
Total equity (including non-controlling interests)	6,010	78,579	68,535	59,089
Shares outstanding (in millions)(4)		335,501	333,898	330,862

	Year Ended December 31,			
	2013	2013	2012	2011
Cash Flow Data:				
Net cash provided by operating activities	U.S.$ 1,821	Ps. 23,806	Ps. 22,556	Ps. 23,004
Net cash used in investing activities	(1,931)	(25,246)	(12,167)	(25,232)
Net cash used in financing activities	(71)	(924)	(7,548)	(2,543)
(Decrease) increase in cash and cash equivalents	(181)	(2,371)	2,787	(4,667)
Other Financial Information:				
Capital expenditures(7)	U.S.$ 1,158	Ps. 14,871	Ps. 11,428	Ps. 9,669
Other Data (unaudited):				
Magazine circulation (millions of copies)(8)		126	129	132
Number of employees (at year end)		32,000	28,600	26,300
Number of Sky subscribers (in thousands at year end)(9)		6,015	5,153	4,008
Number of Cablevisión RGUs (in thousands at year end)(10)		1,949	1,615	1,387
Number of Cablemás RGUs (in thousands at year end)(10)		2,238	2,016	1,818
Number of TVI RGUs (in thousands at year end)(10)		891	738	694

Notes to Selected Consolidated Financial Information:

(1) Except per *Certificado de Participación Ordinario*, or CPO, magazine circulation, employee, subscriber and Revenue Generating Units, or RGUs.

(2) Includes interest expense, interest income, foreign exchange loss or gain, net, and other finance expense or income, net. See Note 22 to our consolidated year-end financial statements.

(3) For further analysis of net income per CPO (as well as corresponding amounts per A Share not traded as CPOs), see Note 24 to our consolidated year-end financial statements. In December 2013, April 2013, 2012 and 2011, our stockholders approved the payment of a dividend of Ps.0.35 per CPO, respectively.
(4) As of December 31, 2013, 2012 and 2011 we had four classes of common stock: A Shares, B Shares, D Shares and L Shares. Our shares are publicly traded in Mexico, primarily in the form of CPOs, each CPO representing 117 shares comprised of 25 A Shares, 22 B Shares, 35 D Shares and 35 L Shares; and in the United States in the form of Global Depositary Shares, or GDSs, each GDS representing 5 CPOs. As of December 31, 2013, there were approximately 2,405.5 million CPOs issued and outstanding, each of which was represented by 25 A Shares, 22 B Shares, 35 D Shares and 35 L Shares, and an additional number of approximately 54,060.9 million A Shares, 0.2 million B Shares, 0.2 million D shares and 0.2 million L Shares issued and outstanding (not in the form of CPO units). See Note 16 to our consolidated year-end financial statements.
(5) See Note 13 to our consolidated year-end financial statements.
(6) See Operating and Financial Review and Prospects Results of Operations Liquidity, Foreign Exchange and Capital Resources Indebtedness and Note 13 to our consolidated year-end financial statements.
(7) Capital expenditures are those investments made by us in property, plant and equipment. The exchange rate used in translating Pesos into U.S. Dollars for calculating the convenience translation for capital expenditures is determined by reference to the Interbank Rate on the dates on which a given capital expenditure was made. See Information on the Company Capital Expenditures .
(8) The figures set forth in this line item represent total circulation of magazines that we publish independently and through joint ventures and other arrangements and do not represent magazines distributed on behalf of third parties.
(9) Sky has operations in Mexico, the Dominican Republic and Central America. The figures set forth in this line item represent the total number of gross active residential and commercial subscribers for Innova, S. de R.L. de C.V., or Innova, at the end of each year presented. For a description of Innova s business and results of operations and financial condition, see Information on the Company Business Overview DTH Ventures .
(10) An RGU is defined as an individual service subscriber who generates recurring revenue under each service provided by Empresas Cablevisión, S.A.B. de C.V., or Cablevisión, Cablemás, S.A. de C.V., or Cablemás, and Televisión Internacional, S.A. de C.V., or TVI, (pay television, or pay-TV, broadband internet and digital telephony). For example, a single subscriber paying for cable television, broadband internet and digital telephony services represents three RGUs. We believe it is appropriate to use the number of RGUs as a performance measure for Cablevisión, Cablemás and TVI given that these businesses provide other services in addition to pay-TV. See Operating and Financial Review and Prospects Results of Operations Total Segment Results Telecommunications and Information on the Company Business Overview Telecommunications .

Dividends

Decisions regarding the payment and amount of dividends are subject to approval by holders of a majority of the A Shares and B Shares voting together, generally, but not necessarily, on the recommendation of the Board of Directors, as well as a majority of the A Shares voting separately. Emilio Azcárraga Jean indirectly controls the voting of the majority of the A Shares and, as a result of such control, both the amount and the payment of dividends require his affirmative vote. See Major Stockholders and Related Party Transactions The Major Stockholders . On March 25, 2004, our Board of Directors approved a dividend policy under which we currently intend to pay an annual ordinary dividend of Ps.0.35 per CPO. On April 30, 2009, at a general stockholders meeting, our stockholders approved a cash distribution to stockholders of up to Ps.5,204.6 million, which includes the payment of an extraordinary dividend of Ps.1.40 per CPO, which is in addition to our ordinary dividend of Ps.0.35 per CPO, for a total dividend of Ps.1.75 per CPO, equivalent to Ps.0.014957264957 per share. In addition to the dividend payment approved by our stockholders on April 30, 2009, and based on a proposal by our Board of Directors, on December 10, 2009, at a general stockholders meeting, our stockholders approved a cash distribution to stockholders of up to Ps.4.0 billion, which includes the payment of an extraordinary dividend of Ps.1.0 per CPO, which is in addition to our ordinary dividend of Ps.0.35 per CPO, for a total dividend of Ps.1.35 per CPO, equivalent to Ps.0.011538461538 per share. The dividend approved on December 10, 2009 was in lieu of the annual dividend for 2010 that would otherwise typically have been paid in April 2010. Accordingly, we did not pay any dividends during 2010. On April 29, 2011, at a general stockholders meeting, our stockholders approved a cash distribution to stockholders of up to Ps.1,036.7 million, which represents the payment of our ordinary dividend of Ps.0.35 per CPO, equivalent to Ps.0.002991452991 per share. On April 27, 2012, at a general stockholders meeting, our stockholders approved a cash distribution to stockholders of up to Ps.1,097.8 million, which represents the payment of our ordinary dividend of Ps.0.35 per CPO, equivalent to Ps.0.002991452991 per share. On April 2, 2013, at a general stockholders meeting, our stockholders approved a cash distribution to stockholders of up to Ps.1,084.2 million, which represents the payment of our ordinary dividend of Ps.0.35 per CPO, equivalent to Ps.0.002991452991 per share. In addition to the dividend payment approved by our stockholders on April 2, 2013, and based on a proposal by our Board of Directors, on December 9, 2013, at a general stockholders meeting, our stockholders approved a cash distribution to stockholders of up to Ps.1,084.2 million, which represents the payment of our ordinary dividend of Ps.0.35 per CPO, equivalent to Ps.0.002991452991 per share. The dividend approved on December 9, 2013 was in lieu of the annual dividend for 2014 that would otherwise typically have been paid in April 2014. Accordingly, we do not currently intend to pay any dividends during 2014. All of the recommendations of the Board of Directors related to the payment and amount of dividends were voted on and approved at the applicable general stockholders meetings.

Exchange Rate Information

Since 1991, Mexico has had a free market for foreign exchange and, since 1994, the Mexican government has allowed the Peso to float freely against the U.S. Dollar. There can be no assurance that the government will maintain its current policies with regard to the Peso or that the Peso will not depreciate or appreciate significantly in the future.

The following table sets forth, for the periods indicated, the high, low, average and period end noon buying rate in New York City for cable transfers in Pesos published by the Federal Reserve Bank of New York, expressed in Pesos per U.S. Dollar. The rates have not been restated in constant currency units and therefore represent nominal historical figures.

Period	High	Low	Average(1)	Period End
2009	15.4060	12.6318	13.4979	13.0576
2010	13.1940	12.1556	12.6237	12.3825
2011	14.2542	11.5050	12.4270	13.9510
2012	14.3650	12.6250	13.1539	12.9635
2013	13.4330	11.9760	12.7584	13.0980
October	13.2465	12.9665	12.9916	12.9995
November	13.2430	12.8710	13.0597	13.1110
December	13.2165	12.8505	13.0099	13.0980
2014 (through April 18, 2014)	13.5090	12.9500	13.1999	13.0425
January	13.4560	12.9965	13.2220	13.3585
February	13.5090	13.2035	13.2928	13.2255
March	13.3315	13.0560	13.1929	13.0560
April (through April 18, 2014)	13.1335	12.9500	13.0513	13.0425

(1) Average rates reflect the average of the daily exchange rate during the relevant period.

The above rates may differ from the actual rates used in the preparation of the financial statements and the other financial information appearing in this annual report.

In the past, the Mexican economy has had balance of payment deficits and decreases in foreign exchange reserves. While the Mexican government does not currently restrict the ability of Mexican or foreign persons or entities to convert Pesos to U.S. Dollars, we cannot assure you that the Mexican government will not institute restrictive exchange control policies in the future, as has occurred from time to time in the past. To the extent that the Mexican government institutes restrictive exchange control policies in the future, our ability to transfer or to convert Pesos into U.S. Dollars and other currencies for the purpose of making timely payments of interest and principal of indebtedness, as well as to obtain foreign programming and other goods, would be adversely affected. See Risk Factors Risk

Factors Related to Mexico Currency Fluctuations or the Devaluation and Depreciation of the Peso Could Limit the Ability of Our Company and Others to Convert Pesos into U.S. Dollars or Other Currencies, Which Could Adversely Affect Our Business, Financial Condition or Results of Operations .

On April 18, 2014 the noon buying rate was Ps.13.0425 per U.S.$1.00.

Risk Factors

The following is a discussion of risks associated with our company and an investment in our securities. Some of the risks of investing in our securities are general risks associated with doing business in Mexico. Other risks are specific to our business. The discussion below contains information, among other things, about the Mexican government and the Mexican economy obtained from official statements of the Mexican government as well as other public sources. We have not independently verified this information. Any of the following risks, if they actually occur, could materially and adversely affect our business, financial condition, results of operations or the price of our securities.

Risk Factors Related to Mexico

Economic and Political Developments in Mexico May Adversely Affect Our Business

Most of our operations and assets are located in Mexico. As a result, our financial condition, results of operations and business may be affected by the general condition of the Mexican economy, the depreciation or appreciation of the Peso as compared to the U.S. Dollar, Mexican inflation, interest rates, regulation, taxation, social instability and other political, social and economic developments in or affecting Mexico over which we have no control.

Mexico Has Experienced Adverse Economic Conditions, Which Could Have a Negative Impact on Our Results of Operations and Financial Condition

Mexico has historically experienced uneven periods of economic growth. Mexican gross domestic product, or GDP, increased by 4.0% in 2011, increased by 3.9% in 2012 and increased by 1.1% in 2013. Mexican GDP growth fell short of Mexican government forecasts in 2013 and, according to Mexican government forecasts, Mexican GDP is expected to increase by approximately 3.9% in 2014. We cannot assure you that these estimates and forecasts will prove to be accurate.

Any future economic downturn, including downturns in the United States, Europe and/or Asia, could affect our financial condition and results of operations. For example, demand for advertising may decrease both because consumers may reduce expenditures for our advertisers products and because advertisers may reduce advertising expenditures and demand for publications, cable television, direct-to-home, or DTH, satellite services, pay-per-view programming, telecommunications services and other services and products may decrease because consumers may find it difficult to pay for these services and products.

Developments in Other Emerging Market Countries or in the U.S. and Other Developed Economies May Adversely Affect the Mexican Economy, the Market Value of Our Securities and Our Results of Operations

The market value of securities of Mexican companies, the social, economic and political situation in Mexico and our financial condition and results of operations are, to varying degrees, affected by economic and market conditions in other emerging market countries and in the United States and other developed economies. Although economic conditions in other emerging market countries and in the United States and other developed economies may differ significantly from economic conditions in Mexico, investors reactions to developments in any of these other countries may have an adverse effect on the market value or trading price of securities of Mexican issuers, including our securities, or on our business.

Our operations, including the demand for our products or services, and the price of our securities, have also historically been adversely affected by increases in interest rates in the United States and elsewhere. Economic downturns in the United States often have a significant adverse effect on the Mexican economy and other economies globally, which in turn, could affect our financial condition and results of operations.

Our profitability is affected by numerous factors, including changes in viewing preferences, priorities of advertisers and reductions in advertisers budgets. Historically, advertising in most forms of media has correlated positively with the general condition of the economy and thus, is subject to the risks that arise from adverse changes in domestic and global economic conditions, consumer confidence and spending. The demand for our products and services in Mexico, the U.S. and in the other countries in which we operate may be adversely affected by the tightening of credit markets and economic downturns. As a global media company, we depend on the demand from customers in Mexico, the U.S. and the other countries in which we operate, and reduced consumer spending that falls short of our projections could adversely impact our revenues and profitability.

Uncertainty in Global Financial Markets Could Adversely Affect Our Financing Costs and Exposure to Our Customers and Counterparties

The global financial markets continue to be uncertain and it is hard to predict for how long the effects of the global financial stress of recent years will persist and what impact it will have on the global economy in general, or the economies in which we operate, in particular, and whether slowing economic growth in any countries could result in decreased consumer spending affecting our products and services. If access to credit tightens further and borrowing costs rise, our borrowing costs could be adversely affected. Difficulties in financial markets may also adversely affect some of our customers. In addition, we enter into derivative transactions with large financial institutions, including contracts to hedge our exposure to interest rates and foreign exchange, and we could be affected by severe financial difficulties faced by our counterparties.

Currency Fluctuations or the Devaluation and Depreciation of the Peso Could Limit the Ability of Our Company and Others to Convert Pesos into U.S. Dollars or Other Currencies, Which Could Adversely Affect Our Business, Financial Condition or Results of Operations

A significant portion of our indebtedness and a significant amount of our costs are U.S. Dollar-denominated, while our revenues are primarily Peso-denominated. As a result, decreases in the value of the Peso against the U.S. Dollar could cause us to incur foreign exchange losses, which could reduce our net income.

Severe devaluation or depreciation of the Peso may also result in governmental intervention, or disruption of international foreign exchange markets. This may limit our ability to transfer or convert Pesos into U.S. Dollars and other currencies for the purpose of making timely payments of interest and principal on our indebtedness and adversely affect our ability to obtain foreign programming and other imported goods. The Mexican economy has suffered current account balance of payment deficits and shortages in foreign exchange reserves in the past. While the Mexican government does not currently restrict, and for more than 19 years has not restricted, the right or ability of Mexican or foreign persons or entities to convert Pesos into U.S. Dollars or to transfer other currencies outside of Mexico, there can be no assurance that the Mexican government will not institute restrictive exchange control policies in the future. To the extent that the Mexican government institutes restrictive exchange control policies in the future, our ability to transfer or convert Pesos into U.S. Dollars or other currencies for the purpose of making timely payments of interest and principal on indebtedness, as well as to obtain imported goods would be adversely affected. Devaluation or depreciation of the Peso against the U.S. Dollar or other currencies may also adversely affect U.S. Dollar or other currency prices for our debt securities or the cost of imported goods.

High Inflation Rates in Mexico May Decrease Demand for Our Services While Increasing Our Costs

In the past Mexico has experienced high levels of inflation, although the rates have been lower for more than a decade. The annual rate of inflation, as measured by changes in the Mexican National Consumer Price Index, or NCPI, was 3.8% in 2011, 3.6% in 2012, 4.0% in 2013 and is projected to be 4.0% in 2014. An adverse change in the Mexican economy may have a negative impact on price stability and result in higher inflation than its main trading partners, including the United States. High inflation rates can adversely affect our business and results of operations in the following ways:

- inflation can adversely affect consumer purchasing power, thereby adversely affecting consumer and advertiser demand for our services and products; and to the extent inflation exceeds our price increases, our prices and revenues will be adversely affected in *real* terms.

High Interest Rates in Mexico Could Increase Our Financing Costs

Mexico historically has had, and may continue to have, high real and nominal interest rates. The interest rates on 28-day Mexican government treasury securities averaged 4.2%, 4.3% and 3.8% for 2011, 2012 and 2013, respectively. High interest rates in Mexico could increase our financing costs and thereby impair our financial condition, results of operations and cash flow.

Political Events in Mexico Could Affect Mexican Economic Policy and Our Business, Financial Condition and Results of Operations

On July 1, 2012, Presidential and Federal Congress elections were held in Mexico. The candidate of the *Partido Revolucionario Institucional*, or the PRI, Enrique Peña Nieto, won the Presidential elections and consequently, the PRI reclaimed the Mexican presidency after 12 years. After the 2012 elections, the Mexican Federal Congress is not controlled by any single political party. However, the PRI holds a significant position both in the Senate and in the *Cámara de Diputados*, or the Chamber of Representatives.

The new administration has been pursuing significant amendments to Mexico s laws, regulations, public policies and government programs. Mexico s current President Enrique Peña Nieto and the three main political parties of Mexico (i.e. PRI, *Partido Acción Nacional*, or PAN, and the *Partido de la Revolución Democrática*, or PRD) have signed the *Pacto por México*, or Pact for Mexico. In accordance with the Pact for Mexico, during 2013 several amendments to the *Constitución Política de los Estados Unidos Mexicanos*, or the Political Constitution of the United Mexican States, or Mexican Constitution, were approved, relating to (i) antitrust, (ii) telecommunications, (iii) public bids to grant new concessions to offer broadcasting services, (iv) energy policy and (v) education. Likewise, in accordance with the Pact for Mexico, in January 2014, amendments were made to 34 Mexican financial laws. Such changes may have a material adverse effect on the Mexican economic, social and political situation, and on our business, financial condition and results of operations. See Mexican Antitrust Laws May Limit Our Ability to Expand Through Acquisitions or Joint Ventures , Existing Mexican Laws and Regulations or Changes Thereto or the Imposition of New Ones May Negatively Affect Our Operations and Revenue and The Reform and Addition of Various Provisions of the Mexican Constitution Related to Telecommunications, the Legislation and Secondary Legislation to be Enacted, and Other Recent Actions of IFT May Significantly and Adversely Affect the Business, Results of Operations and Financial Results of Some of Our Business Segments .

In addition, any effects on the social and political situation in Mexico could adversely affect the Mexican economy, including the stability of its currency. We cannot ascertain, at this time, how any material adverse effect on Mexican economic policy, Mexico s economic situation, the stability of Mexico s currency or market conditions may affect our business or the price of our securities.

Mexico has Experienced a Period of Increased Criminal Activity and Such Activities Could Adversely Affect Our Financing Costs and Exposure to Our Customers and Counterparties

During recent years, Mexico has experienced a period of increased criminal activity and violence, primarily due to organized crime. These activities, their escalation and the violence associated with them could have a negative impact on the business environment in which we operate, and therefore on our financial condition and results of operations.

Mexican Antitrust Laws May Limit Our Ability to Expand Through Acquisitions or Joint Ventures

Mexico s New *Ley Federal de Competencia Económica*, or Mexico s New Federal Antitrust Law, and related regulations may affect some of our activities, including our ability to introduce new products and services, enter into new or complementary businesses or joint ventures and complete acquisitions. See Information on the Company Business Overview Investments Cablemás .

In addition, the New Federal Antitrust Law and related regulations that have not yet been enacted, as well as the conditions and measures imposed by the *Instituto Federal de Telecomunicaciones*, or Federal Telecommunications Institute, or IFT, or by the *Comisión Federal de Competencia Económica*, or Mexican Antitrust Commission, or CFCE, may adversely affect our ability to determine the rates we charge for our services and products or the manner in which we provide our products or services. Approval of IFT or the CFCE, as applicable, is required for us to acquire certain businesses or enter into certain joint ventures. There can be no assurance that in the future IFT or the

CFCE, as the case may be, will authorize certain acquisitions or joint ventures related to our businesses, the denial of which may adversely affect our business strategy, financial condition and results of operations.

IFT or the CFCE, as applicable, may also impose conditions, obligations and fines that could adversely affect some of our activities, our business strategy, our financial condition and results of operations. See Imposition of Fines by Regulators and Other Authorities Could Adversely Affect Our Financial Condition and Results of Operations .

See Information on the Company Business Overview Regulation Mexican Antitrust Law .

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Imposition of Fines by Regulators and Other Authorities Could Adversely Affect Our Financial Condition and Results of Operations

A significant portion of our business, activities and investments occur in heavily regulated sectors. The Mexican regulators and other authorities, including tax authorities, have increased their supervision and the frequency and amounts of fines and assessments have increased significantly. Although we intend to defend our positions vigorously when procedures are brought or fines are imposed by authorities, there can be no assurance that we will be successful in such defense. Accordingly, we may in the future be required to pay fines and assessments that could be significant in amount, which could materially and adversely affect our financial condition and results of operations.

Existing Mexican Laws and Regulations or Changes Thereto or the Imposition of New Ones May Negatively Affect Our Operations and Revenue

Our business, activities and investments are subject to various Mexican federal, state and local statutes, rules, regulations, policies and procedures, which are subject to change and are affected by the actions of various Mexican federal, state and local government authorities. In that regard, existing laws and regulations, including among others, tax, social security, antitrust and telecom laws are being amended, the manner in which laws and regulations are enforced or interpreted could change, and new laws or regulations could be adopted. Such changes could materially adversely affect our operations and our revenue.

As a result of the amendments to the Mexican Constitution, relating to telecommunications, television, radio and antitrust, concessions for the use of spectrum will only be granted through public bid processes. Notwithstanding that the implementing legislation setting forth the terms and conditions for the renewal of concessions has not been finalized, a new Auction Program for Digital Television Broadcast Frequencies , or the Program, was approved by IFT to take place during 2014. The Program will grant concessions over frequencies that might be grouped in order to create at least two national networks with national geographic coverage, or National Digital Networks. The Program provides that holders of concessions that may be granted thereunder will only be entitled to provide broadcasting services, in connection with each radioelectric frequency (channel), within the geographic coverage zone defined by the Program.

On March 7, 2014, IFT published in the *Diario Oficial de la Federación*, or the Official Gazette of the Federation, an invitation to a public auction for the concession for the two National Digital Networks which will be granted for a term of 20 years for the operation of stations with, among other characteristics, mandatory geographic coverage in 123 locations corresponding to 246 channels within the Mexican territory.

Those interested in participating in the public auction must obtain a prior favorable antitrust opinion from IFT to be granted under to the New Federal Antitrust Law. We are prevented from participating in the bidding. The bidding rules were published by IFT on its internet site on March 9, 2014. See The Reform and Addition of Various Provisions of the Mexican Constitution Related to Telecommunications, the Legislation and Secondary Legislation to be Enacted, and Other Recent Actions of IFT May Significantly and Adversely Affect the Business, Results of Operations and Financial Results of Some of Our Business Segments .

In September 2010, Mexico s former President Felipe Calderon Hinojosa, published through the *Secretaría de Comunicaciones y Transportes*, or Secretary of Communications and Transport, or SCT, in the Official Gazette of the Federation, a decree establishing the actions to be taken to expedite the transition to digital television and digital radio broadcasting, which intends to end analog broadcasting by 2015 (referred to in this annual report as the 2010 Decree).

The 2010 Decree modified the policy published by the SCT in July 2004, which established procedures and set forth other applicable provisions for the transition to digital television. According to the June 2013 Decree amending and supplementing certain provisions of Articles 6, 7, 27, 28, 73, 78, 94 and 105 of the Mexican Constitution in telecommunications matters , or the Telecom Reform, the transition to television and radio digital broadcasting will be completed by December 31, 2015. On July 18, 2013, analog broadcasting in Tijuana, Baja California was terminated and, in the coming months, analog broadcasting will be terminated in various states of Mexico on a staggered basis. Until the analog shutdown is completed, we cannot determine what impact, if any, the digital transition will have on us or our operations.

Article 15-A of the *Ley del Seguro Social*, or the Social Security Law, could materially adversely affect our financial condition and results of operations. Article 15-A, as amended in July 2009, provides that a company that obtains third party personnel services from personnel services providers and receives such personnel services on any of the company s premises is jointly bound to comply with the obligations related to social security that have to be fulfilled by such personnel services providers for the benefit of their respective employees. Article 15-A, as amended, also requires the Company to send a list to the *Instituto Mexicano del Seguro Social*, or the Social Security Mexican Institute, of all agreements entered into with personnel services providers.

In addition to the foregoing, certain provisions of the *Ley Federal del Trabajo*, or the Federal Labor Law, could materially adversely affect our financial condition and results of operations. The Federal Labor Law, as amended in November 2012, provides, among other things, that personnel outsourcing agreements must meet certain requirements. If these requirements are not met, the company that receives the benefit of the outsourced services might be deemed to be the employer of the personnel performing the services and thus required to comply with all the obligations applicable to employers pursuant to the Federal Labor Law in respect of such personnel.

In December 2012, the Mexican Government enacted additional amendments to the Mexican tax laws. As a result of these amendments, the income tax rate was set at 30% in 2013.

In the last quarter of 2013, the Mexican Federal Congress approved a new tax reform, which became effective as of January 1, 2014. The reform has the following effects on the Mexican tax laws: the issuance of a new income tax law, the repeal of the flat rate business tax law and the cash deposits tax law, and certain amendments and changes to the Mexican tax laws related to value added tax, or VAT, and excise tax.

Among the tax reforms approved by the Mexican Federal Congress, the most relevant changes include (i) the elimination of the consolidation regime; (ii) the increase to the border VAT rate from 11% to 16%; (iii) the increase of the excise tax rates applicable to certain activities and industries such as the sale of foods with high density fat and the sale of sweetened drinks; (iv) the elimination of several deductions to the income tax, including the deduction of 47% of non-taxable employee benefits; (v) the imposition of an additional tax of 10% on dividends paid to individuals or foreign residents; and (vi) the increase in the maximum income tax rate to 35% for individuals.

In February 2014, certain subsidiaries of the Company filed an *amparo* proceeding challenging the constitutionality of the elimination of the deduction of 47% of the non-taxable employee benefits against the income tax.

The following describes the tax reforms that will have an important impact on the Group.

Elimination of the tax consolidation regime: As a consequence of this reform, we will have to pay in the coming 10 years, starting in 2014, income tax that was deferred in prior years in an aggregate amount of Ps.6,813 million.

Limitation of the deduction of non-taxable employee benefits: As a result of the tax reform, employee benefits that are exempt from income tax are deductible only up to 53%. This reform will result in an increase in income tax payable by some of our subsidiaries.

Increase to the border VAT rate: The preferential VAT rate of 11% applicable to operations carried out in the border region of Mexico was eliminated; consequently, going forward, the general VAT rate of 16% must be applied in the entire country. This means that any of our entities that render services or sell goods in the border region will have to charge an additional 5% of VAT to their customers.

The Reform and Addition of Various Provisions of the Mexican Constitution Related to Telecommunications, the Legislation and Secondary Legislation to be Enacted, and Other Recent Actions of IFT May Significantly and Adversely Affect the Business, Results of Operations and Financial Results of Some of Our Business Segments

On June 12, 2013, the Telecom Reform, came into force. On March 24, 2014, the Mexican President sent to the Senate of the Mexican Federal Congress the Initiative Decree that contains the Federal Telecommunications and Broadcasting Act and the Mexican Public Broadcasting System Law, by amending, supplementing and repealing certain provisions relating to telecommunications and broadcasting (the Secondary Legislation). The Telecom Reform, the Secondary Legislation, any regulations related therewith to be issued by the President and IFT, as applicable, and certain actions recently taken by IFT, an institute with constitutional autonomy responsible for overseeing the broadcasting (radio and television) and telecommunications industries, including all aspects of economic competition, affect or could significantly and adversely affect our business, results of operations and financial condition. We are currently evaluating the Telecom Reform and the actions taken by IFT, including the guidelines and resolutions issued by IFT, in order to determine what actions, remedies or legal measures we may exercise, take or implement with respect to the Telecom Reform and with respect to the Secondary Legislation or secondary regulations, once these are issued by IFT or the President, as the case may be.

Similarly, the Secondary Legislation issued by the Mexican Federal Congress, the regulations that the President or IFT may issue, and the resolutions issued by IFT, from time to time, pursuant to the Telecom Reform may significantly affect the business, results of operations and financial condition of certain of our subsidiaries that provide services in the areas of broadcasting and telecommunications.

The Telecom Reform provides that measures taken or decisions issued by IFT are not subject to judicial stay. Therefore, subject to limited exceptions, until a decision, action or omission by IFT is declared void by a competent court through a binding and final judgment, IFT s decision, action or omission will be valid and will have full legal effect.

As a result of the Telecom Reform, starting on September 10, 2013, concessionaries of broadcast services have been required to permit pay-TV concessionaries to retransmit broadcast signals, free of charge and on a non-discriminatory basis, within the same geographic coverage area simultaneously and without modifications, including advertising, and with the same quality of the broadcast signal, except in certain specific cases provided in the Telecom Reform. Also, since September 10, 2013, our pay-TV licensees are required to retransmit broadcast signals of free television concessionaires, free of charge and on a non-discriminatory basis, subject to certain exceptions and additional requirements provided for in the Telecom Reform.

Certain pay-TV concessionaries benefit from the free use of broadcast for retransmission to their subscribers. Consequently, our subsidiary that licenses to pay-TV concessionaires our broadcast television signals and our subsidiary that is the owner and/or licensor of the audiovisual works that we have produced or distributed, jointly or separately by us and some of our subsidiaries, have ceased receiving significant income from licensing retransmission rights, which has affected and will continue to affect their results of operations.

On February 27, 2014, the General Guidelines Regarding the Provisions of Section 1 of the Eight Article of the Transitory Decree Amending and Supplementing a Number of Provisions of Articles 6, 7, 27, 28, 73, 78, 94 and 105 of the Mexican Constitution in Telecommunications, or the Guidelines, were published in the Official Gazette of the Federation, which include, among other obligations, the obligation of concessionaires of broadcast television licenses to permit the retransmission of their broadcast signals and the obligation of pay-TV concessionaires to perform such retransmission (without requiring the prior consent of the broadcast television concessionaires) in the same geographic coverage zone for free (subject to certain exceptions) and in a non-discriminatory manner in its entirety, simultaneously and without modifications, including advertising, and with the same quality of the broadcast signal without requiring consent from the broadcast television concessionaires. This may result in additional costs to our pay-TV subsidiaries.

On November 22, 2013, the Head of the Regulatory Policy Unit of IFT delivered to us and certain of our subsidiaries that hold concessions that provide broadcast television services a notice of initiation of an investigation to determine the existence of an *agente económico preponderante*, or preponderant economic agent, in the broadcasting sector and the imposition of necessary measures to prevent adverse effects on competition. On March 6, 2014, IFT issued a decision (the Preponderance Decision) whereby it determined that we, together with other entities with concessions to provide broadcast television, including some of our subsidiaries, are preponderant economic agents in the broadcasting sector in Mexico (together, the Preponderant Economic Agent). The Preponderance Decision imposes on the Preponderant Economic Agent various measures, terms, conditions and restrictive obligations, some of which are described below, that may significantly and adversely affect the activities and businesses of our broadcasting businesses, as well as the results of operations and financial condition:

Infrastructure sharing The Preponderant Economic Agent must make its passive broadcasting infrastructure available to third-party concessionaires of broadcast television for commercial purposes in a non-discriminatory and non-exclusive manner, with the exception of broadcasters that, at the time the measures enter into force, have 12 MHz or more of radio spectrum in the geographic area concerned. Such broadcasting infrastructure includes, among others, non-electronic elements at transmitting locations, rights of way, ducts, masts, trenches, towers, poles, security, sites, land, energy sources and air conditioning system elements. This action may result in the Preponderant Economic Agent being bound to incur substantial additional costs and obligations in complying with this requirement, as well as affecting the results of operations. Furthermore, this measure will facilitate the entry and expansion of new competitors in the broadcasting industry without such competitors having to incur costs or investment expenses that new businesses in this industry otherwise would have made and which we incurred in the past and will continue incurring in the future in order to remain competitive.

Advertising sales The Preponderant Economic Agent must deliver to IFT and publish the terms and conditions of its broadcast advertising services and fee structures, including commercials, packages, discount plans and any other commercial offerings. Under the Preponderance Decision, the Preponderant Economic Agent will also have to make publicly available its forms of contracts and terms of sale for each service. The Preponderant Economic Agent is also expressly prohibited from refusing to sell advertising and/or discriminating with respect to the advertising spaces being offered. If IFT believes that the Preponderant Economic Agent has failed to comply with the foregoing, IFT can order the Preponderant Economic Agent to make its advertising spaces available, which could affect the ability of the Preponderant Economic Agent to carry out its advertising sales plans in an efficient and competitive manner, affecting its results of operations. Also, this provision may affect the ability of the Preponderant Economic Agent to offer competitive rates to its customers. This provision, when applied, will give a competitive advantage to, among others, our broadcast television competitor, TV Azteca, and to new licensees of broadcast television spectrum.

Prohibition on acquiring certain exclusive content The Preponderant Economic Agent may not acquire transmission rights, on an exclusive basis, for any location within Mexico with respect to certain relevant content, to be determined by IFT no later than May 31, 2014, which list may be updated every two years by IFT. Relevant content is defined as programs with a high expected level of regional or national audience and with unique characteristics that in the past have generated high levels of national or regional audiences, such as Mexican professional soccer league play-offs, FIFA World Cup finals, summer and winter Olympic Games events where Mexican athletes participate, the opening and closing ceremonies of the Olympic Games, Mexican national team football games, and Mexican Pacific Baseball League playoffs. This may limit the ability of the Preponderant Economic Agent to negotiate and have access to this content and could affect its ability to acquire content in the medium and long term, which could significantly and adversely affect its revenues and results of operations from the sale of advertising, as well as the quality of the programming offered for its audiences. These audiences may move to other broadcast television transmissions or other technological platforms that transmit such content, or to other activities such as cruising the internet, playing videogames or reading a book.

Over-the-air channels When the Preponderant Economic Agent offers any of its over-the-air channels, or channels that have at least 50% of the programming that is broadcast daily between 6:00 a.m. and midnight on such channels, to its affiliates, subsidiaries, related parties or third parties, for distribution through a different technological platform than over-the-air broadcast television, the Preponderant Economic Agent must offer these channels to any other person that asks for distribution over the same platform as the Preponderant Economic Agent has offered, on the same terms and conditions. Also, if the Preponderant Economic Agent offers a package of two or more of these channels, it must also offer them in an unpackaged form. This may significantly affect our ability to commercialize our programming, including programming that is not produced for broadcast television, which could affect our revenues and results of operations. Likewise, our ability to make more efficient use of other technological platforms could be significantly affected.

Prohibition on participating in buyers clubs or syndicates to acquire audiovisual content, without IFT s prior approval The Preponderant Economic Agent may not enter into or remain a member of any buyers club or syndicates of audiovisual content unless it has received the prior approval of IFT. A buyers club is defined as any arrangement between two or more economic agents to jointly acquire broadcast rights to audiovisual content in order to obtain better contractual terms. This may result in the Preponderant Economic Agent not having exclusive access to certain audiovisual content and consequently its audiences may move to other broadcast television transmissions or other technological platforms that transmit such content. It may also result in its acquisition costs significantly increasing, which can affect business strategy, financial condition and results of operations. This provision, when applied, will award a competitive advantage to, among others, our broadcast television competitor, TV Azteca, and to new licensees of broadcast television spectrum.

On March 28, 2014, we, together with our subsidiaries determined to be the Preponderant Economic Agent, filed an *amparo* proceeding challenging the constitutionality of the Preponderance Decision. There can be no assurance that the outcome of such procedure will be favorable to us and our subsidiaries.

The Telecom Reform provides for a public bid or auction to grant licenses to establish at least two digital broadcast networks with national geographic coverage in Mexico. IFT unanimously approved the new Auction Program for Digital Television Broadcast Frequencies , to take place in 2014, that will provide the grant of digital television frequencies to be grouped to create at least two National Digital Networks with national geographic coverage. On March 7, 2014, IFT published in the Official Gazette of the Federation a resolution whereby concessionaires or groups having commercial, organizational, economic or legal relations and that together hold concessions for broadcasting services representing at least 12 MHz of radio-electric spectrum in any geographic coverage zone may not participate in the public bid for National Digital Networks. Accordingly, we are prevented from participating in the bidding.

When the National Digital Networks are established, they will compete with our broadcasting subsidiaries for advertising revenues, which together with the measures previously described, can affect revenues and operating results and our ability to have access to competitive content or content of interest to advertisers and audiences. As a result, these advertisers and audiences may move to other broadcast television stations or other technological platforms, and our audience share may be reduced. Likewise, we may incur additional costs in order to meet other obligations of IFT as previously described and which may be imposed on us as a result of the Secondary Legislation and the secondary regulations issued by the President and IFT, as applicable.

In addition to competition from the National Digital Networks, we could also be subject to additional competition from new competitors in the broadcast and telecommunications sectors in which we participate, including pay-TV, broadband, telephone services, cable providers, DTH television, telephone operators and/or other participants as a result of the elimination on the restrictions on foreign investment in telecommunications services and satellite communication and the increase in the maximum permitted foreign-ownership in broadcasting (television and radio) to 49%.

The manner in which concessions relating to broadcasting and telecommunications will be renewed is uncertain, since it is not yet known how these extensions will be governed by the Secondary Legislation and how the rights acquired from such renewals will be regulated.

Overall, the Telecom Reform, the Secondary Legislation and secondary regulations to be issued by the President or IFT, as applicable, as well as any actions taken by IFT, may increase our operating costs and interfere with our ability to provide, or prevent us from offering, some of our current or future services. Moreover, the entry of new market participants and the introduction of new products could result in an impairment to the prices of some of our products and/or costs and adversely affect our results in some business segments in future periods.

The resolutions issued by IFT under the Telecom Reform significantly and adversely affect certain areas related to some of our activities, including broadcasting and telecommunications, as well as our ability to introduce new products, infrastructure and services, to enter into new businesses or complementary businesses, to consummate acquisitions or joint ventures, to determine the rates we charge for our products, services and use of our infrastructure, to acquire broadcast rights to exclusive content, and to charge market rates for the licensing of copyrights we hold.

The Secondary Legislation and secondary regulations issued by the President or IFT, as applicable, once implemented, may also limit our ability to operate and compete and may impose new conditions to renew our concessions. Similarly, the Secondary Legislation and secondary regulations could impose additional restrictions on the time, type and content of our offerings. We may also be subject to potential liability for the content of third parties that we transmit. We will evaluate the scope and severity of the effects once the Secondary Legislation and secondary regulations are enacted or issued by the President or IFT, as applicable.

See Information on the Company Business Overview Regulation Telecom Reform .

Risk Factors Related to Our Major Stockholders

Emilio Azcárraga Jean has Substantial Influence Over Our Management and the Interests of Mr. Azcárraga Jean may Differ from Those of Other Stockholders

We have four classes of common stock: A Shares, B Shares, D Shares, and L Shares. Until June 17, 2009, approximately 45.6% of the outstanding A Shares, 2.7% of the outstanding B Shares, 2.8% of the outstanding D Shares and 2.8% of the outstanding L Shares of the Company were held through a trust, or the Stockholder Trust, including shares in the form of CPOs. On June 17, 2009, the Stockholder Trust was terminated and the shares and CPOs which were formerly held through such trust, were delivered to the corresponding beneficiaries. The largest beneficiary of the Stockholder Trust was a trust for the benefit of Emilio Azcárraga Jean, or the Azcárraga Trust. Such trust currently holds 43.0% of the outstanding A shares, 0.1% of the outstanding B shares, 0.1% of the outstanding D shares and 0.1% of the outstanding L shares of the Company. As a result, Emilio Azcárraga Jean controlled until June 17, 2009, the voting of the shares held through the Stockholder Trust, and currently controls the vote of most of such shares through the Azcárraga Trust. The A Shares held through the Azcárraga Trust constitute a majority of the A Shares whose holders are entitled to vote because non-Mexican holders of CPOs and GDSs are not permitted to vote the underlying A Shares in accordance with the trust agreement governing the CPOs and the Company s bylaws. Accordingly, and so long as non-Mexicans own more than a minimal number of A Shares, Emilio Azcárraga Jean will have the ability to direct the election of 11 out of 20 members of our Board of Directors, as well as prevent certain actions by the stockholders, including dividend payments, mergers, spin-offs, changes in corporate purpose, changes of nationality and amendments to the anti-takeover provisions of our bylaws. See Major Stockholders and Related Party Transactions The Major Stockholders .

As Controlling Stockholder, Emilio Azcárraga Jean Will Have the Ability to Limit Our Ability to Raise Capital, Which Would Require Us to Seek Other Financing Arrangements

Emilio Azcárraga Jean has the voting power to prevent us from raising money through equity offerings. Mr. Azcárraga Jean has informed us that if we conduct a primary sale of our equity, he would consider exercising his pre-emptive rights to purchase a sufficient number of additional A Shares in order to maintain such power. In the event that Mr. Azcárraga Jean is unwilling to subscribe for additional shares and/or prevents us from raising money through equity offerings, we would need to raise money through a combination of debt or other forms of financing, which we may not obtain, or if so, possibly not on favorable terms.

Risk Factors Related to Our Business

The Operation of Our Business May Be Terminated or Interrupted if the Mexican Government Does Not Renew or Revokes Our Broadcast or Other Concessions

In June 2013, the Mexican Federal Congress passed the Telecom Reform which, among other things, created IFT. IFT has the authority to grant licenses for radio and television stations as well as for telecommunications services.

Under Mexican law, we need concessions from the IFT (previously SCT) to broadcast our programming over our television and radio stations, cable and DTH satellite systems and to provide telephony services. In July 2004, in connection with the adoption of a release issued by the SCT for the transition to digital television, all of our television concessions were renewed until 2021. The expiration dates for the concessions for our radio stations range from 2015 to 2020, after the recent renewal of three concessions. See Risk Factors Related to Mexico Existing Mexican Laws and Regulations or Changes Thereto or the Imposition of New Ones May Negatively Affect Our Operations and Revenue . The expiration dates of our Telecommunications concessions range from 2014 to 2042 and our DTH concessions expire in 2020 and 2026. The expiration dates for the concessions for our telephone services range from 2018 to 2038. Cablevisión obtained a telecommunications concession, which expires in 2029, and its concession to transmit an over-the-air ultra-high radioelectric frequency, or UHF, restricted television service through channel 46, which expired in November

2010 (the Channel 46 Concession). We filed for a renewal of the Channel 46 Concession and, in February 2010, the SCT notified Cablevisión that it would not be renewed; however, we are contesting the resolution of the SCT. Before the Telecom Reform in 2013, the SCT typically renewed the concessions of those concessionaires that complied with the applicable renewal procedures under Mexican law and with their obligations under the concession. However, there is uncertainty as to how radio and television concessions will be renewed in the future, since the Supreme Court ruling has resulted in requiring the renewal of the concessions to be subject to a public bid process, with a right of preference over other participating bidders given to the incumbent concessionaire, in addition to the fact that the Telecom Reform does not establish the way in which concessions will be renewed; however, we expect that the Secondary Legislation will provide clear rules, consistent with previous rules, for the renewal of our concessions.

Under Mexican law, we need a permit, or Gaming Permit, from the *Secretaría de Gobernación*, or Mexican Ministry of the Interior, to operate our gaming business. The operation of our gaming business may be terminated or interrupted if the Mexican Government does not renew or revokes our Gaming Permit. The Gaming Permit was granted to us on May 25, 2005 and the expiration date is May 24, 2030. We are unable to predict if we will obtain a renewal of the Gaming Permit.

See Risk Factors Related to Mexico Existing Mexican Laws and Regulations or Changes Thereto or the Imposition of New Ones May Negatively Affect Our Operations and Revenue and The Reform and Addition of Various Provisions of the Mexican Constitution Related to Telecommunications, the Legislation and Secondary Legislation to be Enacted, and Other Recent Actions of IFT May Significantly and Adversely Affect the Business, Results of Operations and Financial Results of Some of Our Business Segments .

We Face Competition in Each of Our Markets That We Expect Will Intensify

We face competition in all of our businesses, including broadcasting, advertising sales, telecommunications and all other businesses. The entities in which we have strategic investments and the joint ventures in which we participate also face competition. We expect that competition in our different businesses will intensify.

This competition mainly arises from the growth of the convergent market, pursuant to which certain concessionaries of telecommunication services are allowed to provide other services not included in their original concessions.

In television broadcasting, we face substantial competition from TV Azteca, S.A. de C.V., or TV Azteca and other broadcasters such as Cadena 3 and Multimedios, among others. See Information on the Company Business Overview Television Television Industry in Mexico and Information on the Company Business Overview Television Content

Over-the-air broadcasting television also faces increased competition from other audiovisual platforms, including a great variety of pay-television channels distributed in Mexico and audiovisual content distributed over the internet and videogame systems.

We will also face additional competition in television broadcasting from at least the two National Digital Networks proposed to be established pursuant to the Telecom Reform. See Risk Factors Related to Mexico The Reform and Addition of Various Provisions of the Mexican Constitution Related to Telecommunications, the Legislation and Secondary Legislation to be Enacted, and Other Recent Actions of IFT May Significantly and Adversely Affect the Business, Results of Operations and Financial Results of Some of Our Business Segments .

In radio broadcasting, we compete with other radio stations in their respective markets. Among our main competitors in the radio broadcast business are Grupo Radio Centro, S.A. de C.V., NRM Comunicaciones, S.A. de C.V. and Grupo Acir, S.A. de C.V.

With respect to advertising, our radio and television stations compete with other radio and television stations in their respective markets, as well as with other advertising media, such as pay-TV, newspapers, magazines, internet and outdoor advertising.

Our DTH satellite business faces competition from various competitors, including Dish Mexico, a DTH satellite pay-TV platform which launched its services in Mexico at the end of 2008, and Mega Cable Comunicaciones, S.A. de C.V., or Megacable. In addition, the DTH market competes with other media with respect to advertising and sales, including Pay-TV, outdoor advertising and publishing, among others.

At the beginning of 2009, TV Azteca began offering HiTV, a television service which consisted of the transmission of digital television channels through the technology known as Digital Terrestrial Television, or DTT, in Mexico City and its metropolitan area using the radioelectric spectrum in the mirror concessions granted to them pursuant to the decree issued by the SCT for the transition to digital television. Since the beginning of the provision of the referred service, HiTV offered approximately 22 channels and charged for the decoder box. In addition, the decoder box that TV Azteca used to allow viewers to access its HiTV channels also allowed the viewers access to our digital over-the-air networks without our permission.

At the end of 2012, Axtel launched a new product called Axtel TV, which, under its basic package, offers up to 101 standard definition channels, optional virtual recording, in addition to internet and voice services.

In addition, the entertainment and telecommunications industries in which we operate are changing rapidly because of new participants and evolving distribution technologies, including the internet. As Mexico makes the transition to digital television, it is likely that competition will also increase.

The telecommunications industry in Mexico has become highly competitive and we face significant competition. Most cable operators are authorized to provide pay-TV, internet broadband services and voice services, including Voice over Internet Protocol, or VoIP, which poses a risk to us.

Our pay-TV companies face competition from IPTV or online television providers such as Netflix and Claro Video, as well as from other pay-TV operators such as Total Play, Megacable and other cable television companies, as well as from Dish Mexico.

Our principal competitors in the gaming industry are Codere S.A., or Codere, Corporación Interamericana de Entretenimiento, S.A.B. de C.V., or CIE, and Grupo Caliente S.A. de C.V., or Grupo Caliente.

We also face competition in our publishing business, where each of our magazine publications competes for readership and advertising revenues with other magazines of a general character and with other forms of print and non-print media.

Our business for production and distribution of feature films is a highly competitive business in Mexico. The various producers compete for the services of recognized talent and for film rights to scripts and other literary property. We compete with other feature film producers, Mexican and non-Mexican, and distributors in the distribution of films in Mexico and in the U.S. We also face competition in our other businesses. See Information on the Company Business Overview Competition .

Our future success will be affected by changes in the broadcasting, advertising sales, telecommunications, entertainment, gaming and other industries where we participate, which we cannot predict, and consolidation in such industries could further intensify competitive pressures. We expect to face competition from an increasing number of sources in Mexico, including emerging technologies that provide new services to pay-TV customers and new entrants in the public and pay-TV industries, which will require us to make significant capital expenditures in new technologies and will result in higher costs in the acquisition of content or may impair our ability to renew rights to special events, including sporting and entertainment events. Our telecommunications business is highly competitive and capital intensive. Our business may require substantial capital to pursue additional acquisitions and capital expenditures which may result in additional incurrence of leverage, issuance of additional capital or a combination thereof.

The Seasonal Nature of Our Business Affects Our Revenue and a Significant Reduction in Fourth Quarter Net Sales Could Impact Our Results of Operations

Our business reflects seasonal patterns of advertising expenditures, which is common in the television broadcast industry, as well as cyclical patterns in periodic events such as the World Cup and the Olympic Games. We typically recognize a disproportionately large percentage of our Content advertising net sales in the fourth quarter in connection with the holiday shopping season. For example, in 2011, 2012 and 2013 we recognized 32.1% 32.2% and 33.5%, respectively, of our net sales in the fourth quarter of the year. Accordingly, a significant reduction in fourth quarter advertising revenue could adversely affect our business, financial condition and results of operations.

DIRECTV Has Certain Governance and Veto Rights Over Some Operations of Innova

We own a 58.7% interest in Innova, our DTH venture in Mexico, Central America and the Dominican Republic. The remaining balance of Innova s equity is indirectly owned by The DIRECTV Group, Inc., or DIRECTV, through its subsidiaries DTH (Mexico) Investment, LTD, DIRECTV Latin America Holdings, Inc., or DIRECTV Holdings, and DIRECTV Latin America LLC, or DTVLA. Although we hold a majority of Innova s equity and designate a majority of the members of Innova s Board of Directors, DIRECTV has certain governance and veto rights in Innova, including the right to block certain transactions between us and Innova.

Loss of Transmission or Loss of the Use of Satellite Transponders Could Cause a Business Interruption in Innova, Which Would Adversely Affect Our Net Income

Media and telecom companies, including Innova, rely on satellite transmissions to conduct their day-to-day business. Any unforeseen and sudden loss of transmission or non-performance of the satellite for Innova can cause huge losses to Innova s business. The unforeseen loss of transmission may be caused due to the satellite s loss of the orbital slot or the reduction in the satellite s functional life.

The size of the business interruption impact for Innova in the case of a satellite loss exceeds the insurance we have acquired to cover this risk. In order to reduce the possibility of financial consequences resulting from an unforeseen loss of transmission, Innova entered into an agreement to launch a backup satellite jointly with Sky Brasil Servicos Ltda., or Sky Brasil, which was launched in the first quarter of 2010. We cannot predict the extent of losses to Innova in the case of current or new satellite loss or the effectiveness of any alternative strategy.

Any Incidents Affecting Our Network and Information Systems or Other Technologies Could Have an Adverse Impact on Our Business, Reputation and Results of Operations

Our business operations rely heavily on network and information systems and other technology systems. Incidents affecting these systems, including cyber-attacks, viruses, other destructive or disruptive software or activities, process breakdowns, outages, or accidental release of information, could result in a disruption of our operations, improper disclosure of personal data or other privileged or confidential information, or unauthorized access to our digital content or any other type of intellectual property. Any such incident could cause damage to our reputation and may require us to expend substantial resources to remedy the situation and could therefore have a material adverse effect on our business and results of operations. In addition, there can be no assurance that any efforts we make to prevent or mitigate these incidents will be successful in avoiding harm to our business.

The Results of Operations of Broadcasting Media Partners, Inc. and GSF Telecom Holdings, S.A.P.I. de C.V., May Affect Our Results of Operations and the Value of Our Investments in Those Companies

In December 2010, we made a substantial investment in Broadcasting Media Partners, Inc., or BMP, the parent company of Univision Communications, Inc., or Univision. However, we do not control and do not consolidate the results of BMP. Most of our investment in BMP is currently held in the form of convertible debentures. Our conversion of the debentures into shares of common stock of BMP is subject to certain conditions. The value of the common stock of BMP could materially increase or decrease the carrying value of the convertible debentures, as they are measured at fair value. After the conversion, we will remain a minority equity holder of BMP. The results of operations of BMP and Univision may affect the value of our investment in BMP and our results of operations. The business, financial condition and results of operations of Univision could be materially and adversely affected by risks including, but not limited to: (i) failure to service debt, (ii) cancellation, reductions or postponements of advertising, (iii) possible strikes or other union job actions, (iv) changes in the rules and regulations of the U.S. Federal Communications Commission, or FCC, (v) an increase in the cost of, and decrease in the supply or quality of, programming, (vi) an increase in the preference among Hispanics for English-language programming, (vii) competitive pressures from other broadcasters and other entertainment and news media and (viii) the impact of new technologies.

In April 2011, we made a substantial investment for the acquisition of equity and convertible debentures issued by GSF Telecom Holdings, S.A.P.I. de C.V., or GSF, which indirectly owns 100% of the outstanding shares of Grupo Iusacell, S.A. de C.V., or Iusacell. Most of our investment in GSF was initially held in the form of debentures mandatorily convertible into shares of stock of GSF. We converted the GSF convertible debentures in June 2012 and since then, we hold a 50% equity stake in GSF. We do not consolidate the results of GSF and we share governance rights with the other owner of GSF.

The results of operations of GSF and Iusacell may affect the value of our investment in GSF and our results of operations. The business, financial condition and results of operations of Iusacell could be materially and adversely affected by risks including, but not limited to: (i) technology becoming obsolete, (ii) the inability to renew concessions and existing arrangements for roaming and other services, (iii) litigation being resolved against Iusacell, (iv) the dependence on revenues from subsidiaries to repay debt, (v) the loss of subscribers and (vi) changes in the regulatory environment. Our Iusacell investment faces competition in the telecommunications market that may require additional capital to break even. We expect to make additional investments in the next two years, which may be in excess of U.S.$200 million in the form of equity or debt, or a combination thereof, of GSF, the parent company of Iusacell, in connection with our 50% interest in this jointly controlled entity.

There can be no assurance that the results of operations of BMP, GSF and their respective subsidiaries will be sufficient to maintain or increase the value of our investments in such companies, or that such results will not materially and adversely affect our results of operations. See Risk Factors Related to Mexico Mexican Antitrust Laws May Limit Our Ability to Expand Through Acquisitions or Joint Ventures .

The Amendment to the Regulations of the General Health Law on Advertising Could Materially Affect Our Business, Results of Operations and Financial Condition

On February 14, 2014, the Mexican Ministry of Health published in the Official Gazette of the Federation an amendment to the Regulations of the General Health Law on Advertising, pursuant to which advertisers of certain high-caloric foods and non-alcoholic beverages are required to obtain prior permission from the health authorities in order to advertise their products on radio, broadcast television, pay-TV and in movie theaters (the Health Law Amendment). The Health Law Amendment will become effective on May 15, 2014 and comprehensive guidelines are currently under review by the Committee on Regulatory Reform, entitled Guidelines with nutritional and advertising criteria for advertisers of food and non-alcoholic beverages for obtaining permission for the advertising of their products with respect to the provisions of Articles 22bis and 79 of the Regulations of the General Health Law on Advertising (the Health Law Guidelines).

The Health Law Guidelines restrict the hours that certain high-caloric foods and non-alcoholic drinks can be advertised. These restrictions do not apply when the advertisement is aired during certain programs such as sports, telenovelas, news programs, series officially rated as unsuitable for children, films with ratings of B, B15, C and D, and programs where the advertiser certifies through audience research that people between the ages of 4 and 12 represent no more than 35% of the audience and receives the prior consent from the Federal Commission for the Protection Against Health Risks. The draft of the Health Law Guidelines provides that the time restrictions will be effective on January 1, 2015.

We cannot predict the impact or effect that the Health Law Amendment might have on the results of operations in the future, however, a decrease in the payment from advertisers of the aforementioned products could cause a decrease in television revenue.

Risk Factors Related to Our Securities

Any Actions Stockholders May Wish to Bring Concerning Our Bylaws or the CPO Trust Must Be Brought in a Mexican Court

Our bylaws provide that a stockholder must bring any legal actions concerning our bylaws in courts located in Mexico City. The trust agreement governing the CPOs provides that a stockholder must bring any legal actions concerning the trust agreement in courts located in Mexico City. All parties to the trust agreement governing the CPOs, including the holders of CPOs, have agreed to submit these disputes only to Mexican courts.

Non-Mexicans May Not Hold A Shares, B Shares or D Shares Directly and Must Have Them Held in a Trust at All Times

Although, as a result of the Telecom Reform to the Mexican Constitution, foreign investors are no longer restricted from holding equity interests in Mexican companies doing business in the telecommunications industry, the trust governing the CPOs and our bylaws nevertheless restrict non-Mexicans from directly owning A Shares, B Shares or D Shares. Non-Mexicans may hold A Shares, B Shares or D Shares indirectly through the CPO Trust, which will control the voting of such shares. Under the terms of the CPO Trust, a non-Mexican holder of CPOs or GDSs may instruct the CPO Trustee to request that we issue and deliver certificates representing each of the shares underlying its CPOs so that the CPO Trustee may sell, to a third party entitled to hold the shares, all of these shares and deliver to the holder any proceeds derived from the sale.

Non-Mexican Holders of Our Securities Forfeit Their Securities if They Invoke the Protection of Their Government

Pursuant to Mexican law, our bylaws provide that non-Mexican holders of CPOs and GDSs may not ask their government to interpose a claim against the Mexican government regarding their rights as stockholders. If non-Mexican holders of CPOs and GDSs violate this provision of our bylaws, they will automatically forfeit the A Shares, B Shares, L Shares and D Shares underlying their CPOs and GDSs to the Mexican government.

Non-Mexican Holders of Our Securities Have Limited Voting Rights

In accordance with the bylaws and trust governing the CPOs of the Company, non-Mexican holders of GDSs are not entitled to vote the A Shares, B Shares and D Shares underlying their securities. The L Shares underlying GDSs, the only series of our Shares that can be voted by non-Mexican holders of GDSs, have limited voting rights. These limited voting rights include the right to elect two directors and limited rights to vote on extraordinary corporate actions, including the delisting of the L Shares and other actions which are adverse to the holders of the L Shares. For a brief description of the circumstances under which holders of L Shares are entitled to vote, see Additional Information Bylaws Voting Rights and Stockholders Meetings .

Our Antitakeover Protections May Deter Potential Acquirors and May Depress Our Stock Price

Certain provisions of our bylaws could make it substantially more difficult for a third party to acquire control of us. These provisions in our bylaws may discourage certain types of transactions involving the acquisition of our securities. These provisions may also limit our stockholders ability to approve transactions that may be in their best interests and discourage transactions in which our stockholders might otherwise receive a premium for their Shares over the then current market price, and could possibly adversely affect the trading volume in our equity securities. As a result, these provisions may adversely affect the market price of our securities. Holders of our securities who acquire Shares in violation of these provisions will not be able to vote, or receive dividends, distributions or other rights in respect of these securities and would be obligated to pay us a penalty. For a description of these provisions, see Additional Information Bylaws Antitakeover Protections .

GDS Holders May Face Disadvantages When Attempting to Exercise Voting Rights as Compared to Other Holders of Our Securities

In situations where we request that The Bank of New York Mellon, the depositary for the securities underlying the GDSs, ask GDS holders for voting instructions, the holders may instruct the depositary to exercise their voting rights, if any, pertaining to the deposited securities. The depositary will attempt, to the extent practical, to arrange to deliver voting materials to these holders. We cannot assure holders of GDSs that they will receive the voting materials in time to ensure that they can instruct the depositary how to vote the deposited securities underlying their GDSs, or that the depositary will be able to forward those instructions and the appropriate proxy request to the CPO Trustee in a timely manner. For stockholders meetings, if the depositary does not receive voting instructions from holders of GDSs or does not forward such instructions and appropriate proxy request in a timely manner, if requested in writing from us, it will provide a proxy to a representative designated by us to exercise these voting rights. If no such written request is made by us, the depositary will not represent or vote, attempt to represent or vote any right that attaches to, or instruct the CPO Trustee to represent or vote, the shares underlying the CPOs in the relevant meeting and, as a result, the underlying shares will be voted in the manner described under Additional Information Bylaws Voting Rights and Stockholders Meetings Holders of CPOs . For CPO Holders meetings, if the depositary does not timely receive instructions from a Mexican or non-Mexican holder of GDSs as to the exercise of voting rights relating to the underlying CPOs in the relevant CPO holders meeting, the depositary and the custodian will take such actions as are necessary to cause such CPOs to be counted for purposes of satisfying applicable quorum requirements and, unless we in our sole discretion have given prior written notice to the depositary and the custodian to the contrary, vote them in the same manner as the majority of the CPOs are voted at the relevant CPOs holders meeting.

This means that holders of GDSs may not be able to exercise their right to vote and there may be nothing they can do if the deposited securities underlying their GDSs are not voted as they request.

The Interests of Our GDS Holders Will Be Diluted if We Issue New Shares and These Holders Are Unable to Exercise Preemptive Rights for Cash

Under Mexican law and our bylaws, our stockholders have preemptive rights. This means that in the event that we issue new Shares for cash, our stockholders will have a right to subscribe and pay the number of Shares of the same series necessary to maintain their existing ownership percentage in that series. U.S. holders of our GDSs cannot exercise their preemptive rights unless we register any newly issued Shares under the U.S. Securities Act of 1933, as amended, or the Securities Act, or qualify for an exemption from registration. If U.S. holders of GDSs cannot exercise their preemptive rights, the interests of these holders will be diluted in the event that we issue new Shares for cash. We intend to evaluate at the time of any offering of preemptive rights the costs and potential liabilities associated with registering any additional Shares. We cannot assure you that we will register under the Securities Act any new Shares that we issue for cash. In addition, although the Deposit Agreement provides that the depositary may, after consultation with us, sell preemptive rights in Mexico or elsewhere outside the U.S. and distribute the proceeds to holders of GDSs, under current Mexican law these sales are not possible. See Directors, Senior Management and Employees Stock Purchase Plan and Long-Term Retention Plan and Additional Information Bylaws Preemptive Rights .

The Protections Afforded to Minority Stockholders in Mexico Are Different From Those in the U.S.

Under Mexican law, the protections afforded to minority stockholders are different from those in the U.S. In particular, the law concerning fiduciary duties of directors is not well developed, there is no procedure for class actions or stockholder derivative actions and there are different procedural requirements for bringing stockholder lawsuits. As a result, in practice, it may be more difficult for our minority stockholders to enforce their rights against us or our directors or major stockholders than it would be for stockholders of a U.S. company.

The *Ley del Mercado de Valores*, or the Mexican Securities Market Law, provides additional protection to minority stockholders, such as (i) providing stockholders of a public company representing 5% or more of the capital stock of the public company, an action for liability against the members and secretary of the Board and relevant management of the public company, and (ii) establishing additional responsibilities on the audit committee in all issues that have or may have an effect on minority stockholders and their interests in an issuer or its operations.

It May Be Difficult to Enforce Civil Liabilities Against Us or Our Directors, Executive Officers and Controlling Persons

We are organized under the laws of Mexico. Substantially all of our directors, executive officers and controlling persons reside outside the U.S., all or a significant portion of the assets of our directors, executive officers and controlling persons, and substantially all of our assets, are located outside of the U.S., and some of the parties named in this annual report also reside outside of the U.S. As a result, it may be difficult for you to effect service of process within the United States upon these persons or to enforce against them or us in U.S. courts judgments predicated upon the civil liability provisions of the federal securities laws of the U.S. We have been advised by our Mexican counsel, Mijares, Angoitia, Cortés y Fuentes, S.C., that there is doubt as to the enforceability, in original actions in Mexican courts, of liabilities predicated solely on U.S. federal securities laws and as to the enforceability in Mexican courts of judgments of U.S. courts obtained in actions predicated upon the civil liability provisions of U.S. federal securities laws.

Forward-Looking Statements

This annual report and the documents incorporated by reference into this annual report contain forward-looking statements. In addition, we may from time to time make forward-looking statements in reports to the Securities and Exchange Commission, or SEC, on Form 6-K, in annual reports to stockholders, in prospectuses, press releases and other written materials and in oral statements made by our officers, directors or employees to analysts, institutional investors, representatives of the media and others. Words such as believe , anticipate , plan , expect , intend , seek potential , target , estimate , project , predict , forecast , guideline , may , should , could , will and si expressions are intended to identify forward-looking statements, but are not the exclusive means of identifying these statements. Examples of these forward-looking statements include, but are not limited to:

- estimates and projections of financial results, cash flows, capital expenditures, dividends, capital structure, financial position or other financial items or ratios;

- statements of our plans, objectives or goals, including those relating to anticipated trends, competition, regulation and rates;

statements concerning our current and future plans regarding our online and wireless content division, Televisa Interactive Media, or TIM;

statements concerning our current and future plans regarding our investment in and other arrangements with Imagina Media Audiovisual S.L., or Imagina;

statements concerning our current and future plans regarding our arrangements with Netflix, Inc., or Netflix;

statements concerning our current and future plans regarding our investment in Grupo de Telecomunicaciones de Alta Capacidad, S.A.P.I. de C.V., or GTAC;

statements concerning our current and future plans regarding our gaming business;

statements concerning our future plans, including capital expenditures, regarding the pay-TV, broadband and/or telephony services provided by our subsidiaries;

statements concerning our transactions with Univision and our current and future plans regarding our investment in BMP, the parent company of Univision;

statements concerning our current and future plans regarding our investment in Tenedora Ares, S.A.P.I. de C.V., or Ares;

statements concerning our current and future plans, including capital expenditures, regarding our investment in GSF, the controlling company of Iusacell;

statements concerning our current and future plans, including capital expenditures, regarding our investment in Innova and our transactions and relationship with DIRECTV;

statements concerning our transactions with NBC Universal s Telemundo Communications Group, or Telemundo;

statements about our future economic performance or statements concerning general economic, political or social conditions in Mexico or other countries in which we operate or have investments; and

statements or assumptions underlying these statements.

We have based these forward-looking statements on our current expectations, assumptions, estimates and projections. While we believe these expectations, assumptions, estimates and projections are reasonable, such forward-looking statements are only predictions and involve known and unknown risks and uncertainties, many of which are beyond our control. We caution you that a number of important factors, including those discussed under Risk Factors , could cause actual results to differ materially from those expressed in or implied by these forward-looking statements. Some of the factors that could cause actual results to differ materially from those expressed in or implied by the forward-looking statements include:

economic and political developments and conditions and government policies in Mexico or elsewhere;

uncertainty in global financial markets;

- currency fluctuations or the depreciation of the Peso;
- changes in inflation rates;
- changes in interest rates;
- the impact of existing laws and regulations, changes thereto or the imposition of new laws and regulations affecting our businesses, activities and investments;
- the risk that our concessions may not be renewed;
- the risk of loss of transmission or loss of the use of satellite transponders or incidents affecting our network and information systems or other technologies;
- changes in customer demand; and
- effects of competition.

We caution you that the foregoing list of factors is not exhaustive and that other risks and uncertainties may cause actual results to differ materially from those in forward-looking statements. You should evaluate any statements made by us in light of these important factors and you are cautioned not to place undue reliance on any forward-looking statements. Forward-looking statements speak only as of the date they are made, and we do not undertake any obligation to update them in light of new information, future developments or other factors.

Item 4. Information on the Company

History and Development of the Company

Grupo Televisa, S.A.B. is a *sociedad anónima bursátil*, or limited liability stock corporation, which was organized under the laws of Mexico in accordance with the *Ley General de Sociedades Mercantiles*, or Mexican Companies Law. Grupo Televisa was incorporated under Public Deed Number 30,200, dated December 19, 1990, granted before Notary Public Number 73 of Mexico City, and registered with the Public Registry of Commerce in Mexico City on Commercial Page *(folio mercantil)* Number 142,164. Pursuant to the terms of our *estatutos sociales*, or bylaws, our corporate existence continues through 2106. Our principal executive offices are located at Avenida Vasco de Quiroga, No. 2000, Colonia Santa Fe, 01210 México, D.F., México. Our telephone number at that address is (52) (55) 5261-2000.

Capital Expenditures

The table below sets forth our projected capital expenditures for the year ended December 31, 2014 and our actual capital expenditures, investments in joint ventures and associates, and acquisitions for the years ended December 31, 2013, 2012 and 2011. For a discussion of how we intend to fund our projected capital expenditures, investments and acquisitions for 2014, as well as a more detailed description of our capital expenditures, investments and acquisitions in prior years, see Operating and Financial Review and Prospects Results of Operations Liquidity, Foreign Exchange and Capital Resources Liquidity and Operating and Financial Review and Prospects Results of Operations Liquidity, Foreign Exchange and Capital Resources Capital Expenditures, Acquisitions and Investments, Distributions and Other Sources of Liquidity .

	Year Ended December 31,(1)			
	2014 (Forecast)	2013 (Actual)	2012 (Actual)	2011 (Actual)
	(Millions of U.S. Dollars)			
Capital expenditures(2)	U.S.$ 1,160.0	U.S.$ 1,157.8	U.S.$ 881.1	U.S.$ 791.0
BMP(3)			22.5	49.1
GTAC(4)	10.3	10.5	7.8	6.6
Iusacell(5)		122.9		1,602.5
Other acquisitions and investments(6)		751.2	5.7	51.4
Total capital expenditures and investments	U.S.$ 1,170.3	U.S.$ 2,042.4	U.S.$ 917.1	U.S.$ 2,500.6

(1) Amounts in respect of some of the capital expenditures, investments and acquisitions we made in 2013, 2012 and 2011 were paid for in Pesos. These Peso amounts were translated into U.S. Dollars at the Interbank Rate in effect on the dates on which a given capital expenditure, investment or acquisition was made. See Key Information Selected Financial Data .

(2) Reflects capital expenditures for property, plant and equipment, in all periods presented. Includes U.S.$599.9 million in 2013, U.S.$455.4 million in 2012 and U.S.$406.1 million in 2011 for the expansion and improvement of our Telecommunications segment; U.S.$397.7 million in 2013, U.S.$292.1 million in 2012 and U.S.$241.6 million in 2011 for the expansion and improvement of our Sky segment; U.S.$13.3 million in 2013, U.S.$16.9 million in 2012 and U.S.$13.8 million in 2011 for our Gaming business; and U.S.$146.9 million in 2013,

U.S.$116.7 million in 2012 and U.S.$129.5 million in 2011 for our Content segment and other businesses. In the fourth quarter of 2012 we recognized a satellite transponder lease agreement as an addition to property, plant and equipment and a related finance lease obligation in the amount of U.S.$326.3 million (Ps.4,203.0 million) in connection with the commencement of the service agreement for the use of transponders on Intelsat IS-21 satellite by our Sky business segment. The forecast amount for 2014 totaling U.S.$1,160 million includes capital expenditures of U.S.$600 million and U.S.$400 million for the expansion and improvements of our Telecommunications and Sky segments, respectively, and the remaining U.S.$160 million is for our Content segment and other businesses.

(3) In August 2012, we made an additional investment of U.S.$22.5 million in cash, by which we increased our interest in BMP from 7.1% to 8.0%. In December 2011, we made an additional investment of U.S.$49.1 million in cash in common stock of BMP, the parent company of Univision, by which we increased our interest in BMP from 5% to 7.1%.

(4) During 2014, we expect to provide financing to GTAC in connection with long-term credit facilities and our 33.3% interest in GTAC in the principal amounts of Ps.25.5 million (U.S.$2 million) and U.S.$8.3 million. In 2013, we provided financing to GTAC, in connection with long-term credit facilities in the aggregate principal amount of Ps.56.6 million (U.S.$4.6 million) and U.S.$5.9 million. In 2012, we provided financing to GTAC, in connection with a long-term credit facility in the aggregate principal amount of Ps.103 million (U.S.$7.8 million). In 2011, we provided financing to GTAC in connection with a long-term credit facility and our 33.3% interest in GTAC in the aggregate principal amount of Ps.87 million (U.S.$6.6 million).

(5) In 2013 we made additional capital contributions in connection with our 50% joint interest in GSF in the aggregate amount of Ps.1,587.5 million (U.S.$122.9 million). In the second quarter of 2011, we made an investment of U.S.$37.5 million in equity and U.S.$1,565 million in mandatorily convertible debentures of GSF, the parent company of Iusacell, as described in the following sentences. The convertible debt of GSF was divided into two tranches, the Series 1 Debentures and the Series 2 Debentures. The Series 1 Debentures were the 364,996 registered unsecured debentures of GSF, par value U.S.$1,000 each, representing in the aggregate U.S.$365.0 million, issued against the payment we made in cash on April 7, 2011. The Series 2 Debentures were the 1,200,000 registered unsecured debentures of GSF, par value U.S.$1,000 each, representing in the aggregate U.S.$1,200.0 million, which we paid in cash in multiple installments from April through October 2011. In June 2012, we converted the debentures into common stock of GSF. As a result, we now hold a 50% equity stake in GSF. See Key Information Risk Factors Risk Factors Related to Our Business The Results of Operations of Broadcasting Media Partners, Inc. and GSF Telecom Holdings, S.A.P.I. de C.V., May Affect Our Results of Operations and the Value of Our Investments in Those Companies .

(6) In 2013 we made an investment in the amount of Ps.7,000 million (U.S.$547.6 million) in convertible debt instruments which, subject to regulatory approval, will allow us to acquire 95% of the equity interest of Tenedora Ares, S.A.P.I. de C.V. (Ares), owner of 51% of the equity interest of Grupo Cable TV, S.A. de C.V. (Cablecom), a telecommunications company that offers video, telephony and data services in Mexico. In addition, Ares has an option to acquire in the future, subject to regulatory approvals, the remaining 49% of the equity interest of Cablecom. As part of this transaction, we also invested in a long-term debt instrument issued by Ares in the amount of U.S.$195 million. In 2011, we made other investments in the aggregate amount of Ps.713.6 million (U.S.$51.4 million). In the first half of 2011, we agreed with the other stockholders of Cablemás the terms for us to acquire all of their equity interest in Cablemás for an aggregate amount of U.S.$390.9 million (Ps.4,603.0 million), which was paid with cash and 24.8 million CPOs issued by us on April 29, 2011.

In 2013, 2012 and 2011, we relied on a combination of operating revenues, borrowings and net proceeds from dispositions to fund our capital expenditures, acquisitions and investments. We expect to fund our capital expenditures in 2014 and potential capital expenditures, investments and/or acquisitions going forward, which could be substantial in size, through a combination of cash from operations, cash on hand, equity, and/or borrowings. The amount of borrowings required to fund these cash needs in 2014 will depend upon the timing of cash payments from advertisers under our advertising sales plan.

Business Overview

Grupo Televisa, S.A.B., is the largest media company in the Spanish-speaking world based on its market capitalization and a major participant in the international entertainment business. We operate four broadcast channels in Mexico City and complement our network geographic coverage through affiliated stations throughout the country. We produce pay-TV channels with national and international feeds, which reach subscribers throughout Latin America, the United States, Canada, Europe and Asia Pacific. We export our programs and formats to television networks around the world. In 2013, we exported 79,650 hours of programming to 75 countries, excluding the United States. In the United States, we have granted Univision the exclusive right to broadcast certain of our content pursuant to a program license agreement.

We believe we are the most important Spanish-language magazine publisher in the world, as measured by circulation, with an annual circulation of approximately 126 million magazines publishing 201 titles in approximately 21 countries.

We own 58.7% of Sky, a DTH satellite television provider in Mexico, Central America and the Dominican Republic. We are also a shareholder in two Mexican telecommunications companies, Cablevisión and Televisión Internacional, S.A. de C.V. and its subsidiaries, collectively TVI, and in 2011 we merged a third Mexican telecommunications company, Cablemás, into the Company. We own 100% of Cablemás, 51% of Cablevisión and 50% of TVI.

We also own Televisa.com as well as Esmas.com, one of the leading digital entertainment web portals in Latin America, a gaming business which includes casinos, a 50% stake in a radio company that as of December 31, 2013 reached 73% of the Mexican population, a feature film production and distribution company, a soccer team and a stadium in Mexico.

We also own an unconsolidated equity stake in Ocesa Entretenimiento, S.A. de C.V., or OCEN, one of the leading live entertainment companies in Mexico.

In February 2012, we exchanged our 40.7680% equity interest in La Sexta, a free-to-air television channel in Spain, for equity participations equivalent to 14.5% of the capital stock of Imagina, which at the time was the indirect owner of the majority equity interest in La Sexta. La Sexta has subsequently merged with Antena 3 Television, or A3TV. The transaction consisted in a swap of La Sexta stock for equity participation of Imagina and involved no cash payments.

In December 2010, we made a substantial investment in BMP, the parent company of Univision, the leading Spanish-language media company in the United States.

In April 2011, we made a substantial investment for the acquisition of equity and convertible debentures issued by GSF, which indirectly owns 100% of the outstanding shares of Iusacell. We subsequently converted the convertible debentures into equity interests and, as a result, we now hold a 50% equity stake in GSF. Iusacell is a provider of telecommunications services primarily engaged in providing mobile services throughout Mexico.

Business Strategy

We intend to leverage our position as a leading media company in the Spanish-speaking world to continue expanding our business while maintaining profitability and financial discipline. We intend to do so by maintaining our leading position in the Mexican television market, by continuing to produce high quality programming and by improving our sales and marketing efforts while maintaining high operating margins and expanding our telecommunications business.

By leveraging all our business segments and capitalizing on their synergies to extract maximum value from our content and our distribution channels, we also intend to continue expanding our telecommunications business, increasing our international programming sales worldwide and strengthening our position in the growing U.S.-Hispanic market. We also intend to continue developing and expanding Sky, our DTH platform, and our telecommunications businesses. We will continue to strengthen our position and will continue making additional investments, which could be substantial in size, in the DTH and telecommunications industry in accordance with the consolidation of the telecommunications market in Mexico, and we will also continue developing our publishing business and maintain our efforts to become an important player in the gaming industry.

We intend to continue to expand our business by developing new business initiatives and/or through business acquisitions and investments in Mexico, the United States and elsewhere.

Maintaining Our Leading Position in the Mexican Television Market

Continuing to Produce High Quality Programming. We aim to continue producing the type of high quality television programming that in the past has propelled many of our programs to be among the most watched in Mexico. We have launched a number of initiatives in creative development, program scheduling and on-air promotion. These initiatives include improved production of our highly rated telenovelas, new comedy and game show formats and the development of reality shows and new series. We have improved our scheduling to be better aligned with viewer habits by demographic segment while improving viewer retention through more dynamic on-air graphics and pacing. We have enhanced tune-in promotion both in terms of creative content and strategic placement. In addition, we plan to continue expanding and leveraging our Spanish-language video library, rights to soccer games and other events, as well as cultural, musical and show business productions.

In April 2008, we began broadcasting more than 1,000 hours per year of NBC Universal s Telemundo s original programming on Channel 9. Currently and through December 2015, we pay Telemundo a fixed license fee for the broadcast of Telemundo s programming on our Channel 9 Network. Beginning January 2016, we will pay Telemundo a license fee based on a percentage of all revenues generated from sales related to Telemundo programming. In addition, since 2010 we distribute, via Sky and Cablevisión, a new pay-TV channel in Mexico produced by Telemundo principally featuring Telemundo branded content. See Television Programming Foreign-Produced Programming . As a result of the strategic alliance agreement entered into with Telemundo, we distribute Telemundo content in Mexico on an exclusive basis across multiple platforms including broadcast television, pay television and our emerging digital platforms. In October 2008, we entered into license agreements to distribute Telemundo s original content through digital and wireless platforms in Mexico. As part of the agreements, Telemundo provides us with Telemundo s original content, including its highly popular telenovelas currently broadcast on our Channel 9, on all of our digital platforms. Moreover, we also offer mobile wall papers and text messaging services based on Telemundo branded content to mobile phone subscribers in Mexico through our mobile business unit Esmas Móvil, the leading mobile premium content provider in Mexico. The agreements complement and are part of the strategic alliance to distribute Telemundo s original content in Mexico across multiple platforms, including broadcast television, pay-TV and emerging digital platforms.

Improving Our Sales and Marketing Efforts. Over the past few years we have improved our television broadcasting advertising sales strategy in the following ways:

(i) We have developed strategies for monetizing Televisa s greatest asset, its content by, for example, increasing special events prices;

(ii) Although our sales force is organized in teams focusing on each of our divisions, we are working to create opportunities for our clients across our media assets;

(iii) We are emphasizing a performance-based compensation policy for sales people such that a larger portion of total compensation comprises variable incentives tied to year-end results; and

(iv) We are continuing to provide our customers with increased opportunities for custom made product placement and branded entertainment.

Maintaining High Operating Segment Income Margins. Our content operating segment income margins for 2012 and 2013 were 46.9% and 46.0%, respectively. We intend to continue maintaining high operating segment income margins in our content businesses by increasing revenues and controlling costs and expenses.

Advertising Sales Plan. Our sales force is organized into separate teams, each of which focuses on a particular segment of our business. We sell commercial time in two ways: upfront and scatter basis. Advertisers that elect the upfront option lock in prices for the upcoming year, regardless of future price changes. Advertisers that choose the upfront option make annual prepayments, with cash or short-term notes, and are charged the lowest rates for their commercial time, given the highest priority in schedule placement, and given a first option in advertising during special programs. Scatter advertisers, or advertisers who choose not to make upfront payments but rather advertise from time to time, risk both higher prices and lack of access to choice commercial time slots. All advertisers are billed for actual minutes used; the amount billed depends on the calendar quarter, channel, and hour in which the spot is transmitted. We previously billed our advertising customers on a cost-per-rating-point basis based on audience share and ratings as published by the Mexican company IBOPE AGB Mexico, or IBOPE. Due to a June 2012 leak of confidential data related to the location of IBOPE s people meters, we no longer use IBOPE s statistical data and we have been billing our advertising customers based on fixed pricing rather than on a cost-per-rating-point basis. For a description of our advertising sales plan, see Operating and Financial Review and Prospects Results of Operations Total Segment Results Content Advertising Rates and Sales .

We currently sell a significant portion of our available television advertising time. We use the remaining portion of our television advertising time primarily to satisfy our legal obligation to the Mexican government to provide up to 18 minutes per day of our broadcast time between 6:00 a.m. and midnight for public service announcements and 30 minutes per day for public programming (referred to in this annual report as Official Television Broadcast Time), and our remaining available television advertising time to promote, among other things, our products. We sold approximately 54%, 46% and 52% of total available national advertising time on our networks during prime time broadcasts in 2011, 2012 and 2013, respectively, and approximately 44%, 39% and 43% of total available national advertising time during all time periods in 2011, 2012 and 2013, respectively. See Operating and Financial Review and Prospects Results of Operations Total Segment Results Content .

Continue Building Our DTH and Telecommunications Platforms

DTH. We believe that Ku-band DTH satellite services offer an enhanced opportunity for expansion of pay television services into cable households seeking to upgrade reception of our broadcasting and in areas not currently serviced by operators of cable or multi-channel, multi-point distribution services. We own a 58.7% interest in Innova, or Sky, our venture with DIRECTV. Innova is a DTH company with services in Mexico, Central America and the Dominican Republic with approximately 6 million subscribers, of which 3% were commercial subscribers as of December 31, 2013.

In the fourth quarter of 2012, IS-21, a new satellite of Intelsat, our primary satellite provider, started service, replacing Intelsat s IS-9 satellite. For a description of our satellites, see Property, Plant and Equipment Satellites .

The key components of our DTH strategy include:

- Offering high quality programming, including rights to our four over-the-air broadcast channels, exclusive broadcasts of sporting events, such as the largest coverage of the Mexican Soccer League and the Spanish Soccer League, including La Liga and La Copa del Rey, the FA Cup, the NFL Sunday Ticket, NBA Pass, MLB Extra Innings, the NHL, WTA, bullfighting from Spain, World Equestrian Games, marathons, Diamond League, Capital One Cup, Rolex World Cup Jumping and the largest coverage of the Mexican Baseball League (LMB), ATP & TT tournaments and the Basketball Euroleague;

- Capitalizing on our relationship with DIRECTV and local operators in terms of technology, distribution networks, infrastructure and cross-promotional opportunities;

- Capitalizing on the low penetration of pay-TV services in Mexico;

- Providing superior digital Ku-band DTH satellite services and emphasizing customer service quality;

- Providing aggressive HD offerings and continuously expanding our programming in HD; and

- Continuing to leverage our strengths and capabilities to develop new business opportunities and expand through acquisitions.

Network Subscription. Through our 24 pay-TV brands and 46 national and international feeds, we reached more than 35 million subscribers throughout Latin America, the United States, Canada, Europe and Asia Pacific in 2013. Our pay-TV channels include, among others, three music, six movie, seven variety and entertainment channels and two sports channels. Both of our sports channels offer 24-hour-a-day programming 365 days a year. The sports content of Televisa Deportes Network, or TDN, is provided pursuant to a license agreement with Barra Deportiva, S.A. de C.V., or Barra Deportiva. Barra Deportiva was incorporated in July 2009 and, at that time, we owned a 49% interest in that company. On December 20, 2011, we acquired the remaining 51% of Barra Deportiva, which, as a result, became a wholly-owned subsidiary of the Company. Our license agreement with Barra Deportiva is still in force after that transaction. One of our entertainment channels, Clásico TV, was rebranded as Distrito Comedia in October 2012. Beginning with the first quarter of 2012, the results of our former Pay Television Networks segment (currently identified as Networks Subscription) are included in our new Content segment, which also includes the results of our former Television Broadcasting and Programming Exports segments and our Internet business.

Telecommunications. We are a shareholder of several Mexican telecommunications companies. We have a controlling stake of Cablevisión and TVI. In 2011 we merged a telecommunications company, Cablemás, into the Company. With a subscriber base of 867,525 cable television, or video subscribers (all of which were digital subscribers), as of December 31, 2013 and 2.6 million homes passed as of December 31, 2013, Cablevisión, one of the telecommunications systems in Mexico City and surrounding areas in the state of Mexico in which we own a 51% interest, is an important telecommunications provider in Mexico City. As used in this annual report, homes passed refers to any residential homes or businesses that are connected to telecommunications systems, or that are prepared to be connected to telecommunications systems but are not currently connected or that require some type of investment in order for these to be connected. For instance, each apartment located in a building that is prepared to be connected to telecommunications systems represents one home passed. It is generally understood that a home or business counts as a home passed when it can be connected to a telecommunications network without additional extensions to the main transmission lines. Our telecommunications strategy aims to increase our subscriber base, average monthly revenues per subscriber and penetration rate by:

- continuing to offer high quality programming;

- continuing to upgrade our existing cable network into a broadband bidirectional network;

maintaining our 100% digital service in order to stimulate new subscriptions, substantially reduce piracy and offer new value-added services;

increasing the penetration of our high-speed and bidirectional internet access and other multimedia services as well as providing a platform to offer internet protocol, or IP, and telephony services;

continuing the roll out of advanced digital set-top boxes which allow the transmission of high definition programming and recording capability; and

continuing to leverage our strengths and capabilities to develop new business opportunities and expand through additional investments and/or acquisitions, which can be substantial in size.

Cablevisión has introduced a variety of new multimedia communications services over the past few years, such as interactive television and other enhanced program services, including high-speed internet access through cable modem as well as IP telephony. As of December 31, 2013, Cablevisión had 666,464 cable modem, or broadband subscribers compared to 509,137 at December 31, 2012. The growth we have experienced in Cablevisión has been driven primarily by the conversion of our system from analog to digital format. In July 2007, Cablevisión began to offer IP telephony services in certain areas of Mexico City, and as of December 31, 2013, it had 415,023 IP telephone lines in service, or voice subscribers. As of December 31, 2013, Cablevisión offers the service in every area in which its network is bidirectional.

Cablemás operates in 59 cities. As of December 31, 2013, the Cablemás cable network served 1,185,090 cable television, or video subscribers, 705,202 high-speed internet, or broadband subscribers and 347,609 IP-telephony lines, or voice subscribers, with 3.5 million homes passed.

On April 1, 2011, we announced an agreement reached with the minority stockholder of Cablemás to obtain the 41.7% equity interest in Cablemás that we did not own. The acquisition of that equity stake resulted from a series of capital distributions, the capitalization of certain debt and receivables, and the subsequent merger of Cablemás into the Company in exchange for 24.8 million CPOs which were issued in connection with that transaction. The execution of the merger agreement between Cablemás and the Company was authorized at our stockholders meeting held on April 29, 2011, and regulatory approvals for the merger were obtained on February 24, 2011 and June 17, 2011.

In March 2006, our wholly-owned subsidiary, Corporativo Vasco de Quiroga, S.A. de C.V., or CVQ, acquired a 50% interest in TVI. TVI is a telecommunications company offering pay-TV, data and voice services in the metropolitan area of Monterrey and other areas in northern Mexico. As of December 31, 2013, TVI had 1.9 million homes passed, served 442,697 cable television, or video subscribers, 295,122 high-speed internet, or broadband subscribers and 153,295 telephone lines, or voice subscribers.

Our acquisition by CVQ of a 50% interest in TVI was authorized by the Mexican Antitrust Commission subject to compliance with certain conditions. Some of these conditions have already been met and others must continue to be complied with going forward. Such conditions include: (1) to make available, subject to certain conditions, our over-the-air channels to pay-TV operators on non-discriminatory terms (must offer) and (2) that our pay-TV platforms carry, upon request and subject to certain conditions, over-the-air channels operating in the same geographic zones where such pay-TV platforms provide their services (must carry). See Key Information Risk Factors Risk Factors Related to Mexico Mexican Antitrust Laws May Limit Our Ability to Expand Through Acquisitions or Joint Ventures .

We have actively participated and intend to continue actively participating in the telecommunications industry. We have made and will continue to make further investments and/or acquisitions controlling or non-controlling directly or indirectly, in telecommunications which may or may not include pay-TV services related assets, which have been and can be substantial in size, that complement our telecommunications strategy, either through debt, equity, or a combination thereof, and/or other financial instruments.

Expanding Our Publishing Business

With a total approximate circulation of 126 million magazines during 2013, we believe our subsidiary, Editorial Televisa, S.A. de C.V., or Editorial Televisa, is the most important Spanish-speaking publishing company in the world in number of magazines distributed. Editorial Televisa publishes 201 titles; 107 are wholly-owned and produced in-house and the 94 remaining titles are licensed from world renowned publishing houses, including Spanish language editions of some of the most prestigious brands in the world. Editorial Televisa distributes its titles to 21 countries, including Mexico, the United States and countries throughout Latin America.

We believe that Editorial Televisa leads at least 18 of the 21 markets in which we compete in terms of readership.

Increasing Our International Programming Sales Worldwide and Strengthening Our Position in the Growing U.S.-Hispanic Market

We license our programs to television broadcasters and pay-TV providers in the United States, Latin America, Asia, Europe and Africa. Excluding the United States, in 2013, we licensed 79,650 hours of programming in 75 countries throughout the world. We intend to continue exploring ways of expanding our international programming sales.

In November 2005, the government of Spain granted a concession for a nationwide free-to-air analog television channel and two nationwide free-to-air digital television channels to La Sexta, a consortium that included the Company. La Sexta began broadcasting in March 2006. On December 14, 2011, we agreed to exchange our 40.7680% equity interest in La Sexta for equity participations equivalent to 14.5% of the capital stock of Imagina, which at the time was the indirect owner of the majority equity interest in La Sexta. La Sexta has subsequently merged with Antena 3 Television, or A3TV, as discussed below. The transaction consisted in a swap of La Sexta stock for equity participations of Imagina and involved no cash payments. As a result of the transaction, we became a shareholder of Imagina, one of the main providers of content and audiovisual services for the media and entertainment industry in Spain. Imagina was created in 2006 with the merger of Mediapro and Grupo Arbol. Imagina is a leading distributor of sports rights and is the current owner of the Spanish Soccer League distribution rights worldwide. Through Globomedia, part of the Grupo Arbol Companies, it is also a leading producer of series, dramas and comedies in Spain. Imagina is also a provider of satellite transmission services as well as on location production and post-production services for third parties. The terms of the agreement improve the potential for synergies between us and Imagina and opportunities to create value. The transaction also includes commercial agreements between the parties to explore collaboration in content production projects. Additionally, the transaction grants us certain rights of first refusal to acquire formats and audiovisual content, as well as transmission rights for sport events in certain territories. As part of the transaction, we named two directors of Imagina s board, which is now composed of 12 members.

Also on December 14, 2011, in a separate transaction, La Sexta agreed to merge with A3TV, a publicly traded company on the Madrid Stock Exchange. A3TV is the second largest private television national network in Spain. Under the terms of the agreement, Imagina and other shareholders of La Sexta received a 7% equity stake in A3TV and on February 19, 2014, Atresmedia Corporación de Medios de Comunicación, S.A. (Atresmedia) signed a partial renewal of the merger agreement with Gestora de Inversiones Audiovisuales La Sexta S.A. and its shareholders. The agreement was renewed in respect to earn-out clauses giving the shareholders of La Sexta rights over a further 7% of the share capital of Atresmedia subject to the financial performance of the Atresmedia group in the years 2012 to 2016. Under the renewed agreement, the Company has brought forward and adjusted the final amount of the additional contribution payable to Gamp Audiovisual S.A. and Imagina Media Audiovisual, S.L, in the form of shares in Atresmedia, transferring to said companies shares equivalent to 2.079% and 1.631%, respectively, of its share capital, charged to treasury shares.

The U.S.-Hispanic population, estimated to be 52 million, or approximately 17% of the U.S. population, according to U.S. Census estimates published in the 2012 Current Population Survey, Annual Social and Economic Supplement, is currently one of the fastest growing segments in the U.S. population, with the growth among Hispanics responsible for over half of the U.S. population gains between 2000 and 2010. The U.S. Census Bureau projects that the Hispanic population will be approximately 20.5% of the U.S. population by the year 2025. Hispanics are expected to account for U.S.$1.5 trillion of U.S. consumer spending, or 11.2% of the U.S. total disposable income, by 2015, outpacing the expected growth in total U.S. consumer expenditures.

We intend to leverage our unique and exclusive content, media assets and long-term associations with others to benefit from the growing demand for entertainment among the U.S.-Hispanic population.

We supply television programming for the U.S.-Hispanic market through Univision, the leading Spanish-language media company in the United States. In exchange for this programming, during 2011, 2012 and 2013, Univision paid us U.S.$224.9 million, U.S.$247.6 million and U.S.$273.2 million, respectively, in royalties. In December 2010, we completed a net cash investment of U.S.$1.2 billion in Univision and certain other transactions related to that investment and to the Program License Agreement, or PLA, between Televisa, S.A. de C.V. and Univision. In December 2011, we made an additional investment of U.S.$49.1 million in cash in common stock of BMP, the parent company of Univision, by which we increased our interest in BMP from 5% to 7.1%. In August 2012, we made an additional investment of U.S.$22.5 million in cash in common stock of BMP by which we increased our interest in BMP from 7.1% to 8.0%. On January 30, 2014, a group of institutional investors made a capital contribution to BMP. As a result of this transaction, our equity stake in BMP decreased from 8.0% to 7.8%. For a description of our arrangements with Univision, see Univision.

Under a license agreement with Netflix, effective as of July 12, 2011, we make available to certain video-on-demand subscribers of Netflix, on a non-exclusive basis, around 3,000 hours annually of telenovelas, series, and other general entertainment programming from our library for the territories of Mexico, Latin America and the Caribbean. As part of the agreement, current content will be made available to Netflix not earlier than one year after its broadcast through free-to-air television. This agreement increases our availability of programming in Latin America and the Caribbean, where Netflix launched subscription streaming at the end of 2011 and is an important first step of our plan to monetize our library of over 50,000 hours of content via digital distribution.

Developing New Businesses and Expanding through Acquisitions

We plan to continue growing our gaming business, which consists of casinos and a national lottery. As of December 31, 2013, we had 18 casinos in operation, under the brand name Play City. In accordance with our permit, we plan to continue opening casinos. In addition, during 2007 we launched Multijuegos, an online lottery with access to a nationwide network of approximately 9,000 points of sale through electronic terminals, including point-of-sale terminals at Cadena Comercial Oxxo, S.A. de C.V. and Oxxo Express, S.A. de C.V., or Oxxo, the principal chain of convenience stores in Mexico. The casinos and Multijuegos are operated under the Gaming Permit obtained from the Mexican Ministry of the Interior, to establish, among other things, up to 55 casinos and number draws throughout Mexico.

In August 2009, we entered into a strategic alliance agreement with Genomma Lab Internacional, S.A.B. de C.V., or Genomma Lab, to sell and distribute personal care and over the counter pharmaceuticals in the United States and Puerto Rico. The strategic alliance operates through Televisa Consumer Products USA, or TCP, a company owned 51% by Televisa and 49% by Genomma Lab. The sale and distribution of Genomma Lab s products was an integral part of the activities of TCP. As part of this alliance, in October 2009, TCP entered into, among others, an exclusive commercial supply agreement with Genomma Lab. However, on July 4, 2013, we entered into amendment agreements whereby we agreed to select only three brands of Genomma Lab, which we refer to as Genomma Lab Selected Brands, for distribution through TCP in exchange of a revenue share. We make available our different media platforms in the United States and Puerto Rico to TCP, which provides the Genomma Lab Selected Brands with significant advertising in the targeted markets corresponding to Genomma Lab s business model. This will enable Genomma Lab to expand the extensive success of the Genomma Lab Selected Brands beyond Mexico and Latin America by accessing a Hispanic market of approximately 52 million consumers with an estimated purchasing power of over U.S.$1.2 trillion annually while leveraging Televisa s reach and name recognition in the Hispanic market. During 2011, 2012 and 2013, TCP sold and distributed Genomma Lab s products such as over-the-counter pharmaceutical and cosmetic products, and certain commemorative coins of Mexico s 200 years as an independent nation. As a result of the amendment agreements described above, TCP retained the exclusive distribution of the Genomma Lab Selected Brands.

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In March 2010, Grupo de Telecomunicaciones Mexicanas, S.A. de C.V., or Telefónica, Editora Factum, S.A. de C.V., or Editora Factum, a wholly-owned subsidiary of the Company, and Mega Cable, S.A. de C.V., or Megacable, agreed to jointly participate, through a consortium, in the public bid for a pair of dark fiber wires held by the *Comisión Federal de Electricidad*, or Mexican Federal Electricity Commission, or CFE. In June 2010, the SCT granted the consortium a favorable award in the bidding process for a 20 year contract for the lease of up to 19,457 kilometers of dark fiber-optic capacity, along with a corresponding concession, granted in July 2010, to operate a public telecommunications network using dense wavelength division multiplexing, or DWDM, technology. The consortium, through GTAC, in which each of Telefónica, Editora Factum and Megacable has an equal equity participation, paid Ps.883.8 million as consideration for the concession plus additional payments in an aggregate amount of Ps.79.4 million for nine additional network segments, in accordance with the terms of the public bid. In June 2010, one of our subsidiaries entered into a long-term credit facility agreement to provide financing to GTAC for up to Ps.688.2 million. Under the terms of this agreement, principal and interest are payable at dates agreed by the parties, between 2013 and 2021. In 2013, one of our subsidiaries entered into a long-term credit facility agreement to provide additional financing to GTAC for up to Ps.80.0 million. GTAC established the first link for operations in June 2011, in accordance with the terms and conditions of its concession. By April 2012, GTAC brought to full operation 128 links and 141 nodes nationwide. The overall capacity per link is approximately 3.2 Tbps (80 optical channels x 40 Gbps each). By the end of 2012, 475 long distance high capacity services were active and two GTAC routes were completed (500 kilometers). By the end of 2013, GTAC had in operation 152 links and 148 nationwide nodes, and 615 services for customers were activated. In addition, four GTAC routes were completed (1,003 kilometers) and three third-party dark fiber IRU agreements were signed (692 kilometers). In order to achieve this, GTAC executed with its technological partner, Huawei Technologies Mexico, S.A. de C.V., a supply agreement for U.S.$15.6 million. This new fiber optic network will represent for us a new alternative to access data transportation services, increasing competition in the Mexican telecommunications market and therefore improving the quality of the services offered. The fiber optic network will aim to increase broadband internet access for businesses as well as households in Mexico.

In April 2011, we entered into a transaction pursuant to which CVQ, our wholly-owned subsidiary, acquired (i) the trust beneficiary rights to 1.093875% of the outstanding shares of GSF, which indirectly owns 100% of the outstanding shares of Iusacell for an aggregate purchase price of approximately U.S.$37.5 million; and (ii) Unsecured Convertible Debentures 2010 issued by GSF, or the GSF convertible debentures, which were mandatorily convertible into shares of stock of GSF, in an aggregate principal amount of approximately U.S.$365 million of the Series 1 tranche thereof and U.S.$1,200 million of the Series 2 tranche thereof, for an aggregate investment in the GSF convertible debentures of approximately U.S.$1,565 million. The trust beneficiary rights and the Series 1 Debentures were paid in cash in April 2011, and the Series 2 Debentures were paid in cash in multiple installments during 2011. The trust beneficiary rights and the GSF convertible debentures were transferred to CVQ by México Media Investments S.L., or MMI, a single-stockholder corporation (*sociedad unipersonal*) organized in Spain.

We also agreed to make an additional payment of U.S.$400 million to Iusacell if cumulative earnings before interest, taxes, depreciation and amortization, or EBITDA, of Iusacell reaches U.S.$3,472 million any time from January 1, 2011 and up to December 31, 2015.

CVQ converted the GSF convertible debentures in June 2012 and as a result, CVQ owns 50% of the outstanding shares of stock of GSF and, indirectly, 50% of the outstanding shares of Iusacell. We do not consolidate the results of GSF and we share governance rights with the other owner of GSF. See Key Information Risk Factors Risk Factors Related to Our Business The Results of Operations of Broadcasting Media Partners, Inc. and GSF Telecom Holdings, S.A.P.I. de C.V., May Affect Our Results of Operations and the Value of Our Investments in Those Companies .

Iusacell is a provider of telecommunications services primarily engaged in the provision of mobile services throughout Mexico. As of December 31, 2013, Iusacell had 8,036,256 mobile wireless subscribers. In addition, Iusacell holds and operates concessions for the 800 MHz band, which allow it to provide wireless cellular services in five adjacent regions in Central and Southern Mexico, and for the 1900 MHz band, which allow it to provide PCS wireless services nationwide. Iusacell also provides other telecommunications services, such as fixed-line telephony, broadband services and links leasing to corporate customers.

Iusacell offers mobile telephony services using the CDMA technology, which is the highest capacity digital technology available for the 800 MHz and 1900 MHz frequency bands. In 2007 and 2008, Iusacell upgraded its network in certain regions through the implementation of the EVDO-3G Rev A technology, which enables users to transfer data signals at high speeds of up to 3.1 megabits per second. In addition to its basic wireless mobile services, Iusacell also offers a broad range of other telecommunications services, including long distance telephony, wireless local telephony, and data transmission. In 2010, Iusacell completed the installation of a GSM/HSDPA+ network, which enables it to provide mobile telephony and high-speed data transmission services in Mexico s nine cellular/PCS regions. As a result, Iusacell became the only mobile provider in Mexico to operate both CDMA2000 and GSM/HSPA+ technology networks.

Within its primary line of business, which is the provision of mobile telephony services, Iusacell competes with other cellular telephony and personal communication service providers in each of the markets in which it operates. Iusacell competes nationwide with Radiomóvil Dipsa, S.A. de C.V., a subsidiary of América Móvil, S.A.B. de C.V., which operates under the brand name Telcel . Telcel holds spectrum concessions and provides services throughout Mexico, and is the largest wireless operator in the country. Iusacell also competes nationwide with Telefónica Móviles de México, S.A. de C.V., which is the second largest wireless operator in Mexico and offers wireless services under the brand name Movistar , and with Comunicaciones Nextel de Mexico, S.A. de C.V., which offers wireless services under the Nextel brand name.

On July 31, 2013, we invested Ps.7,000 million in convertible debt instruments which, subject to regulatory approvals, will allow us to acquire 95% of the equity interest in Ares, the indirect owner of 51% of the equity interest in Grupo Cable TV, S.A. de C.V., or Cablecom. As part of the transaction, we also invested U.S.$195 million in a debt instrument issued by Ares. Cablecom is a telecommunications company that offers video, telephony and data services in Mexico. In addition, Ares will have an option to acquire in the future, subject to regulatory approvals, the remaining 49% of the equity interest of Cablecom at a value of approximately 9.3 times earnings before interest, taxes, depreciation and amortization (EBITDA) of the 12-month period preceding the closing of such acquisition. Cablecom provides data, video, telephony, value added services and virtual networks to corporate customers. Cablecom has close to 1.2 million revenue generating units, of which 70% are video services, with the balance being data and telephony services.

We plan to continue leveraging our strengths and capabilities to develop new business opportunities and expand through acquisitions in Mexico, the United States and elsewhere. Any such acquisition or investment could be funded using cash on hand, our equity securities and/or the incurrence of debt, or a combination thereof, and could be substantial in size. We are constantly seeking investment opportunities that complement our telecommunications strategy. We may identify and evaluate opportunities for strategic acquisitions of complementary businesses, technologies or companies. We may also consider joint ventures, minority investments and other collaborative projects and investments, which can be substantial in size.

Expanding Our Business in the Mexican Telecommunications Markets by Taking Advantage of the Telecom Reform and Implementing Legislation

Pursuant to the Telecom Reform (see Regulation Telecom Reform), a preponderant economic agent (*agente economico preponderante*) in the telecommunications market means an economic agent that has, directly or indirectly, more than 50% of the national market share in telecommunications services, calculated based on the number of users, subscribers, network traffic or used capacity according to the data available to IFT. We are aware from the public records that, IFT on March 7, 2014 notified América Móvil, S.A.B. de C.V., or América Móvil, of a resolution which determined that América Móvil and its operating subsidiaries Radiomóvil Dipsa, S.A de C.V., or Telcel, and Teléfonos de México, S.A.B. de C.V., or Telmex, as well as Grupo Carso, S.A.B. de C.V. and Grupo Financiero Inbursa, S.A.B. de C.V., are a preponderant economic agent in the telecommunications market, and imposed on them certain specific asymmetrical regulations, among which, América Móvil reported publicly the following:

Interconnection: Regulation on interconnection, including the imposition of (a) asymmetric rates to be determined by the IFT and (b) the implementation of an interconnection framework agreement (*convenio marco de interconexión*);

Sharing of Infrastructure: Regulation on the access and use of passive infrastructure, including towers, sites, ducts and rights of way, at rates to be negotiated amongst the operators and, where agreement cannot be reached, to be determined by the IFT using a methodology of long term average incremental costs;

Local Loop Unbundling: Regulation on local loop unbundling, including the imposition of rates to be determined by the IFT using a methodology of long term average incremental costs;

Wholesale of Leased Lines: Regulation on wholesale of leased lines for interconnection, local and domestic and international long distance, at rates to be negotiated among the operators and, where agreement cannot be reached, to be determined by the IFT using a methodology of retail minus, except for leased lines for interconnection services where the methodology to be used for determining the applicable rates will be of long term average incremental costs;

Roaming: Regulation on the provision of wholesale roaming services, at rates to be negotiated amongst the operators and, where agreement cannot be reached, to be determined by the IFT using a methodology of long term average incremental costs;

Elimination of National Roaming Charges: IFT has imposed the elimination of national roaming charges to the preponderant economic agent s subscribers;

Mobile Virtual Operators: Regulation on wholesale access to mobile virtual operators to services provided by the preponderant economic agent to its subscribers, at rates to be negotiated among the operators and, where agreement cannot be reached, to be determined by the IFT using a methodology of retail minus;

Certain Obligations on the Provision of Services: Certain rates for the provision of telecommunications services to the subscribers of the preponderant economic agent shall be subject to rate control and/or authorization by IFT, by using a series of methodologies related to maximum prices and replicability tests that are currently under analysis. Also, a series of obligations relating to the sale of services and products, including the obligation to offer individually all services that are offered under a bundle scheme; limited exclusivity on handsets and tablets; and the obligation of eliminating the sim-lock on handsets;

Content: Regulation on content, including the prohibition to acquire transmission rights for any territory within Mexico on an exclusive basis, relating to relevant content (*contenidos audiovisuales relevantes*), as determined from time to time by the IFT, including without limitation national soccer play-offs (*liguilla*), FIFA world cup soccer finals and, any other event where high-audiences are expected at a national or regional level; and

Information and Quality of Service Obligations: Several obligations related to information and quality of service, including the publication of a series of reference terms (*ofertas públicas de referencia*) of the wholesale and interconnection services subject of the asymmetric regulation imposed by IFT and accounting separation.

According to public records, América Móvil and its subsidiaries filed on April 1, 2014 an injunction (*amparo*) proceeding against IFT s resolution.

The measures imposed on the preponderant economic agent, if properly implemented, will represent an opportunity for us to increase our coverage and product diversity, while reducing our costs and capital expenditures requirements as a result of the access to the network of the preponderant economic agent and the regulation of the terms and conditions, on competitive terms, of such access. Moreover, asymmetric regulations may create a beneficial economic and regulatory environment in the telephony and broadband markets and may further enhance our ability to compete in the telecommunications industry.

All of these measures, if properly implemented, could create a beneficial economic and regulatory environment, level the playing field for all participants in the telecommunications market and foster competition, representing an opportunity for the growth of our telecommunications business.

Additionally, the Telecom Reform (i) permits 100% foreign ownership in satellite and telecommunications services, eliminating the current restrictions, and (ii) provides that the Mexican government will build a national network to facilitate effective access for the Mexican population to broadband and other telecommunications services. These amendments may provide opportunities for us to enter into joint ventures with foreign investors with proven international experience in these markets and also to work with the Mexican government in the development of this new network.

The Telecom Reform also calls for the *Plan Nacional de Desarrollo*, or National Development Plan, to include a program for installing broadband connections in public facilities, which would identify the number of sites to be connected per year to promote access to broadband. We believe our potential participation in this program could result in business opportunities while improving the quality of the telecommunications services to be provided by the Mexican government.

Commitment to Sustainability

We have made sustainable development part of our offerings and commercial strategy, in order to continue meeting the expectations of, and creating added value for, our stockholders. As part of our commitment to sustainability, we have established a committee comprising some of our high-level executive officers as well as independent consultants, which will reinforce our efforts related to sustainability. As a result of our commitment, as of February 1, 2013, we were named one of the six members of the *IPC Sustentable*, or Sustainability Index, of the *Bolsa Mexicana de Valores*, or Mexican Stock Exchange; and on February 1, 2014 we were confirmed as a sustainable issuer for the period effective as of February 1, 2014 through January 31, 2015. The Sustainability Index currently includes 28 issuers, which have been selected based on their commitment to corporate governance, social responsibility and environmental management.

Television

Television Industry in Mexico

General. There are twelve television stations operating in Mexico City and approximately 474 other television stations elsewhere in Mexico. Most of the stations outside of Mexico City retransmit programming originating from the Mexico City stations. We own and operate four of the 12 television stations in Mexico City, Channels 2, 4, 5 and 9. Some of these stations are affiliated with 221 repeater stations and 33 local stations outside of Mexico City. See Content . We also own a station that has a digital subchannel that transmits in the English language on the California border. Our major competitor, TV Azteca, owns and operates Channels 7 and 13 in Mexico City, which we believe are affiliated with 82 and 95 stations, respectively, outside of Mexico City. Televisora del Valle de Mexico, S.A. de C.V., or Televisora del Valle de Mexico, owns the concession for CNI Channel 40, a UHF channel that broadcasts throughout the Mexico City metropolitan area. The Mexican government currently operates four stations in Mexico City, Channel 11, which has 12 repeater stations, Channel 21 in Mexico City (transmitting only DTV), Channel 22, and Channel 30, an anchor station of *Organismo Promotor de Medios Audiovisuales*, or OPMA, which, we believe, has 13 repeater stations outside Mexico City. There are three local television stations affiliated with Channel 28, outside of Mexico City. There are also 15 independent stations outside of Mexico City which are unaffiliated with any other stations. See Content .

We estimate that approximately 29.9 million Mexican households have television sets, representing approximately 95% of all households in Mexico as of December 31, 2013. We believe that approximately 95.4% of all households in Mexico City and the surrounding area have television sets.

Ratings and Audience Share. We previously included television ratings and audience share information in our annual reports based on data supplied by IBOPE. Due to a June 2012 leak of confidential data related to the location of IBOPE s people meters, we no longer use IBOPE s measurements. No IBOPE statistical data in respect of periods after June 12, 2012 has been included in our public reports and we have been billing our advertising customers based on fixed pricing rather than on a cost-per-rating-point basis.

Programming

Programming We Produce. We produce a significant part of the Spanish-language television programming in the world. In 2011, 2012 and 2013, we produced approximately 79,100 hours, 90,500 hours and 93,300 hours, respectively, of programming for broadcast on our network stations and through our cable operations and DTH satellite ventures, including programming produced by our local stations.

We produce a variety of programs, including telenovelas, newscasts, situation comedies, game shows, reality shows, children s programs, comedy and variety programs, musical and cultural events, movies and educational programming. Our telenovelas are broadcast either dubbed or subtitled in a variety of languages throughout the world.

Our programming also includes broadcasts of special events and sports events in Mexico promoted by us and others. Among the sports events that we broadcast are soccer games and professional wrestling matches. See Other Businesses Sports and Show Business Promotions . In 2011, we broadcast the 2011 Guadalajara Pan American Games. In 2012, we broadcast the 2012 London Olympic Games. In 2013, we broadcast FIFA World Cup Under 20 Turkey 2013, FIFA World Cup Under 17 UAE, Copa FIFA Confederaciones Brasil 2013, and Qualification Matches for FIFA World Cup Brazil 2014. We have also acquired the rights to broadcast the 2014 FIFA World Cup Brazil for the territory of Mexico and the rights to broadcast the 2018 FIFA World Cup Russia and the 2022 FIFA World Cup Qatar for Mexico and other territories in Latin America.

Our programming is produced primarily at our 30 studios in Mexico City. We also operate 18 fully equipped remote control units. Some of our local television stations also produce their own programming. These local stations operate 43 studios and 35 fully equipped remote control units. See Content Local Affiliates .

Foreign-Produced Programming. We license and broadcast television programs produced by third parties outside Mexico. Most of this foreign programming is from the United States and includes television series, movies and sports events, including coverage of Major League Baseball games and National Football League games. Foreign-produced programming represented approximately 33%, 35% and 34% of the programming broadcast on our four television networks in 2011, 2012 and 2013, respectively. A substantial majority of the foreign-produced programming aired on our networks was dubbed into Spanish and was aired on Channel 5, with the remainder aired on Channel 9.

Talent Promotion. We operate Centro de Educación Artística, a school in Mexico City, to develop and train actors and technicians. We provide instruction free of charge, and a substantial number of the actors appearing on our programs have attended the school. We also promote writers and directors through a writers school as well as various contests and scholarships.

Content

At the beginning of 2012, we adjusted our segment reporting structure. Beginning with the first quarter of 2012, the results of our Television Broadcasting, Pay Television Networks and Programming Exports businesses, which were previously reported as separate segments, and the Internet business, which was previously reported as part of the Other Businesses segment, are reported as a single segment, Content.

We operate three television networks that can be viewed throughout parts of Mexico depending on the schedules and programming on our affiliated television stations through Channels 2, 5 and 9 in Mexico City. The following table indicates the total number of operating television stations in Mexico affiliated with each of our three networks, as well as the total number of local affiliates, as of December 31, 2013.

	Wholly Owned Mexico City Anchor Stations	Wholly Owned Affiliates	Majority Owned Affiliates	Minority Owned Affiliates	Independent Affiliates	Total Stations
Channel 2	1	123	2		1	127
Channel 5	1	63			3	67

Channel 9	1	15			14	30
Subtotal	3	201	2		18	224
Border Stations						
Local (Stations) Affiliates		18		1	14	33
Total	3	219	2	1	32	257

Channel 2 Network. Channel 2, which is known as *El Canal de las Estrellas* , or The Channel of the Stars , together with its affiliated stations, is the leading television network in Mexico and the leading Spanish-language television network in the world, as measured by the size of the audience capable of receiving its signal. Channel 2 s programming is broadcast 24 hours a day, seven days a week, on 127 television stations located throughout parts of Mexico. The affiliate stations generally retransmit the programming and advertising transmitted to them by Channel 2 without interruption. Such stations are referred to as repeater stations. We estimate that the Channel 2 Network reaches approximately 27.0 million households, representing 98.4% of the households with television sets in Mexico. The Channel 2 Network accounted for a majority of our national television advertising sales in each of 2011, 2012 and 2013.

According to the *Política Nacional para la Introducción de los Servicios de Televisión Digital Terrestre* or the National Policy for the Introduction of Terrestrial Digital Television Services in Mexico dictated by the SCT, in May 2005, Mexico City s Channel 2 obtained a license to transmit DTV services on Channel 48 as its second channel throughout the transition period from analog to digital television. Also, 24 repeaters of the Channel 2 Network located outside of Mexico City and along the border with the United States have obtained similar licenses. Since December 2005, these DTV stations have been in place and fully operational.

The Channel 2 Network targets the average Spanish-speaking family as its audience. Its programs include soap operas (telenovelas), news, entertainment, comedy and variety programs, movies, game shows, reality shows and sports. The telenovelas make up the bulk of the prime time lineup and consist of romantic dramas that unfold over the course of 100 to 140 half-hour episodes. Substantially all of Channel 2 s programming is aired on a first-run basis and virtually all of it, other than Spanish-language movies, is produced by us.

Channel 5 Network. In addition to its anchor station, Channel 5 is affiliated with 66 repeater stations located throughout parts of Mexico. We estimate that the Channel 5 Network reaches approximately 25.2 million households, representing approximately 91.5% of households with television sets in Mexico. We believe that Channel 5 offers the best option to reach the 18-34 year old demographic, and we have extended its reach into this key group by offering new content.

According to the National Policy for the Introduction of Terrestrial Digital Television Services in Mexico dictated by the SCT, in September 2005, Mexico City s Channel 5 obtained a license to transmit digital television, or DTV, services in Channel 50 as its second channel during the transition period. Also, 22 repeaters of the Channel 5 Network have obtained a similar license. Since December 2005, these DTV stations have been in place and fully operational.

We believe that Channel 5 has positioned itself as the most innovative television channel in Mexico with a combination of reality shows, sitcoms, dramas, movies, cartoons and other children s programming. The majority of Channel 5 s programs are produced outside of Mexico, primarily in the United States. Most of these programs are produced in English.

Channel 9 Network. In addition to its anchor station, Channel 9 is affiliated with 29 repeater stations, approximately 37% of which are located in central Mexico. We estimate that Channel 9 reaches approximately 20.2 million households, representing approximately 73.7% of households with television sets in Mexico.

According to the National Policy for the Introduction of Terrestrial Digital Television Services in Mexico dictated by the SCT, in October 2006, Mexico City s Channel 9 obtained a license to transmit DTV services in Channel 44 as its second channel during the transition period. In addition, 10 repeaters of the Channel 9 Network have obtained a similar license. Since January 2007, this DTV station has been operational.

The Channel 9 Network targets families as its audience. Its programs principally consist of movies, sports, sitcoms, game shows, telenovelas produced by third parties, news and re-runs of popular programs from Channel 2.

Channel 4. Channel 4 broadcasts in the Mexico City metropolitan area and, according to our estimates, reaches over 5.9 million households, representing approximately 21.5% of television households in Mexico in 2013. As described above, as part of our plan to attract medium-sized and local Mexico City advertisers, we focused the reach of this network throughout Mexico and revised the format of Channel 4 to create ForoTV in an effort to target viewers in the Mexico City metropolitan area. We currently sell local advertising time on ForoTV to medium-sized and local advertisers at rates comparable to those charged for advertising on local, non-television media, such as radio, newspapers and billboards. However, by purchasing local advertising time on ForoTV, medium-sized and local advertisers are able to reach a wider audience than they would reach through local, non-television media.

According to the National Policy for the Introduction of Terrestrial Digital Television Services in Mexico dictated by the SCT, in September 2005, Mexico City s Channel 4 obtained a license to transmit DTV services in Channel 49 as its second channel during the analog to digital transition period. Since December 2005, this DTV station has been fully operational.

ForoTV targets young adults between 30 and 40 years old, and adults more than 55 years old. Its programs consist primarily of journalist content, news, and round table programs in which the participants analyze the national and international news.

Local Affiliates. There are currently 33 local television stations affiliated with our networks, of which 18 stations are wholly owned, one station is minority owned and 14 stations are independent affiliated stations. These stations receive part of their programming from Channels 4 and 9. See Channel 4 . The remaining programs aired consist primarily of programs licensed from our program library and locally produced programs. The locally produced programs include news, game shows, musicals and other cultural programs and programs offering professional advice. In 2011, 2012 and 2013, the local television stations owned by us produced 50,400 hours, 57,200 hours and 57,100 hours, respectively, of programming. Each of the local affiliates maintains its own sales department and sells advertising time during broadcasts of programs that it produces and/or licenses. Generally, we pay the affiliate stations that we do not wholly own a fixed percentage of advertising sales for network affiliation.

According to the National Policy for the Introduction of Terrestrial Digital Television Services in Mexico dictated by the SCT, 15 of the 18 wholly owned local stations have obtained licenses to transmit DTV services in their service area during the transition period. These 15 DTV stations are in place and fully operational.

Border Stations. We currently own XETV, or the Border Station, a Tijuana based television station which operates under a concession from the SCT from Mexico on the Mexico/U.S. border and broadcasts English-language programs pursuant to a permit granted by The Ministry of the Interior, which is renewed annually. The Border Station is affiliated with the Tijuana/San Diego market, under an affiliation agreement with The CW Network LLC, or CW Network. CW Network was formed as a joint venture between Warner Bros. Entertainment and CBS Corporation. The Border Station broadcasts under renewable permits issued by the FCC to the station and to CW Network, which authorize electronic cross-border programming transmissions. The Border Station is operated through a station operating agreement with Bay City Television, a U.S. corporation indirectly owned by us. The Border Station s FCC cross-border permit was renewed on July 9, 2013 for a five-year term expiring on July 9, 2018. CW Network s cross-border FCC permit became effective on February 14, 2014 for a five-year term expiring on February 14, 2019.

Network Subscription. We produce or license a suite of Spanish and English-language television channels for pay-TV systems in Mexico, Latin America, the Caribbean, Asia, Europe, the United States, Canada and Australia. These channels include programming such as general entertainment, telenovelas, movies and music-related shows, interviews and videos. Some of the programming included in these channels is produced by us while other programming is acquired or commissioned from third parties. As of December 2013, we had over 35 million subscribers worldwide.

In 2011, 2012 and 2013, we produced approximately 15,900 hours, 20,900 hours and 23,200 hours, respectively, of programming and videos, for broadcast on our pay-TV channels. The names and brands of our standard definition channels include: *Telehit*, *Ritmoson Latino*, *Bandamax*, *De Película*, *De Película Clásico*, *Unicable*, *Golden*, *Golden Edge*, *Golden Latinoamérica*, *TLNovelas*, *Tiin*, *Canal de las Estrellas Latinoamérica*, *Canal de las Estrellas Europa*, *Canal 2 Delay-2hrs*, *Canal de las Estrellas Delay-1hr*, *Distrito Comedia* (formerly *Clásico TV*), *TDN* and *UTDN* (formerly *TDN2.0*). The brands of our high definition channels include: *Golden HD*, *Telehit HD, TDN HD, De Película HD, Unicable HD and GoldenPremier HD.*

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Licensing and Syndication. We license our programs and our rights to programs produced by other television broadcasters and pay-TV providers in the United States, Canada, Latin America, Asia, Europe and Africa. We collect licensing fees based on the size of the market for which the license is granted or on a percentage of the advertising sales generated from the programming. In addition to the programming licensed to Univision, we licensed 73,165 hours, 92,887 hours and 79,650 hours of programming in 2011, 2012 and 2013, respectively. See Univision and Operating and Financial Review and Prospects Results of Operations Total Segment Results Content . As of December 31, 2013, we had 247,961 half-hours of television programming in our library available for licensing. Beginning with the first quarter of 2012, the results of our former Programming Exports segment (currently identified as Licensing and Syndication) are included in our new Content segment, which also includes the results of our former Television Broadcasting and Pay Television Networks segments and our Internet business.

Expansion of Programming Reach. Our programs can be seen in the United States, Canada, Latin America, Asia, Europe and Africa. We intend to continue to expand our sales of Spanish-language programming internationally through pay-TV services.

SVOD Licensing. Under a license agreement with Netflix, effective as of July 12, 2011, we make available to certain video-on-demand subscribers of Netflix, on a non-exclusive basis, around 3,000 hours annually of telenovelas, series, and other general entertainment programming from our library for the territories of Mexico, Latin America and the Caribbean. As part of the agreement, current content will be made available to Netflix not earlier than one year after its broadcast through free-to-air television. This agreement increases our availability of programming in Latin America and the Caribbean, where Netflix launched subscription streaming at the end of 2011 and is an important first step of our plan to monetize our library of over 50,000 hours of content via digital distribution.

Televisa Interactive Media. TIM is the Company s online and wireless content division. This venture includes Esmas and Televisa.com, our Spanish-language horizontal internet portals; Esmas Móvil, our mobile value added service unit; and Tvolucion.com, our online video on demand streaming service. TIM leverages the Company s and third party premium and extensive Spanish-language content, including news, sports, business, music and entertainment, editorials, life and style, technology, health, kids and an opinion survey channel, and offers a variety of services, including search engines, chat forums, and news bulletins.

With a wide range of content channels, online and mobile services, and more than 344 million page views per month and more than 28 million monthly unique users in 2013, we believe that TIM has positioned itself as one of the leading digital entertainment portals in Mexico and Hispanic territories. Currently, 72% of TIM s page views come from Mexico and the rest comes from the U.S. and Latin America.

In October 2008, we entered into license agreements to distribute Telemundo s original content through digital and wireless platforms in Mexico. As part of the agreements, Telemundo provides us with original content, including its highly popular telenovelas currently broadcast on our Channel 9, on all of our digital platforms including Esmas.com. Moreover, Televisa also offers mobile wall papers, ring tones and text messaging services based on Telemundo branded content to mobile phone subscribers in Mexico through our mobile business unit Esmas Móvil, the leading mobile premium content cell phone provider in Mexico. The agreements complement and are part of the strategic alliance to distribute Telemundo s original content in Mexico across multiple platforms, including broadcast television, pay-TV and emerging digital platforms.

Since April 2004, Esmas.com has been offering premium content service to mobile phones while leveraging the cell phone networks in Mexico, the U.S. and Latin America. In 2013, Esmas Móvil sent more than 18.3 million premium messages to approximately 2.8 million mobile subscribers. Most of the content demanded by users consists of news and sports text alerts, interactive TV promotions, lotteries, wallpapers games and music. We believe that due to the Mexican public s affinity for the high quality and wide range of our programming content, TIM has become one of the leading premium content mobile service providers in Mexico and in Latin America.

Beginning with the first quarter of 2012, the results of our Internet business, which was previously reported as part of the Other Businesses segment, are included in our new Content segment, which also includes the results of our former Television Broadcasting, Pay Television Networks and Programming Exports segments.

Publishing

We believe we are the most important publisher and distributor of magazines in Mexico, and of Spanish-language magazines in the world, as measured by circulation.

With a total circulation of approximately 126 million copies in 2013, we publish 201 titles that are distributed in 21 countries, including the United States, Mexico, Colombia, Chile, Venezuela, Puerto Rico, Argentina, Ecuador, Peru and Panama, among others. See Other Businesses Publishing Distribution . Our main publications in Mexico include *TV y Novelas*, a weekly entertainment and telenovelas magazine; *Vanidades*, a popular bi-weekly magazine for women; *Caras*, a monthly leading lifestyle and socialite magazine; *Eres*, a monthly magazine for teenagers; and *Conozca Más*, a monthly science and culture magazine. Our other main publications in Latin America and the United States include *Vanidades*, *TV y Novelas U.S.A.* and *Caras*.

We publish the Spanish-language edition of several magazines, including *Cosmopolitan*, *Good Housekeeping*, *Harper s Bazaar*, *Seventeen*, and *Esquire* through a joint venture with Hearst *Communications,* Inc.; *Marie Claire*, pursuant to a license agreement with Marie Claire Album; *Men s Health, Women s Health* and *Runner s World*, pursuant to a license agreement with Rodale Press, Inc.; *Sport Life* and *Automóvil Panamericano*, as well as other special editions of popular automotive magazines, through a joint venture with Motorpress Iberica, S.A.; *Muy Interesante* and *Padres e Hijos* pursuant to a joint venture with GyJ España Ediciones, S.L.C. en C.; and *Disney Princesas*, *Disney Winnie Pooh*, *Disney Hadas*, *Disney Cars, Disney Toy Story* and *Disney Junior*, pursuant to a license agreement with Disney Consumer Products Latin America, Inc. and WDC, México, S. de R.L. de C.V. We also publish a Spanish-language edition of *National Geographic* and *National Geographic Traveler* in Latin America and in the United States through a licensing agreement with National Geographic Society. In addition, we publish several comics pursuant to license agreements with Marvel Characters, B.V. and DC Entertainment.

During 2011, we launched several Disney-Marvel comic magazines in Mexico and Argentina pursuant to a license agreement with Disney Consumer Products Latin America, Inc., and *Top Teens* in Argentina, a wholly owned teenager monthly magazine.

During 2012, we launched several DC Comics magazines in Mexico, pursuant to a license agreement with DC Entertainment s publishing branch, DC Comics.

During 2013, we stopped publishing *Furia Musical*, a wholly owned monthly musical magazine that principally promoted Mexican-regional music performers. During 2013, we also terminated our license agreement with Northern & Shell Luxembourg Branch, under which we published a Spanish-language edition of *OK! Magazine*, due to the low revenues of that publication.

In 2013, we launched *Grazia*, a women s bimonthly fashion magazine, pursuant to a license agreement with Mondadori International Business S.R.L. During 2013 we also launched *SOHO*, a men s bimonthly life and style magazine pursuant to a license agreement with Publicaciones Semana.

Telecommunications

Cablevisión

The Cable Television Industry in Mexico. Cable television offers multiple channels of entertainment, news and informational programs to subscribers who pay a monthly fee. These fees are based on the package of channels the subscribers receive. See Digital Cable Television Services . According to IFT, there were approximately 1,500 pay-TV concessions in Mexico as of December 31, 2013, serving approximately 14.7 million subscribers.

Mexico City Telecommunications System. We own a 51% interest in Cablevisión, one of the most important telecommunications operators in Mexico City, which provides telecommunications services including pay-TV to subscribers in Mexico City and surrounding areas. As of December 31, 2013, Cablevisión had 867,525 cable television, or video subscribers, all of which were digital subscribers. CPOs, each representing two series A shares and one series B share of Cablevisión, are traded on the Mexican Stock Exchange, under the ticker symbol CABLE .

Digital Cable Television Services. Cablevisión was the first multi-system operator in Mexico to offer an on-screen interactive programming guide, video on demand, high definition channels as well as Motorola and TiVo® DVR services throughout Mexico City. Along with its digital pay-TV service, Cablevisión also offers high speed internet and a competitive digital telephone service. Through its world class network, Cablevisión is able to distribute high quality video content, unique video services, last generation interactivity with Cablevisión On Demand , 1080i high definition, impulse and order pay-per-view, a-la-carte programming, among other products and services, with added value features and premium solutions for consumers and telephony and internet. Cablevisión s 100% digital video service offers six main programming packages which as of December 31, 2013, ranged in price from Ps.169.00 to Ps.699.00 (VAT included), and included up to 304 linear channels: 234 video channels (including 10 over-the-air channels, Fox, ESPN, CNN International, HBO, Disney Channel, TNT, and others), 56 audio channels and 2 pay-per-view channels.

Cablevisión Revenues. Cablevisión s revenues are generated from subscriptions for its pay-TV, broadband and telephony services and from sales of advertising to local and national advertisers. Subscriber revenues come from monthly service and rental fees and, to a lesser extent, one-time installation fees. As of December 31, 2013, its current monthly pay-TV service fees range in price from Ps.169.00 to Ps.699.00. See Digital Cable Television Services . The Mexican government does not currently regulate the pay-TV rates Cablevisión charges for its basic and digital premium service packages, but there can be no assurance that the Mexican government will not regulate Cablevisión s rates in the future.

Telecommunications Initiatives. Cablevisión plans to continue offering the following multimedia communications services to its subscribers:

- enhanced programming services, including video on demand, subscription video on demand, high definition;
- Broadband internet services; and
- IP telephony services.

In May 2007, Cablevisión received a concession to offer fixed telephony services through its network. By the end of 2013, Cablevisión started offering fixed telephony services in every area in which its network is bidirectional, which represents 99.97% of its total network.

In order to provide these multimedia communications services, Cablevisión requires a network with bi-directional capability operating at a speed of at least 750 MHz and a digital set-top box. Cablevisión s cable network currently consists of more than 20,476 kilometers with 2.6 million homes passed in Mexico City and surrounding areas in the State of Mexico. As of December 31, 2013, 0.63% of Cablevisión s network runs at 450 MHz, approximately 0.33% of its network runs at 550 MHz, approximately 0.68% of its network runs at 750 MHz, approximately 4.82% runs at 870 MHz, approximately 93.54% of its network runs at 1 GHz, and approximately 99.97% of its network has bidirectional capability.

Cablemás

Cablemás Telecommunications System. Cablemás operates in 59 cities. As of December 31, 2013, Cablemás telecommunications network served 1,185,090 cable television, or video subscribers, 705,202 high-speed internet, or broadband subscribers and 347,609 IP-telephony lines, or voice subscribers, with 3.5 million homes passed.

As of December 31, 2013, Cablemás telecommunications network consisted of 20,703 kilometers of cable. Cablemás is in the final stage of converting its existing network into a broadband bidirectional network, operating from 550MHz to 860MHz with the ability to provide video, broadband and telephony services. As of December 31, 2013, 97.5% of Cablemás cable network had bidirectional capability, of which 99.8% was operating at or greater than 550 MHz and 96.1% was operating at or greater than 750 MHz.

Cablemás Revenues. Cablemás has experienced strong organic growth due to successful implementation of its business strategy, introduction of new products and services and wide acceptance of its offerings.

Cablemás overall strategy is to increase its penetration levels in each of its markets, through greater value-added services in pay TV, in its active participation in the consolidation of the telecommunications industry, and through the continued and successful roll-out of Triple-Play services. Cablemás considers itself one of the fastest growing telecommunications companies in Mexico. Its installed network and its access to subscribers homes provide opportunities to achieve sales of inter-related services, including video, data (internet) and telephony, as demand for value-added packages develops.

Cablemás investments to increase its networks bandwidth and make them bidirectional have allowed it to provide additional products which have enhanced its product offerings. These include:

Digital signal, Video-on-Demand, and high-definition programming among others;

Broadband internet services; and

IP telephony services.

These additional products have allowed Cablemás to increase the average revenue generated per subscriber at no substantial incremental cost and at an economic advantage to consumers.

Cablemás Services. Since its beginning Cablemás has grown to offer cable television services, high-speed internet access and telephony services. As of December 31, 2013, Cablemás offers four types of video packages to its customers, which include: Minibasic (Ps.179), Modular (Ps.269), Basic (Ps.369) and Total (basic rate plus up to Ps.499). Cablemás packages include up to 226 video channels of which up to 39 are high definition. In addition, Cablemás offers high speed internet services ranging from 3 Mbps (Ps.188) to 100 Mbps (Ps.1,999) and telephony services, including up to 1,000 long distance minutes, unlimited local calls and 30 cell phone minute packages (Ps.239).

TVI. In March 2006, our subsidiary CVQ acquired a 50% interest in TVI, a telecommunications company offering pay-TV, data and voice services in the metropolitan area of Monterrey and other areas in northern Mexico.

As of December 31, 2013, TVI had approximately 1.9 million homes passed, served 442,697 cable television, or video subscribers, 295,122 high-speed internet, or broadband subscribers and 153,295 telephone lines, or voice subscribers.

Bestel. Currently, Cablevisión and the Company hold 69.2% and 30.8% of the equity of Bestel, which provides voice, data, and managed services to domestic and international carriers and to the enterprise, corporate, and government segments in Mexico. Through Bestel (USA), Inc., Bestel provides cross-border services to U.S. carriers including internet protocol, or IP, transit, collocation, international private lines, virtual private networks, or VPNs, and voice services, as well as access to the Internet backbone via companies or carriers classified as TIER 1 which are networks that can reach every other network on the internet without purchasing internet protocol address transit or paying settlements and TIER 2 which are networks that peer with some networks, but purchase internet protocol address transit or pay settlements to reach at least some portion of the internet. Bestel operates 27,000 kilometers of a fiber-optic network of which it owns approximately 10,000 kilometers. This fiber-optic network covers several important cities and economic regions in Mexico and has direct crossing of its network into Dallas, Texas, Nogales, Arizona, and San Diego, California in the United States. This enables the company to provide high capacity connectivity between the United States and Mexico.

Other Businesses

Publishing Distribution. We estimate that we distribute approximately 50%, in terms of volume, of the magazines circulated in Mexico through our subsidiary, Distribuidora Intermex, S.A. de C.V., or Intermex. We believe that our distribution network reaches over 300 million Spanish-speaking people in approximately 20 countries, including Mexico, Colombia, Argentina, Ecuador, Peru and Panama. We also estimate that our distribution network reaches over 25,000 points of sale in Mexico and over 75,000 points of sale outside of Mexico. We also own publishing distribution operations in five countries. Our publications are also sold in the United States, the Caribbean and elsewhere through independent distributors. In 2011, 2012 and 2013, 62.6%, 63.6% and 62.5%, respectively, of the publications distributed by our company were published by our Publishing division. In addition, our distribution network sells a number of publications published by joint ventures and independent publishers, as well as DVD s, calling cards, sticker albums, novelties and other consumer products.

Sports and Show Business Promotions. We actively promote a wide variety of sports events and cultural, musical and other entertainment productions in Mexico. Most of these events and productions are broadcast on our television stations, cable television system, radio stations and DTH satellite services. See Television Programming , Telecommunications Digital Cable Television Services , Telecommunications Video-on-Demand and Pay-Per-View Channels , Radio Stations and DTH Ventures .

Soccer. We own America, which currently plays in the Mexican First Division and is one of the most popular and successful soccer teams in Mexico. We recently sold Necaxa, which currently plays in the Liga de Ascenso. In the Mexican First Division, each team plays two tournaments of 17 games per regular annual season. The best teams of each regular season engage in post-season championship play.

We own the Azteca Stadium which has a seating capacity of approximately 100,000 people. Azteca Stadium has hosted two World Cup Soccer Championships. In addition, América and the Mexican National Soccer team generally play their home games at this stadium.

Promotions. We promote a wide variety of concerts and other shows, including beauty pageants, song festivals and shows of popular Mexican and international artists.

Feature Film Production and Distribution. We produce and co-produce first-run Spanish- and English-language feature films, some of which are among Mexico s top films based on box office receipts. We co-produced one feature film in 2011, we produced four feature films in 2012, three of which were co-produced with third parties, and we produced one feature film in 2013. We have previously established co-production arrangements with Mexican film production companies, as well as with major international companies such as Miravista, Warner Bros., Plural Entertainment and Lions Gate Films. We will continue to consider entering into co-production arrangements with third parties in the future, although no assurance can be given in this regard.

We distribute our films to Mexican movie theaters and later release them on video for broadcast on cable and network television. In 2011 we released our co-produced feature film *Así es la Suerte* and in 2012 we released three of our co-produced feature films: *Viaje de Generación*, *Casa de mi Padre* and *Girl in Progress* and in 2013 we released our co-produced feature film *Cinco de Mayo, La Batalla*. We also distribute our feature films outside of Mexico.

We distribute feature films produced by non-Mexican producers in Mexico. In 2011, 2012, 2013 and up to February 2014, we distributed 17, 23, 27 and three feature films, respectively, including several U.S. box office hits. We also distribute independently produced non-Mexican and Mexican films in Mexico, the United States and Latin America.

In 2013, we partially financed and distributed the feature film entitled *Instructions Not Included* featuring Eugenio Derbez (a Mexican actor known for his work in our programs), which became the highest grossing Spanish language film in the United States. In Mexico, the film also broke audience and box office records becoming the second highest film in Mexico in terms of number of viewers.

At December 31, 2013, we owned or had rights to 284 Spanish-language theatrical films, 144 theatrical films in other languages, 25 Spanish-language video titles and 27 video titles in other languages. Many of these films and titles have been shown on our television networks, cable system and DTH services.

Gaming Business. In 2006, we launched our gaming business which consists of casinos and a national lottery. As of December 31, 2013, we had 18 casinos in operation, under the brand name Play City . In accordance with our Gaming Permit, we plan to continue opening casinos. In addition, during 2007 we launched Multijuegos, an online lottery with access to a nationwide network of approximately 9,000 points of sale through electronic terminals, including point-of-sale terminals at OXXO stores. The casinos and Multijuegos are operated under the Gaming Permit obtained from the Mexican Ministry of the Interior, to establish, among other things, up to 55 casinos and number draws throughout Mexico.

Radio Stations. Our radio business, Sistema Radiópolis, S.A. de C.V., or Radiópolis, is operated under a joint venture with Grupo Prisa, S.A., a leading Spanish communications group. Under this joint venture, we hold a controlling 50% full voting stake in this subsidiary and we have the right to appoint the majority of the members of the joint venture s board of directors. Except in the case of matters that require unanimous board and/or stockholder approval, such as extraordinary corporate transactions, the removal of directors and the amendment of the joint venture s organizational documents, among others, we control the outcome of most matters that require board of directors and/or stockholder approval. We also have the right to appoint Radiópolis Chief Financial Officer. The election of Radiópolis Chief Executive Officer requires a unanimous vote from the joint venture s board of directors.

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Radiópolis owns and operates 17 radio stations in Mexico, including three AM and three FM radio stations in Mexico City, five AM and two FM radio stations in Guadalajara, one AM station in Monterrey, one FM radio station in Mexicali, one AM/FM combination station in San Luis Potosí and one AM/FM combination station in Veracruz. Some Radiópolis stations transmit powerful signals which reach beyond the market areas they serve. For example, XEW-AM and XEWA-AM transmit signals that under certain conditions may reach the southern part of the United States. XEW-AM may also reach most of southern Mexico. In June 2004, Radiópolis entered into an agreement with Radiorama, S.A. de C.V., or Radiorama, one of Mexico s leading radio networks, which has added as of December 31, 2013, 30 affiliate stations (1 AM, 9 FM and 20 combination stations) to Radiópolis existing network, expanding its total network, including owned and operated and affiliate stations, to 89 stations (including 49 combination stations). After giving effect to the transaction with Radiorama, we estimate that Radiópolis radio stations reach 28 states in Mexico. Our programs aired through our radio stations network reach approximately 73 percent of Mexico s population. We plan to continue to explore ways to expand the reach of our radio programming and advertising through affiliations with third parties and through acquisitions. Radiorama is currently restructuring the operation of its radio stations, which might impact the number of stations that will remain affiliated with Radiorama in the future.

According to Investigadores Internacionales Asociados, S.C., or INRA, in 2011, 2012 and 2013, XEW-AM ranked, on average, eleventh, eighteenth and fourteenth, respectively, among the 33 stations in the Mexico City metropolitan area AM market, XEQ-FM, ranked, on average, second, third and third, respectively, among the 30 stations in the Mexico City metropolitan area FM market, and XEBA ranked, on average, third, fifth and eighth, respectively, among the 25 stations in the Guadalajara City metropolitan FM market. INRA conducts daily door-to-door and automobiles interviews in the Mexico City metropolitan area to determine radio listeners preferences. Outside Mexico City, INRA conducts periodic surveys. We believe that no other independent surveys of this nature are routinely conducted in Mexico.

Our radio stations use various program formats, which target specific audiences and advertisers, and cross-promote the talent, content and programming of many of our other businesses, including television, sports and news. We produce some of Mexico s top-rated radio formats, including W Radio (News-talk), TD W (Sports), Ke Buena (Mexican music), 40 Principales (Pop music) and XEQ Radio (Spanish ballads). W Radio, Ke Buena and 40 Principales formats are also broadcast through the internet.

The successful exclusive radio broadcasting of the 2013 Concacaf Soccer Games and Copa Libertadores placed Radiópolis among the highest rating sports-broadcasting radio stations in Mexico. Radiópolis acquired the right to radio-broadcast, on an exclusive basis, the 64 soccer games of the FIFA World Cup Brazil 2014.

During the last five years, Radiópolis has organized 20 massive live musical events with leading artists in both musical formats, gathering an attendance of approximately 160,000 people in aggregate for the last two events, which were performed at the Estadio Azteca in Mexico City. The events organized by Radiópolis have become among the most popular music-related events among the musical radio stations in Mexico.

We sell both national and local advertising on our radio stations. Our radio advertising sales force sells advertising time primarily on a scatter basis. See Business Strategy Maintaining our Leading Position in the Mexican Television Market Advertising Sales Plan . In addition, we use some of our available radio advertising time to satisfy our legal obligation to the Mexican government to provide up to 35 minutes per day of our broadcast time, between 6:00 a.m. and midnight for public service announcements, and 30 minutes per day for official programming (referred to in this annual report as Official Radio Broadcast Time).

Investments

OCEN. We own a 40% stake in OCEN, a subsidiary of CIE, which owns all of the assets related to CIE s live entertainment business unit in Mexico. OCEN s business includes the production and promotion of a wide variety of live entertainment events such as concerts, theatrical, family and cultural events, as well as the operation of entertainment venues, the sale of entrance tickets (under an agreement with Ticketmaster Corporation), food, beverages and merchandising, and the booking and management of Latin artists. OCEN also promotes the largest racing series in the country (NASCAR Mexico) and special events related to athletic and sporting competitions (in 2011 OCEN organized and operated the 2011 Pan-American Games in Guadalajara).

During 2011, 2012 and 2013, OCEN promoted 4,334, 4,541 and 5,380 events, respectively, and managed 16 entertainment venues in Mexico City, Guadalajara and Monterrey, providing an entertainment platform that established OCEN as one of the principal live entertainment companies in Mexico.

During 2013, 21.9 million entrance tickets were sold by OCEN s subsidiary Ticketmaster, compared to 21.5 million in 2012.

La Sexta and Imagina. On December 14, 2011, we agreed to exchange our 40.7680% equity interest in La Sexta, a free-to-air analog television channel, for equity participations equivalent to 14.5% of the capital stock of Imagina, which at the time was the indirect owner of the majority equity interest in La Sexta. La Sexta has subsequently merged with A3TV, as discussed below. The transaction consisted in a swap of La Sexta stock for equity participations of Imagina and involved no cash payments. As a result of the transaction, we became a shareholder of Imagina, one of the main providers of content and audiovisual services for the media and entertainment industry in Spain. Imagina was created in 2006 with the merger of Mediapro and Grupo Arbol. Imagina is a leading distributor of sports rights and is the current owner of the Spanish Soccer League distribution rights worldwide. Through Globomedia, part of the Grupo Arbol Companies, it is also a leading producer of series, dramas and comedies in Spain. Imagina is also a provider of satellite transmission services as well as on location production and post-production services for third parties.

The terms of the agreement improve the potential for synergies between us and Imagina and opportunities to create value. The transaction also includes commercial agreements between the parties to explore collaboration in content production projects. Additionally, the transaction grants us certain rights of first refusal to acquire formats and audiovisual content, as well as transmission rights for sport events in certain territories. As part of the transaction, we named two directors of Imagina s board, which is now composed of 12 members.

Also on December 14, 2011, in a separate transaction, La Sexta agreed to merge with A3TV, a publicly traded company on the Madrid Stock Exchange. A3TV is the second largest private television national network in Spain. Under the terms of the agreement, Imagina and other shareholders of La Sexta received a 7% equity stake in A3TV and on February 19, 2014, Atresmedia Corporación de Medios de Comunicación, S.A. (Atresmedia) signed a partial renewal of the merger agreement with Gestora de Inversiones Audiovisuales La Sexta S.A. and its shareholders. The agreement was renewed in respect to earn-out clauses giving the shareholders of La Sexta rights over a further 7% of the share capital of Atresmedia subject to the financial performance of the Atresmedia group in the years 2012 to 2016. Under the renewed agreement, the Company has brought forward and adjusted the final amount of the additional contribution payable to Gamp Audiovisual S.A. and Imagina Media Audiovisual, S.L, in the form of shares in Atresmedia, transferring to said companies shares equivalent to 2.079% and 1.631%, respectively, of its share capital, charged to treasury shares.

Cablemás. On April 29, 2011, our stockholders approved the merger of Cablemás into the Company, as surviving company. As a result of this merger, a capital increase was approved by our stockholders, and consequently 24.8 million CPOs were issued in favor of Cablemás non-controlling stockholders. Regulatory approvals for the transaction were obtained on February 24, 2011 and June 17, 2011. Cablemás operates in 59 cities.

Grupo de Telecomunicaciones de Alta Capacidad, S.A.P.I. de C.V. In March 2010, Telefónica, Editora Factum, S.A. de C.V., a wholly-owned subsidiary of the Company, and Megacable agreed to jointly participate, through a consortium, in the public bid for a pair of dark fiber wires held by the CFE (Comisión Federal de Electricidad). In June 2010, the SCT granted the consortium a favorable award in the bidding process for a 20 year contract for the lease of up to 19,457 kilometers of dark fiber-optic capacity, along with a corresponding concession, granted in July 2010, to operate a public telecommunications network using DWDM technology. The consortium, through GTAC, in which each of Telefónica, Editora Factum and Megacable has an equal equity participation, paid Ps.883.8 million as consideration for the concession plus additional payments in an aggregate amount of Ps.79.4 million for nine additional network segments, in accordance with the terms of the public bid. In June 2010, one of our subsidiaries entered into a long-term credit facility agreement to provide financing to GTAC in an amount up to Ps.688.2 million. Under the terms of this agreement, principal and interest are payable at dates agreed by the parties, between 2013 and 2021. In 2013, one of our subsidiaries entered into a long-term credit facility agreement to provide additional financing to GTAC in an amount up to Ps.80.0 million. GTAC established the first link for operations in June 2011, in accordance with the terms and conditions of its concession. By April 2012, GTAC brought to full operation 128 links and 141 nodes nationwide. The overall capacity per link is approximately 3.2 Tbps (80 optical channels x 40 Gbps each). By the end of 2012, 475 long distance high capacity services were active and two GTAC routes were concluded (500 kilometers). By the end of 2013, GTAC had in operation 152 links and 148 nationwide nodes, and 615 services for customers were activated. In addition, four GTAC routes were completed (1,003 kilometers) and three third-party dark fiber IRU agreements were signed (692 kilometers). In order to achieve this, GTAC executed with its technological partner, Huawei Technologies Mexico, S.A. de C.V., a supply agreement for U.S.$15.6 million. This new fiber optic network will represent for us a new alternative to access data transportation services, increasing competition in the Mexican telecommunications market and therefore improving the quality of the services offered. The fiber optic network will aim to increase broadband internet access for businesses as well as households in Mexico.

Cablecom. In August 2013, we invested Ps.7,000 million in convertible debt instruments which, subject to regulatory approvals, will allow us to acquire 95% of the equity interest in Ares, the owner of 51% of the equity interest in Cablecom. Additionally, Ares has the possibility to acquire, subject to regulatory approvals, the remaining 49% of the equity of Cablecom in the future. As part of the transaction, we also invested U.S.$195 million in a debt instrument issued by Ares. Cablecom is a telecommunications company that offers video, telephony and data services in Mexico. In addition, through a separate subsidiary, Cablecom provides data, telephony, value added services and virtual networks to corporate customers. Cablecom has close to 1.2 million revenue generating units, of which 70% are video services, with the balance being data and telephony services.

We have investments in several other businesses. See Notes 3 and 10 to our consolidated year-end financial statements.

DTH Ventures

Background. We own a 58.7% interest in Innova, a DTH company with services in Mexico, Central America, and the Dominican Republic. The remaining 41.3% of Innova is owned by DIRECTV.

For a description of capital contributions and loans we have made to Innova, see Operating and Financial Review and Prospects Results of Operations Liquidity, Foreign Exchange and Capital Resources Capital Expenditures, Acquisitions and Investments, Distributions and Other Sources of Liquidity .

We have also been developing channels exclusively for pay-TV broadcast. Through our relationship with DIRECTV, we expect that our DTH satellite service will continue to negotiate favorable terms for programming rights with both third parties in Mexico and with international suppliers from the United States, Europe and Latin America and elsewhere.

Innova s Social Part Holders Agreement provides that neither we nor News Corp. nor DIRECTV may directly or indirectly operate or acquire an interest in any business that operates a DTH satellite system in Mexico, Central America and the Dominican Republic (subject to limited exceptions).

Sky. We operate Sky , our DTH satellite venture in Mexico, Central America and the Dominican Republic, through Innova. We indirectly own 58.7% of this venture. As of December 31, 2011, 2012 and 2013, Innova s DTH satellite pay-TV service had approximately 4,008,400, 5,153,445 and 6,015,475 gross active subscribers, respectively. Innova primarily attributes its successful growth to its superior programming content, its exclusive transmission of the largest coverage sporting events such as soccer tournaments and special events, its high quality customer service and its nationwide distribution network with approximately 1,850 points of sale. In addition to the above, Innova also experienced growth during 2011, 2012 and 2013 due to the success of VeTV, our low-end package in Mexico. Sky continues to offer the highest quality and exclusive content in the Mexican pay-TV industry. Its programming packages combine our over-the-air channels with other exclusive content.

During 2013, Sky offered exclusive content, which included the Mexican Soccer League and the Spanish Soccer League, including La Liga and La Copa de Rey, the FA Cup, the NFL Sunday Tickets, NBA Pass, MLB Extra Innings, the NHL, WTA, World Equestrian Games, marathons, Diamond league, Capital One Cup, Rolex World Cup Jumping and the largest coverage of the Mexican Baseball League (LMB), ATP & TT tournaments, soccer tournaments and Basketball Euroleague. In addition to new programming contracts, Sky continues to operate under arrangements with a number of third party programming providers to provide additional channels to its subscribers. Sky also has arrangements with the major programming studios and sports federations.

In 2013, the Sky HD Package comprised 40 channels, as well as nine additional channels for pay-per-view. We expect to continue broadening our HD offering in the coming years for which we may need additional transponder capacity.

In 2012, Sky also broadened its product offering by launching Access, a new lower-priced package that is highly attractive to customers with lower budgets,

As of December 31, 2013, programming package monthly fees for residential subscribers, net of a prompt payment discount if the subscriber pays within 12 days of the billing date, are the following: Basic Ps.159, Fun Ps.279, Movie City Ps.394, HBO/Max Ps.444 and Universe Ps.584. Monthly fees for each programming package do not reflect a monthly rental fee in the amount of Ps.164 for the decoder necessary to receive the service (or Ps.150 if the subscriber pays within 12 days of the billing date) and a one-time activation fee which depends on the number of decoders and payment method.

Sky devotes 19 pay-per-view channels to family entertainment and movies and eight channels are devoted to adult entertainment. In addition, Sky assigns seven extra channels exclusively for special events, known as Sky Events, which include concerts and sports. Sky provides some Sky Events at no additional cost while it sells others on a pay-per-view basis.

In order to more effectively compete against cable operators in the Mexican pay-TV market, in 2010, SKY launched two new set-top boxes for HD programming: SKY+ HD, a personal video recorder, or PVR, set-top box that allows up to 400 hours of standard definition, or SD, programming or 100 hours of HD programming recorded on its 500 GB drive, and SKY HD, a set-top box designed to view both HD and SD programming. Both set-top boxes come with our new and enhanced programming guide and new functionalities.

The installation fee is based on the number of set up boxes and the method of payment chosen by the subscriber. The monthly cost consists of a programming fee plus a rental fee for each additional box.

In June 2012, Sky launched Blue to Go, an internet service for customers in the Mexico City area.

Programming. We are a major source of programming content for our DTH venture and have granted our DTH venture DTH satellite service broadcast rights to most of our existing and future program services (including pay-per-view services on DTH), subject to some pre-existing third party agreements and other exceptions and conditions. Through its relationships with us and DIRECTV, we expect that the DTH satellite service in Mexico will be able to continue to negotiate favorable terms for programming both with third parties in Mexico and with international suppliers from the United States, Europe and Latin America. At the end of 2008, Dish Mexico, a new competitor in the DTH market, launched its services in Mexico. Since 2010, there is a fiber to the home, or FTTH, pay-TV service called Total Play, which offers more than 260 channels, Video on Demand, HD and other applications. This service also includes bundle discounts for their interactive TV, internet and voice services. At the end of 2012, Axtel launched a new product called Axtel TV, which offers up to 77 standard definition channels, 8 HD channels, 50 audio channels, and 50 hours of virtual recording, in addition to internet and voice services.

Univision

We have a number of arrangements with Univision, the leading Spanish-language media company in the United States, which owns and operates the Univision Network, the most-watched Spanish-language television network in the United States, UniMás Network, and Galavision satellite/cable television networks, and the Univision.com website and other Univision-branded online experiences. UniMás Network was the result of the transformation of Univision s former Telefutura network, which is part of Univision s expansion and investment efforts that in 2012 included the launch of three new networks Univision Deportes, Univision tlnovelas and FORO TV as well as a digital videonetwork called UVideos.

On December 20, 2010, Univision, we, Univision s parent company, and other parties affiliated with the investor groups that own Univision s parent company entered into various agreements and completed certain transactions previously announced in October 2010. As a result, in December 2010, we (1) made a cash investment of U.S.$1,255 million in BMP, the parent company of Univision, in exchange for an initial 5% equity stake in BMP, and U.S.$1,125 million aggregate principal amount of 1.5% Convertible Debentures of BMP due 2025 which are convertible at our option into additional shares currently equivalent to approximately 30% equity stake of BMP, subject to existing laws and regulations in the United States and other conditions, (2) acquired an option to purchase at fair value an additional 5% equity stake in BMP, subject to existing laws and regulations in the United States, and other terms and conditions, and (3) sold to Univision our 50% equity interest in TuTv, previously our joint venture with Univision engaged in satellite and cable pay-TV programming distribution in the United States, for an aggregate cash amount of U.S.$55 million. In connection with this investment, (1) we entered into an amended program license agreement, or PLA, with Univision, pursuant to which Univision has the exclusive right to broadcast certain Televisa content in the United States for a term that commenced on January 1, 2011 and ends on the later of 2025 or seven and one-half years after we have sold two-thirds of our initial investment in BMP, (2) we entered into a new program license agreement with Univision, the Mexico License Agreement, or MLA, under which we have received the exclusive Spanish-language broadcast and digital rights to Univision s audiovisual programming (subject to certain exceptions) in Mexico during the term of the new PLA and (3) four representatives of the Company joined Univision s Board of Directors, which was increased to 22 members.

In connection with this transaction, we and Univision terminated the prior program license agreement as of December 31, 2010.

Under the new PLA, we have granted Univision exclusive Spanish-language broadcast and digital rights to our audiovisual programming (subject to certain exceptions) in the United States and all territories and possessions of the United States, including Puerto Rico, which includes the right to use our online, network and pay-television programming in all Spanish-language media (with certain exceptions), including Univision s three current Spanish television networks (the Univision, UniMás and Galavision television networks), future Spanish-language networks owned or controlled by Univision and current and future Univision Spanish-language online and interactive platforms (such as Univision.com). Univision also has rights under the new PLA to broadcast in the United States Mexican soccer games for which we own or control the United States rights, beginning with select teams in 2011 and expanding in 2012 to all teams to which we own or control United States rights.

Under the terms of the new PLA, Univision s royalty payments to us increased, effective as of January 1, 2011, from 9.36% of television revenue, excluding certain major soccer events, to 11.91% of substantially all of Univision s audiovisual and online revenues through December 2017, at which time royalty payments to us will increase to 16.22%. Additionally, we will receive an incremental 2% in royalty payments on any Univision audiovisual revenues above U.S.$1.65 billion. The royalty base generally includes all Univision revenues from the exploitation or operation of its Spanish-language audiovisual platforms, sublicensing arrangements, licenses of content to network affiliates or multichannel video programming distributors, and Univision-branded online platforms, whether those revenues are derived on an advertising, subscription, distribution, interactive media, or transactional basis. We have agreed to provide Univision with at least 8,531 hours of programming per year for the term of the PLA.

In connection with the December 20, 2010 transactions with Univision, we and Univision entered into the MLA, under which we have received the exclusive Spanish-language broadcast and digital rights to Univision s audiovisual programming (subject to certain exceptions) in Mexico during the term of the new PLA.

We have an international program right agreement, or IPRA, with Univision that previously required Univision to grant us and Venevision International Corporation, or Venevision, the right to broadcast outside the United States programs produced by Univision for broadcast on the Univision Network or the Galavision Network under this agreement. On December 20, 2010, we and Univision entered into an amendment to the IPRA pursuant to which, subject to the MLA, our broadcast rights over Univision programs reverted back to Univision without affecting Venevision s rights under the IPRA. We also entered into an international sales agency agreement with Univision, pursuant to which Univision grants us the right to act as Univision s sales agent during the term of the MLA to sell or license worldwide outside the United States and Mexico (and with respect to certain programming, outside of Venezuela and certain other territories) Univision s Spanish-language programming, to the extent Univision makes such programming available in other territories and Univision owns or controls rights in these territories, and subject to limited exceptions.

In December 2011, we made an additional investment of U.S.$49.1 million in cash in common stock of BMP, the parent company of Univision, by which we increased our interest in BMP from 5% to 7.1%. In August 2012, we made an additional investment of U.S.$22.5 million in cash in common stock of BMP by which we increased our interest in BMP from 7.1% to 8.0%. On January 30, 2014, a group of institutional investors made a capital contribution to BMP. As a result of this transaction, our equity stake in BMP decreased from 8.0% to 7.8%.

On March 19, 2013, Univision and DirecTV LLC and DirecTV Puerto Rico, Ltd. (the DirecTV Entities) announced a comprehensive multi-year agreement that includes carriage of, among other programming services, the network feeds for Univision, UniMás, Galavisión, Univision Deportes Network, Univision tlnovelas and ForoTV (the Distribution Agreement) whereby the parties thereto included, as part of the agreement, the release by us of certain carriage rights that we held with the DirecTV Entities for the United States of America. As consideration for the release by us of certain carriage rights held by us, Univision agreed to pay us an amount equal to U.S.$30.0 million and to provide us, at no cost, with 15% of all unsold advertising inventory for our promotion of our businesses in the Univision Deportes Network and in another advertising supported programming service that will be distributed by the DirecTV Entities pursuant to the Distribution Agreement and by other distribution platforms pursuant to the respective distribution agreements. As a result of the execution of the Distribution Agreement, we expect an increase in Univision s revenues, and therefore in the corresponding royalties pursuant to the PLA.

Competition

We compete with various forms of media and entertainment companies in Mexico, both Mexican and non-Mexican. See Key Information Risk Factors Risk Factors Related to Our Business We Face Competition in Each of Our Markets That We Expect Will Intensify .

Content

Our television stations compete for advertising revenues and for the services of recognized talent and qualified personnel with other television stations (including the stations owned by TV Azteca) in their markets, as well as with other advertising media, such as radio, newspapers, outdoor advertising, cable television and a multi-channel, multi-point distribution system, or MMDS, and DTH satellite services. Our content also competes with other forms of entertainment and leisure time activities. We generally compete with 199 channels throughout Mexico, including the channels of our major competitor, TV Azteca, which owns and operates Channels 7 and 13 in Mexico City, which we believe are affiliated with 183 stations outside of Mexico City. Televisora del Valle de Mexico owns the concession for Channel 40, a UHF channel that broadcasts in the Mexico City metropolitan area.

In addition to the foregoing channels, there are additional operating channels in Mexico with which we also compete, including Channel 11, which has 32 repeater stations, and Channel 22, which has 16 repeater stations in Mexico City, which are operated by the Mexican government. Our television stations are the leading television stations in their respective markets. See Television Content .

Our English and Spanish-language border stations compete with English and Spanish-language television stations in the United States, and our Spanish-language productions compete with other English and Spanish-language programs broadcast in the United States.

We are a major supplier of Spanish-language programming in the United States and throughout the world. We face competition from other international producers of Spanish-language programming and other types of programming.

Publishing

Each of our magazine publications competes for readership and advertising revenues with other magazines of a general character and with other forms of print and non-print media. Competition for advertising is based on circulation levels, reader demographics and advertising rates.

Telecommunications

According to information from IFT, there were approximately 1,500 pay-TV concessions in Mexico as of December 31, 2013, serving approximately 14.7 million subscribers. Cablevisión, Cablemás and TVI compete with Innova, our DTH venture in pay TV services. See DTH Satellite Services . Cablevisión also faces competition from IPTV or online television providers such as Netflix and Claro Video, as well as from other pay-TV operators such as Total Play, Megacable and other cable television companies, as well as from Dish Mexico, a joint venture between MVS Comunicaciones and set-top box provider EchoStar. Dish Mexico is a DTH operator and competes in some segments against Cablevisión in Mexico City and the surrounding areas, as well as with Cablemás and TVI in other cities of Mexico, mainly driven by its Ps.164 basic package. Dish Mexico has been in operation since 2008 and offers 48 channels to its subscribers in its basic package. Furthermore, since Cablevisión, Cablemás and TVI operate under non-exclusive franchises, other companies may obtain permission to build cable television systems, DTH, IPTV and MMDS systems in areas where they presently operate. In addition, pursuant to the *Ley Federal de Telecomunicaciones*, or the Telecommunications Law, Cablevisión, Cablemás and TVI are required to provide access to their cable network to the extent they have available capacity on their respective networks.

In October 2006, the Mexican federal government enacted a new set of regulations known as *Acuerdo de Convergencia de Servicios Fijos de Telefonía Local y Televisión y/o Audio Restringidos que se Proporcionan a Través de Redes Públicas Alámbricas e Inalámbricas*, or Convergence Regulations. The Convergence Regulations allow certain concessionaires of telecommunications services to provide other services not included in their original concessions. Cable television providers may be allowed to provide internet and telephone services. In addition, telephone operators, such as Telmex, may be allowed to provide cable television services if certain requirements and conditions are met. We believe that we may face significant competition from new entrants providing telephony services, including cable television providers. See Key Information Risk Factors Risk Factors Related to Our Business We Face Competition in Each of Our Markets That We Expect Will Intensify .

As a result of the aforementioned, Cablevisión, Cablemás and TVI face competition from several media and telecommunications companies throughout Mexico, including internet service providers, such as Telmex, Axtel and cable companies, DTH services such as Sky and Dish, and other telecommunications and telephone companies such as Telmex and Axtel in fixed services, and Telcel, Nextel and Telefónica in mobile services, among others.

Radio

The radio broadcast business is highly competitive in Mexico. Our radio stations compete with other radio stations in their respective markets, as well as with other advertising media, such as television, newspapers, magazines and outdoor advertising. Among our principal competitors in the radio broadcast business are Grupo Radio Centro, S.A. de C.V., which owns or operates approximately 118 radio stations throughout Mexico, 11 of which are located in Mexico City, Grupo Acir, S.A. de C.V., which owns or operates approximately 80 radio stations in Mexico, six of which are located in Mexico City, and NRM Comunicaciones, S.A. de C.V., which owns six radio stations in Mexico City.

Competition for audience share in the radio broadcasting industry in Mexico occurs primarily in individual geographic markets. Our radio stations are located in highly competitive areas. However, the strength of the signals broadcast by a number of our stations enables them to reach a larger percentage of the radio audience outside the market areas served by their competitors.

Feature Film Production and Distribution

Production and distribution of feature films is a highly competitive business in Mexico. The various producers compete for the services of recognized talent and for film rights to scripts and other literary property. We compete with other feature film producers, Mexican and non-Mexican, and distributors in the distribution of films in Mexico and in the U.S. See Other Businesses Feature Film Production and Distribution . Our films also compete with other forms of entertainment and leisure time activities.

DTH Satellite Services

Innova currently competes with, or expects to compete with, among others, cable television operators, MMDS systems, national broadcast networks (including our three free-to-air networks and Channel 4), regional and local broadcast stations, and other DTH concessions such as Dish Mexico, which as of the third quarter of 2013 had approximately 2 million subscribers, according to the IFT. Currently, Dish offers not only low-priced packages, but also high-end products such as High Definition Packages. Innova also faces competition from unauthorized C-band and Ku-band television signals provided by third parties without authorization of the Mexican government. Other competitors include radio, movie theaters, video rental stores, IPTV, internet, video games and other entertainment sources. We also face significant competition from new entrants in pay-TV services as well as from the new public television networks. The consolidation in the entertainment and broadcast industries could further intensify competitive pressures. As the pay-TV market in Mexico matures, and as the offering of bundled services that include pay-TV, broadband and telephony increases, Innova expects to face competition from an increasing number of sources. Emerging technologies that provide new services to pay-TV customers as well as new competitors in the DTH field or telecommunications players entering into video services would require us to make significant capital expenditures in new technologies and additional transponder capacity.

In October 2008, Dish Mexico, a subsidiary of a U.S. based DTH company operating with certain arrangements with Telmex, started operations in Mexico through a DTH concession. Dish Mexico currently operates nationwide.

Since 2010, there is a fiber to the home, or FTTH, pay-TV service called Total Play, which offers more than 260 channels, Video on Demand, HD and other applications. This service also includes bundle discounts for their interactive TV, internet and voice services. In the end of 2012, Axtel launched a new product called Axtel TV, which offers up to 78 standard definition channels, 9 HD channels, 50 audio channels, and 50 hours of virtual recording in addition to internet and voice services.

Gaming Business

Our principal competitors in the gaming industry are, with respect to casinos, Codere, CIE and Grupo Caliente, and, with respect to Multijuegos, the governmental lotteries of Pronósticos and Lotería Nacional.

Regulation

Our business, activities and investments are subject to various Mexican federal, state and local statutes, rules, regulations, policies and procedures, which are constantly subject to change, and are affected by the actions of various Mexican federal, state and local governmental authorities. See Key Information Risk Factors Risk Factors Related to Mexico Imposition of Fines by Regulators and Other Authorities Could Adversely Affect Our Financial Condition and Results of Operations , Existing Mexican Laws and Regulations or Changes Thereto or the Imposition of New Ones May Negatively Affect Our Operations and Revenue and The Reform and Addition of Various Provisions of the Mexican Constitution Related to Telecommunications, the Legislation and Secondary Legislation to be Enacted, and Other Recent Actions of IFT May Significantly and Adversely Affect the Business, Results of Operations and Financial Results of Some of Our Business Segments . The material Mexican federal, state and local statutes, rules, regulations, policies and procedures to which our business, activities and investments are subject are summarized below. Station XETV, Tijuana, which broadcasts CW Network television programming in the San Diego television market, is also subject to certain regulatory requirements of the FCC, including the obligation to obtain permits for cross-border transmission of programming broadcast to the United States and to obtain licenses to operate microwave and/or satellite earth station transmitting equipment within the U.S. These summaries do not purport to be complete and should be read together with the full texts of the relevant statutes, rules, regulations, policies and procedures described therein.

Television

Mexican Television Regulations

Concessions. Pursuant to the transitory articles of the June 2013 Telecom Reform, the Mexican Federal Congress will need to make amendments to the applicable legal framework to implement the relevant provisions of the Mexican Constitution, and to issue a single law that will regulate on a convergent basis the use and exploitation of the radio-electric spectrum, and the telecommunications networks, as well as the rendering of broadcasting and telecommunications services. The required legislation has not yet been enacted by the Mexican Federal Congress, although it is currently being discussed.

As a result of the amendments to the Mexican Constitution relating to telecommunications, television, radio and antitrust, concessions for the use of spectrum will only be granted through public bid processes. In the past, and pursuant to a June 2007 resolution from the Supreme Court of Justice, several provisions of the Radio and Television and the Telecommunications Laws then in force, were declared unconstitutional and therefore null and void. Among such provisions, the Supreme Court of Justice declared as unconstitutional the articles whereby concessions were granted for a fixed term of 20 years with the possibility to renew them if the relevant concessionaire was in compliance with its obligations under the concession. The ruling by the Supreme Court of Justice resulted in the implementation of a renewal process for concessionaires, whereby they were subject to a public bid process, with a right of preference given to the incumbent concessionaire over other participating bidders. Currently, the terms and conditions for the renewal of concessions of the broadcasting and telecommunications services are uncertain since the Secondary Legislation has not been finalized.

On March 7, 2014, IFT published in the Official Gazette of the Federation an invitation to a public auction for certain concessions to create two new National Digital Networks. The invitation provides that the concessions for the National Digital Networks will be granted for a term of 20 years for the operation of stations with, among other characteristics, mandatory geographic coverage in 123 locations corresponding to 246 channels within the Mexican territory.

Those interested in participating in the public auction must obtain a prior favorable antitrust opinion from IFT to be granted under the New Federal Antitrust Law. The Company is prevented from participating as a bidder in this public auction. See Key Information Risk Factors Related to Mexico The Reform and Addition of Various Provisions of the Mexican Constitution Related to Telecommunications, the Legislation and Secondary Legislation to be Enacted, and Other Recent Actions of IFT May Significantly and Adversely Affect the Business, Results of Operations and Financial Results of Some of Our Business Segments and Risk Factors Related to Our Business The Operation of Our Business May Be Terminated or Interrupted if the Mexican Government Does Not Renew or Revokes Our Broadcast or Other Concessions .

None of our over-the-air television concessions has ever been revoked or otherwise terminated and, except for the Channel 46 concession, all of our concessions have been renewed. See Information on the Company Business Overview Cable Television Concessions .

We believe that we have operated our television concessions substantially in compliance with their terms and applicable Mexican law. If a concession is revoked or terminated, the concessionaire could be required to forfeit to the Mexican government all of its assets or the Mexican government could have the right to purchase all the concessionaire s assets. In our case, the assets of our licensee subsidiaries generally consist of transmitting facilities and antennas. See Key Information Risk Factors Risk Factors Related to Our Business The Operation of Our Business May Be Terminated or Interrupted if the Mexican Government Does Not Renew or Revokes Our Broadcast or Other Concessions .

In July 2004, in connection with the adoption of a policy issued by the SCT for the transition to digital television, all of our television concessions were renewed until 2021. DTH concessions expire in 2020 and 2026. The expiration dates for the concessions for our telephone services range from 2018 to 2038. See Key Information Risk Factors Risk Factors Related to Mexico Existing Mexican Laws and Regulations or Changes Thereto or the Imposition of New Ones May Negatively Affect Our Operations and Revenue and Risk Factors Related to Our Business The Operation of Our Business May Be Terminated or Interrupted if the Mexican Government Does Not Renew or Revokes Our Broadcast or Other Concessions .

Supervision of Operations. The IFT (previously SCT), regularly inspects the television stations and the companies to which concessions have been granted must file annual reports with the IFT (previously SCT).

Television programming is subject to various regulations, including prohibitions on foul language and programming which is offensive or is against the national security or against public order. Under Mexican regulations, the Mexican Ministry of the Interior reviews most television programming and classifies the age group for which the programming is acceptable for viewing. Programs classified for adults may be broadcast only after 10:00 p.m.; programs classified for teenagers over 15 years old may be broadcast only after 9:00 p.m.; programs classified for teenagers under 15 years old may be broadcast only after 8:00 p.m.; and programs classified for all age groups may be shown at any time.

Television programming is required to promote Mexico s cultural, social and ideological identity. Each concessionaire is also required to transmit each day, free of charge, up to 30 minutes of programming regarding cultural, educational, family counseling and other social matters using programming provided by the Mexican government. Historically, the Mexican government has not used a significant portion of this time.

Networks. There are no Mexican regulations regarding the ownership and operation of a television network apart from the regulations applicable to operating a television station as described above and the ownership restrictions described below.

Restrictions on Advertising. Mexican law regulates the type and content of advertising broadcast on television. Concessionaires may not broadcast misleading advertisements. Under current law, advertisements of alcoholic beverages (other than beer and wine) may be broadcast only after 9:00 p.m. and advertisements for tobacco products are prohibited. Advertising for alcoholic beverages must not be excessive and must be combined with general promotions of nutrition and general hygiene. The advertisements of some products and services, such as medicine, alcohol and, effective as of May 15, 2014, certain high-caloric foods and non-alcoholic beverages, require approval of the Mexican government prior to their broadcast. Moreover, the Mexican government must approve any advertisement of lotteries and other games.

No more than 18% of broadcast time may be used for advertisements on any day. The IFT (previously SCT) approves the minimum advertising rates. There are no restrictions on maximum rates. See Key Information Risk Factors Risk Factors Related to Mexico Existing Mexican Laws and Regulations or Changes Thereto or the Imposition of New Ones May Negatively Affect Our Operations and Revenue , The Amendment to the Regulations of the General Health Law on Advertising Could Materially Affect Our Business, Results of Operations and Financial Situation and The Reform and Addition of Various Provisions of the Mexican Constitution Related to Telecommunications, the Legislation and Secondary Legislation to be Enacted, and Other Recent Actions of IFT May Significantly and Adversely Affect the Business, Results of Operations and Financial Results of Some of Our Business Segments .

Government Broadcast Time. Radio and television stations are obligated to provide to the Mexican Government up to 18 minutes per day of our television broadcast time and 35 minutes per day of our radio broadcast time between 6:00 a.m. and midnight, in each case distributed in an equitable and proportionate manner. Any time not used by the Mexican government on any day is forfeited. Generally, the Mexican government uses all or substantially all of the broadcast time available to it under this tax.

Foreign Ownership. Non-Mexican ownership of shares of Mexican enterprises is restricted in some economic sectors, including broadcast television, and radio. As a result of the Telecom Reform, the participation of foreign investors can be up to 49% in radio and television, subject to reciprocity requirements, and up to 100% in telecommunications services. Mexico s *Ley de Inversión Extranjera*, or Foreign Investment Law, the Radio and Television Law, and the *Reglamento de la Ley de Inversión Extranjera*, or the Foreign Investment Law Regulations, have to be amended to reflect such changes. See Satellite Communications Mexican Regulation of DTH Satellite Services .

Radio

The regulations applicable to the operation of radio stations in Mexico are identical in all material respects to those applicable to television stations. The expiration dates of our radio concessions range from 2015 to 2020. See Television , Other Businesses Radio Stations and Key Information Risk Factors Risk Factors Related to Our Business The Operation of Our Business May Be Terminated or Interrupted if the Mexican Government Does Not Renew or Revokes Our Broadcast or Other Concessions .

Cable Television

Concessions. Cable television operators now apply for a public telecommunications network concession from the IFT (previously SCT) in order to operate their networks and provide cable television services and other multimedia communications services. Applications are submitted to the IFT (previously SCT) and, after a formal review process, a public telecommunications network concession is granted for an initial term of up to 30 years. Cablevisión obtained a telecommunications concession, which expires in 2029, and its Channel 46 Concession, which expired in November

2010. We filed for a renewal of the Channel 46 Concession and in February 2010, the SCT notified Cablevisión that the Channel 46 Concession would not be renewed. We have initiated legal actions against SCT s notice seeking to obtain the renewal of such concession. Pursuant to its public telecommunications concession, Cablevisión can provide cable television, limited audio transmission services, specifically music programming, bidirectional internet access and unlimited data transmission services in Mexico City and surrounding areas in the State of Mexico (*Estado de México*), and in October 2010, the SCT granted Cablevisión authorization to provide the aforementioned services in 13 additional municipalities of the State of Mexico. In addition, in May 2007, the SCT granted Cablevisión a concession allowing Cablevisión to provide local telephony services using the telephony public network. The scope of Cablevisión s public telecommunications concession is much broader than the scope of its former cable television concession, which covered only cable television services and audio programming.

Cablemás operates under 53 concessions which cover 16 Mexican states. Through these concessions, Cablemás provides cable television services, internet access and bidirectional data transmission services. Cablemás provides local and long distance telephony services. Each concession granted by the SCT allows Cablemás to install and operate a public telecommunications network. The expiration dates for Cablemás concessions range from 2013 to 2042.

TVI operates under seven concessions, which cover four Mexican states. Through these concessions, TVI provides cable television services, bidirectional data transmission and internet and telephony services. Each concession granted by the SCT allows TVI to install and operate a public telecommunications network. The expiration dates for TVI s concessions range from 2015 to 2028.

A public telecommunications concession may be renewed upon its expiration, or revoked or terminated prior to its expiration in a variety of circumstances including:

- unauthorized interruption or termination of service;
- interference by the concessionaire with services provided by other operators;
- non-compliance with the terms and conditions of the public telecommunications concession;
- the concessionaire s refusal to interconnect with other operators;
- loss of the concessionaire s Mexican nationality;
- unauthorized assignment, transfer or encumbrance, in whole or in part, of the concession or any rights or assets;
- the liquidation or bankruptcy of the concessionaire; and
- ownership or control of the capital stock of the concessionaire by a foreign government.

In addition, the IFT (previously SCT) may establish under any public telecommunications concession further events which could result in revocation of the concession. Under current Mexican laws and regulations, upon the expiration or termination of a public telecommunications concession, the Mexican government has the right to purchase those assets of the concessionaire that are directly related to the concession, at market value.

Cable television operators are subject to the Telecommunications Law and, since February 2000, have been subject to the *Reglamento del Servicio de Televisión y Audio Restringidos*, or the Restricted Television and Audio Services Regulations. Under current Mexican law, cable television operators are classified as public telecommunications networks, and must conduct their business in accordance with Mexican laws and regulations applicable to public telecommunications networks which, in addition to the Telecommunications Law and the Restricted Television and Audio Services Regulations, includes the Radio and Television Law and the *Reglamento de la Ley Federal de Radio y Televisión*.

Under the applicable Mexican law, the Mexican government, through the SCT, may also temporarily seize or even expropriate all of a public telecommunications concessionaire s assets in the event of a natural disaster, war, significant public disturbance or threats to internal peace and for other reasons related to preserving public order or for economic reasons. The Mexican government is obligated by Mexican law to compensate the concessionaire, both for the value of the assets seized and related profits.

Supervision of Operations. The IFT (previously SCT) regularly inspects the operations of cable systems and cable television operators must file annual reports with the IFT (previously SCT).

Under Mexican law, programming broadcast on cable networks is not subject to judicial or administrative censorship. However, this programming is subject to various regulations, including prohibitions on foul language, programming which is against good manners and customs or programming which is against the national safety or against public order.

Mexican law also requires cable television operators to broadcast programming that promotes Mexican culture, although cable television operators are not required to broadcast a specified amount of this type of programming.

In addition to broadcasting programming that promotes Mexican culture, cable television operators must also set aside a specified number of their channels, which number is based on the total number of channels they transmit, to transmit programming provided by the Mexican government.

Restrictions on Advertising. Mexican law restricts the type of advertising which may be broadcast on cable television. These restrictions are similar to those applicable to advertising broadcast on over-the-air Channels 2, 4, 5 and 9. See Regulation Television Mexican Television Regulations Restrictions on Advertising .

Forfeiture of Assets. Under Mexican regulations, at the end of the term of a public telecommunications concession, assets of concessionaires may be purchased by the Mexican government at market value.

Non-Mexican Ownership of Public Telecommunications Networks

Under current Mexican law, non-Mexicans may currently own up to 49%, subject to reciprocity by the relevant foreign country, of the outstanding voting stock of Mexican companies with a broadcast television or radio concession. However, non-Mexicans may currently own up to all of the outstanding voting stock of Mexican companies with a public telecommunications concession to provide cellular telephone, fixed-line telephone, pay-TV and data services.

Application of Existing Regulatory Framework to Internet Access and IP Telephony Services

Cablevisión, TVI and Cablemás may be required, under Mexican law, to permit other concessionaires to connect their network to its network in a manner that enables its customers to choose the network by which the services are carried.

To the extent that a cable television operator has any available capacity on its network, as a public telecommunications network, Mexican law requires the operator to offer third party providers access to its network. Our cable operators currently do not have any capacity available on their networks to offer to third party providers and do not expect that they will have capacity available in the future given the broad range of services they plan to provide over their networks.

Satellite Communications

Mexican Regulation of DTH Satellite Services. Concessions to broadcast DTH satellite services are for an initial term of up to 30 years, and are renewable for up to 30 years. We received a 30-year concession to operate DTH satellite services in Mexico utilizing SatMex satellites in May 1996. In November 2000, we received an additional 20-year concession to operate our DTH satellite service in Mexico using the IS-9 satellite system, a foreign-owned satellite system. Our use of the IS-16 and IS-21 satellites has been authorized by the competent Mexican authorities.

Like a public telecommunications network concession, a DTH concession may be revoked or terminated by the IFT (previously SCT) prior to the end of its term in certain circumstances, which for a DTH concession include:

- The failure to use the concession within 180 days after it was granted;
- A declaration of bankruptcy of the concessionaire;
- Failure to comply with the obligations or conditions specified in the concession;
- Unlawful assignments of, or encumbrances on, the concession; or

Failure to pay to the government the required fees.

At the termination of a concession, the Mexican government has the preemptive right to acquire the assets of a DTH satellite service concessionaire. In the event of a natural disaster, war, significant public disturbance or for reasons of public need or interest, the Mexican government may temporarily seize and expropriate all assets related to a concession, but must compensate the concessionaire for such seizure. The Mexican government may collect fees based on DTH satellite service revenues of a satellite concessionaire.

Under the Telecommunications Law, DTH satellite service concessionaires may freely set customer fees but must notify the IFT (previously SCT) of the amount, except that if a concessionaire has substantial market power, the IFT (previously SCT) may determine fees that may be charged by such concessionaire. The Telecommunications Law specifically prohibits cross-subsidies.

There is currently no limitation on the level of non-Mexican ownership of voting equity of DTH satellite system concessionaires.

Regulation of DTH Satellite Services in Other Countries. Our current and proposed DTH ventures in other countries are and will be governed by laws, regulations and other restrictions of such countries, as well as treaties that such countries have entered into, regulating the delivery of communications signals to, or the uplink of signals from, such countries. In addition, the laws of some other countries establish restrictions on our ownership interest in some of these DTH ventures as well as restrictions on programming that may be broadcast by these DTH ventures.

Mexican Gaming Regulations

Pursuant to Mexico s *Ley Federal de Juegos y Sorteos*, or Federal Law of Games and Draws, or Gaming Law, and its accompanying regulations, the *Reglamento de la Ley Federal de Juegos y Sorteos*, or Gaming Regulations, the Mexican Ministry of the Interior has the authority to permit the operation of games and lotteries that involve betting. This administrative authorization is defined as a permit under the Gaming Regulations. Under the Gaming Regulations, each permit establishes the terms and conditions for the operation of the respective activities authorized under the permit and the specific periods for operation of those activities. Permits for games and lotteries that involve betting have a maximum term of 25 years. The holder of the relevant permit must comply with all the terms provided in the permit, the Gaming Law and the Gaming Regulations. We were granted a Gaming Permit on May 25, 2005, which expires on May 24, 2030.

Mexican Antitrust Law

Several amendments to Mexico s existing Federal Antitrust Law have been in full force since May 11, 2011. Under these amendments, the review process of mergers and acquisitions by IFT or the CFCE, as applicable, was modified to allow reporting parties to request a fast track review for a specific transaction when it is evident that the transaction does not restrain competition. It is considered evident that a transaction does not restrain competition when:

(i) the acquirer does not have any participation in any market related to the relevant market; and

(ii) the acquirer is not an actual or potential competitor of target; and

(iii) any of the following circumstances are met:

- (x) the acquirer is a new participant in the relevant market;
- (y) the acquirer does not have control over target before or after the transaction; or
- (z) the acquirer has control over target before the transaction.

IFT or the CFCE, as applicable, must resolve within 5 business days from the date of filing if the transaction should be admitted to the fast track review process. Once admitted, it must resolve within 15 business days whether it is evident that the transaction does not restrain competition.

In addition, pursuant to these amendments, the following reportable transactions, among others, are exempt from being reviewed by IFT or the CFCE:

(i) Corporate restructurings.

(ii) Transactions where the acquirer has control over the target from its incorporation or from the date the last reported transaction was approved by IFT or the CFCE.

(iii) Transactions that have effect in Mexico involving non-Mexican participants, if the participants will not take control of Mexican legal entities, or acquire assets in Mexico, in addition to those previously controlled or owned by such participants.

(iv) Acquisitions of equity securities (or convertible securities) through stock markets that represent less than 10% of such securities, and the acquirer is not entitled to (w) appoint board members; (x) control a shareholders meeting decision; (y) vote more than 10% of voting rights of the issuer; or (z) direct or influence the management, operation, strategy or principal policies of the issuer.

Additionally, the amendments also provide for a significant enhancement of the authority of IFT or the CFCE, as applicable:

(a) IFT or the CFCE, as applicable, has been granted authority to request written evidence, request testimonies, and perform verification visits in any premises of the party being investigated where it is presumed that evidence related to the commission of violations of the law may exist, without the need of a judicial subpoena.

(b) If, after an investigation is terminated, IFT or the CFCE, as applicable, resolves that there is evidence to presume the existence of a monopolistic practice or illegal merger, it must summon the defendant. In connection with or after such summon, if it believes that the presumed illegal conduct could irreversibly restrain competition, it could issue a temporary suspension order of such conduct until a final resolution is issued.

(c) IFT or the CFCE, as applicable, has also been empowered to file with the Mexican Federal Attorney General a criminal complaint against any individual that participates, orders or executes any per se practice (price fixing, output restriction, market allocation and bid rigging) and only when a non-appealable decision is issued confirming such conduct. All the criminal investigation and process will be handled by the Mexican Federal Attorney General.

The amendments have also increased monetary fines significantly and provide for changes in the actions to be taken by IFT or the CFCE, as applicable, with respect to illegal conduct. See Key Information Risk Factors Risk Factors Related to Mexico Imposition of Fines by Regulators and Other Authorities Could Adversely Affect Our Financial Condition and Results of Operations .

Additional amendments of August 30, 2011 provide that those persons who have suffered damages or losses arising out of monopolistic practices or prohibited concentrations may, individually or collectively, bring legal actions, irrespective of the remedies already provided for in Mexico s Federal Antitrust Law. Such legal actions must be brought pursuant to the Federal Code for Civil Procedures.

In addition, and pursuant to Mexico s existing Federal Antitrust Law, in case a threshold is exceeded, approval of CFCE is required for us to acquire certain businesses or enter into certain joint ventures.

On February 18, 2014, the Mexican President sent to the Chamber of Representatives, the initiative decree by means of which a new Federal Antitrust Law is created, which would repeal Mexico s existing Federal Antitrust Law. This initiative was discussed by the Chamber of Representatives, and subsequently sent to the Senate for its discussion and/or approval, as the case may be. On April 25, 2014, the Senate approved the proposed bill of the Chamber of Representatives with certain amendments, and on that date, the proposed bill was returned to the Chamber of Representatives, in order to be discussed again.

Once Mexico s New Federal Antitrust Law and the accompanying regulations, the *Reglamento de la Ley Federal de Competencia Económica*, are enacted, they may affect some of our activities, including our ability to introduce new products and services, enter into new or complementary businesses and complete acquisitions or joint ventures. In addition, the New Federal Antitrust Law and the accompanying regulations may adversely affect our ability to determine the rates we charge for our services and products. See Key Information Risk Factors Risk Factors Related to Mexico Mexican Antitrust Laws May Limit Our Ability to Expand Through Acquisitions or Joint Ventures , Existing Mexican Laws and Regulations or Changes Thereto or the Imposition of New Ones May Negatively Affect Our Operations and Revenue and The Reform and Addition of Various Provisions of the Mexican Constitution Related to Telecommunications, the Legislation and Secondary Legislation to be Enacted, and Other Recent Actions of IFT May Significantly and Adversely Affect the Business, Results of Operations and Financial Results of Some of Our Business Segments .

Mexican Electoral Amendment

In 2007, the Mexican Federal Congress published an amendment to the Mexican Constitution (referred to in this annual report as the 2007 Constitutional Amendment), pursuant to which, among other things, the *Instituto Federal Electoral*, or the Federal Electoral Institute, or IFE, has the exclusive right to manage and use the Official Television Broadcast Time and the Official Radio Broadcast Time (jointly referred to in this annual report as Official Broadcast Time). For a description of the Official Broadcast Time, see Information on the Company Business Overview Business Strategy Maintaining Our Leading Position in the Mexican Television Market Advertising Sales Plan and Information on the Company Business Overview Other Businesses Radio Stations . The IFE has the exclusive right to use the Official Broadcast Time for its own purposes and for the use of political parties in Mexico (as provided in the Mexican Constitution) for self promotion and, when applicable, to promote their electoral campaigns during election day, pre-campaign and campaign periods.

The IFE and the political parties must comply with certain requirements included in the 2007 Constitutional Amendment for the use of Official Broadcast Time. During federal electoral periods, the IFE will be granted, per the 2007 Constitutional Amendment, 48 minutes per day in each radio station and television channel, to be used during pre-campaign periods in two and up to three minutes per broadcast hour in each radio station and television channel, of which all the political parties will be jointly entitled, to use one minute per broadcast hour. During campaign periods, at least 85% of the 48 minutes per day, shall be allocated among the political parties, and the remaining 15% may be used by the IFE for its own purposes. During non-electoral periods, the IFE will be assigned with up to 12% of the Official Broadcast Time, half of which shall be allocated among the political parties. In the event that local elections are held simultaneously with federal elections, the broadcast time granted to the IFE shall be used for the federal and the local elections. During any other local electoral periods, the allocation of broadcast time will be made pursuant to the criteria established by the 2007 Constitutional Amendment and as such criteria are reflected in applicable law.

In addition to the foregoing, pursuant to the 2007 Constitutional Amendment political parties are forbidden to purchase or acquire advertising time directly or through third parties, from radio or television stations; likewise, third parties shall not acquire advertising time from radio or television stations for the broadcasting of advertisements which may influence the electoral preferences of Mexican citizens, nor in favor or against political parties or candidates to offices elected by popular vote.

In February 2014, the Mexican Federal Congress approved a Constitutional amendment creating the *Instituto Nacional Electoral*, or the National Electoral Institute, which replaced the IFE. The National Electoral Institute has the same functions and capacity as the IFE and regulates the services of radio and television in the same manner.

We believe we have been operating our business in compliance with the provisions of the 2007 Constitutional Amendment; however, we have filed legal actions contesting certain provisions of the 2007 Constitutional Amendment.

At this time, the 2007 Constitutional Amendment has not had an impact upon the results of our radio and television businesses, however we cannot predict what impact, if any, the 2007 Constitutional Amendment may have on our operating results in the future. A decrease in paid advertising of the nature described above could lead to a decrease in our television or radio revenues.

Telecom Reform

On June 12, 2013, the Telecom Reform came into force. The Telecom Reform, the Secondary Legislation, secondary regulations to be issued by the President and the IFT, as applicable, and certain actions recently taken by IFT, an organization with constitutional autonomy responsible for overseeing the radio and television broadcasting industries and telecommunications, including all aspects of economic competition, affect or could significantly and adversely affect our business, results of operations and financial position. See Key Information Risk Factors Related to Mexico The Reform and Addition of Various Provisions of the Mexican Constitution Related to Telecommunications, the Legislation and Secondary Legislation to be Enacted, and Other Recent Actions of IFT May Significantly and Adversely Affect the Business, Results of Operations and Financial Results of Some of Our Business Segments .

The Telecom Reform created two regulatory bodies that are independent from the executive branch of government: the CFCE (which assumed the functions of the former Mexican Antitrust Commission, except in the areas of telecommunications and broadcasting (television and radio)), and the IFT (which oversees the Mexican telecommunications and broadcasting (television and radio) industries, including all antitrust matters relating to those industries). In addition, specialized federal courts empowered to review all rulings, actions and omissions of these independent regulatory bodies were created. No stay or injunction will suspend any measure or action taken by these regulatory bodies. Therefore, subject to limited exceptions, until any decision, action or omission by these regulatory bodies is declared void by a competent court through a binding and final judgment, CFCE s or IFT s decision, action or omission will be valid and will have full force and legal effect.

Each of these independent regulatory bodies is comprised of seven members appointed for a 9-year period (except for the first appointments, which will have shorter staggered terms). The appointment of each member requires ratification by two-thirds of the members of the Senate of the Mexican Federal Congress in attendance at the ratification hearing. The candidates to be proposed by the Mexican President have to come from a list proposed by an Evaluation Committee comprised of the Chairman of each of three independent bodies: Banco de Mexico, or Mexico s Central Bank, the INEGI, or Statistics and Geography Institute, and the *Instituto Nacional para la Evaluación de la Educación*, or Education Evaluation Agency.

IFT is empowered, among other things, to (i) oversee the Mexican telecommunications and broadcasting (television and radio) industries, including all antitrust matters related to these industries; (ii) set limits to national and regional frequencies that can be exploited by a concession holder, or to the cross-ownership of telecommunications, television or radio businesses that serve the same market or geographical zone that may include the divestment of certain assets to comply with such limits; (iii) issue asymmetric regulation; (iv) grant and revoke telecommunications, television and radio concessions; (v) approve any assignment or transfer of control of such concessions; (vi) revoke a concession for various reasons, including in the case of a breach by a concessionaire of a non-appealable decision confirming the existence of illegal antitrust conduct (*practica monopólica*); and (vii) determine the payment to be made to the government for the granting of concessions.

As a result of the amendments to the Mexican Constitution, relating to telecommunications, television, radio and antitrust, concessions for the use of spectrum will only be granted through public bid processes. Notwithstanding that the implementing legislation setting forth the terms and conditions for the renewal of concessions has not been finalized, a new Auction Program for Digital Television Broadcast Frequencies , or the Program, was approved by IFT to take place during 2014. The Program will grant concessions over frequencies that might be grouped in order to create at least two national networks with national geographic coverage, or National Digital Networks. The Program provides that holders of concessions that may be granted thereunder will only be entitled to render broadcasting services, in connection with each radioelectric frequency (channel), within the geographic coverage zone defined by the Program.

On March 7, 2014, IFT published in the Official Gazette of the Federation an invitation to a public auction for the concession for the two National Digital Networks which will be granted for a term of 20 years for the operation of stations with, among other characteristics, mandatory geographic coverage in 123 locations corresponding to 246 channels within the Mexican territory.

Those interested in participating in the public auction must obtain a prior favorable antitrust opinion from IFT to be granted under the New Federal Antitrust Law. We are prevented from participating in the bidding. The bidding rules were published by IFT on its internet site on March 9, 2014. See Key Information Risk Factors Risk Factors Related to Mexico The Reform and Addition of Various Provisions of the Mexican Constitution Related to Telecommunications, the Legislation and Secondary Legislation to be Enacted, and Other Recent Actions of IFT May Significantly and Adversely Affect the Business, Results of Operations and Financial Results of Some of Our Business Segments .

Access to information and communication technologies, as well as broadcasting and telecommunications services (including broadband), is established as a constitutional right. The Telecom Reform further requires that such information be diverse and timely, and that any person may search, receive and disclose information and ideas of any kind through any media. The implementing legislation will have to specify the scope of such rights.

The Telecom Reform permits 100% foreign ownership in satellite and telecommunications services and increases to up to 49% the level of permitted foreign ownership in television and radio services, subject to reciprocity of the originating foreign investment country.

As a result of the Telecom Reform, starting on September 10, 2013, concessionaries of broadcast services have been required to permit pay-TV concessionaries to retransmit broadcast signals, free of charge and without discrimination, within the same geographic coverage area simultaneously and without modifications, including advertising, and with the same quality of the broadcast signal, except in certain specific cases provided in the Telecom Reform. Also, since September 10, 2013, our pay-TV licensees are required to retransmit broadcast signals of others, free of charge and on a non-discriminatory basis, subject to certain exceptions and additional requirements provided for in the Telecom Reform.

On February 27, 2014, the Guidelines were published in the Official Gazette of the Federation, which include, among other obligations, the obligation of concessionaries of broadcast television licenses to permit the retransmission of their broadcast signals and the obligation of pay-TV concessionaries to allow such retransmission (without requiring the prior consent of the broadcast television concessionaries) in the same geographic coverage zone for free (subject to certain exceptions) and in a non-discriminatory manner in its entirety, simultaneously and without modifications by the broadcasting concessionaire, including advertising, and with the same quality of the broadcast signal without requiring consent from the broadcast television concessionaries.

The Telecom Reform calls for the National Development Plan. The National Development Plan includes a program for installing broadband connections in public facilities, which would identify the number of sites to be connected per year to promote access to broadband in public buildings dedicated to investigation, health, education, social services and in other facilities owned by the government.

Mexico s transition to digital television is currently scheduled to be completed on December 31, 2015. By the completion date, frequencies released as a consequence of such digitalization will be transferred back to the Mexican State.

See Key Information Risk Factors Related to Mexico The Reform and Addition of Various Provisions of the Mexican Constitution Related to Telecommunications, the Legislation and Secondary Legislation to be Enacted, and Other Recent Actions of IFT May Significantly and Adversely Affect the Business, Results of Operations and Financial Results of Some of Our Business Segments .

Significant Subsidiaries

The table below sets forth our significant subsidiaries as of December 31, 2013.

Name of Significant Subsidiary	Jurisdiction of Organization or Incorporation	Percentage Ownership(1)
Corporativo Vasco de Quiroga, S.A. de C.V. (4)(5)	Mexico	100.0%
Consorcio Nekeas, S.A. de C.V.(2)(3)	Mexico	100.0%
Editora Factum, S.A. de C.V.(3)(5)	Mexico	100.0%
Empresas Cablevisión, S.A.B. de C.V.(3)(6)	Mexico	51.0%
Editorial Televisa, S.A. de C.V.(3)(7)	Mexico	100.0%
Factum Más, S.A. de C.V.(3) (8)	Mexico	100.0%
Sky DTH, S. de R.L. de C.V. (3) (8)	Mexico	100.0%
Innova Holdings, S. de R.L. de C.V. (3) (8)	Mexico	58.7%
Innova, S. de R.L. de C.V. (Innova)(9)	Mexico	58.7%
Grupo Distribuidoras Intermex, S.A. de C.V.(2)(3)(10)	Mexico	100.0%
Grupo Telesistema , S.A. de C.V.(11)	Mexico	100.0%
G.Televisa-D, S.A. de C.V.(3) (12)	Mexico	100.0%
Mexvisa, Ltd. (13)	Switzerland	100.0%
Multimedia Telecom, S.A. de C.V. (13)	Mexico	100.0%
Televisa, S.A. de C.V.(14)	Mexico	100.0%
Televisión Independiente de México, S.A. de C.V.(3)	Mexico	100.0%
Sistema Radiópolis, S.A. de C.V.(2) (3)(15)	Mexico	50.0%
Televisa Juegos, S.A. de C.V.(2) (3)(16)	Mexico	100.0%

(1) Percentage of equity owned by us directly or indirectly through subsidiaries or affiliates.
(2) One of four direct subsidiaries through which we conduct the operations of our Other Businesses segment.
(3) While this subsidiary is not a significant subsidiary within the meaning of Rule 1-02(w) of Regulation S-X under the Securities Act, we have included this subsidiary in the table above to provide a more complete description of our operations.

(4) Direct subsidiary through which we own 50.0% of the capital stock of GSF, and financial instruments issued by Ares.
(5) One of two direct subsidiaries through which we own equity interests in and conduct the operations of our Telecommunications segment.
(6) One of the indirect subsidiaries through which we conduct the operations of our Telecommunications segment.
(7) Direct subsidiary through which we conduct the operations of our Publishing segment.
(8) One of three subsidiaries through which we own our equity interest in Innova.
(9) Indirect subsidiary through which we conduct the operations of our Sky segment. We currently own a 58.7% interest in Innova.
(10) Direct subsidiary through which we conduct the operations of our Publishing Distribution business.
(11) Direct subsidiary through which we conduct the operations of our Content segment.
(12) Indirect subsidiary through which we conduct certain operations of our Content segment.
(13) Direct and indirect subsidiaries through which we own 8.0 % of the capital stock of BMP and maintain our investment in Convertible Debentures issued by BMP. In January 2014, Mexvisa, Ltd. transferred the ownership of Multimedia Telecom, S.A. de C.V. to Grupo Xquenda, Ltd. as a result of a company restructuring.

(14) Indirect subsidiary through which we conduct the operations of our Content segment.
(15) Direct subsidiary through which we conduct the operations of our Radio business.
(16) Direct subsidiary through which we conduct the operations of our Gaming business.

Property, Plant and Equipment

Broadcasting, Office and Production Facilities. Our properties consist primarily of broadcasting, production facilities, television and repeater stations, technical operations facilities, workshops, studios and office facilities, most of which are located in Mexico. We own most of our properties or lease offices and facilities through indirect wholly owned and majority owned subsidiaries. There are no major encumbrances on any of our properties, and we currently do not have any significant plans to construct any new properties or expand or improve our existing properties. Our principal offices, which we own, are located in Santa Fe, a suburb of Mexico City. Each of our television stations has individual transmission facilities located in Mexico, substantially all of which we own. Our television production operations are concentrated in four locations in Mexico City, 14 studios in San Angel, 12 studios located in Chapultepec, three studios in Santa Fe and one studio in Rojo Gomez. We own substantially all of these studios. The local television stations wholly or majority owned by us have in the aggregate 43 production studios. We own other properties used in connection with our operations, including a training center, technical operations facilities, studios, workshops, television and repeater stations, and office facilities. We beneficially own Azteca Stadium, which seats approximately 100,000 people, through a trust arrangement that was renewed in 1993 for a term of 30 years and that may be extended for additional periods. In the aggregate, these properties, excluding Azteca Stadium, currently represent approximately 5.5 million square feet of space, of which over 3.8 million square feet are located in Mexico City and the surrounding areas, and approximately 1.7 million square feet are located outside of Mexico City and the surrounding areas.

Our cable television, radio, publishing and Mexican DTH satellite service businesses are located in Mexico City. We also own the transmission and production equipment and facilities of our radio stations located outside Mexico City.

We also own or lease over a total of 449,323 square feet in properties in the United States, Latin America, Spain and Switzerland in connection with our operations there. We own or lease all of these properties through indirect wholly owned and majority owned subsidiaries. The following table summarizes our real estate and lease agreements in the United States, Latin America, Spain and Switzerland.

Operations	Number of Properties	Location
Television and news activities		
Owned properties	1	San Diego, California(1)
Leased properties	4	Madrid, Spain(2)
		San Diego, California(1)
		Zug, Switzerland(1)
Publishing activities		
Owned properties	7	Miami, Florida(1)
		Santiago, Chile(1)
		Guayaquil, Ecuador(1)
		Caracas, Venezuela (1)
		Buenos Aires, Argentina(2)
		Bogota, Colombia(1)
Leased properties	9	Beverly Hills, California(1)
		Miami, Florida(1)
		New York, New York(1)

		Medellín, Colombia(1)
		Bogota, Colombia(2)
		San Juan, Puerto Rico(1)
		Chicago, Illinois(1)
		Pearland, Texas(1)
Publishing distribution and other activities		
Owned properties	2	Lima, Peru(1)
		Guayaquil, Ecuador(1)

Operations	Number of Properties	Location
Leased properties	16	Quito, Ecuador(2)
		Guayaquil, Ecuador(1)
		Buenos Aires, Argentina(1)
		Panamá, Panamá(2)
		Santiago, Chile (1)
		Barranquilla, Colombia(1)
		Bogota, Colombia(2)
		Cali, Colombia(1)
		Medellín, Colombia(2)
		Lima, Peru(3)
DTH		
Leased properties	7	San José, Costa Rica(1)
		Guatemala(1)
		Nicaragua(1)
		Panama(1)
		Salvador(1)
		Honduras(1)
		Dominicana(1)
Telephony		
Leased properties	8	San Antonio, Texas(3)
		Dallas, Texas(2)
		Laredo, Texas(1)
		McAllen, Texas(1)
		Mission, Texas(1)

Satellites. We currently use transponder capacity on eight satellites: Satmex 8, which reaches Mexico, the United States, Latin America, and the Caribbean; Satmex 5, which reaches Mexico, the United States and Latin America; Intelsat IS-11, replacement of PAS 3-R (renamed in February 2007 IS-3R), which started operations in July 2009 and reaches North America, Western Europe, Latin America and the Caribbean; Galaxy 16 (formerly Galaxy IVR), which reaches Mexico, the United States and Canada; AMC-9, which reaches Mexico, the United States and Canada; IS-905, which reaches Western and Eastern Europe; IS-21, which reaches Central America, Mexico, the Southern United States and the Caribbean; and IS-16, which reaches Central America, Mexico, the Southern United States and the Caribbean. In March 2010, Sky reached an agreement with a subsidiary of Intelsat to lease 24 transponders on the Intelsat IS-21 satellite which is mainly used for signal reception and retransmission services over the satellite s estimated 15-year service life. IS-21 started service in the third quarter of 2012, replacing Intelsat IS-9 as Sky s primary transmission satellite. In April 2010, Intelsat released the IS-16 satellite, where Sky has an additional twelve transponders to deliver new DTH-HD channels and more DTH SD channels; this satellite is also a back-up satellite for our DTH venture operations. For a description of guarantees related to our DTH venture transponder obligations, see Note 13 to our consolidated year-end financial statements.

In 1996, PanAmSat (now Intelsat), our primary satellite service provider, agreed to provide U.S. transponder service on three to five PAS-3R Ku-band transponders, at least three of which were intended to be for the delivery of DTH satellite services to Spain. Under the PAS-3R transponder contract, as amended, we were required to pay for five transponders at an annual fee for each transponder of U.S.$3.1 million. We currently have available transponder capacity on two 36 MHz C-band transponders on Galaxy 16 (formerly, Galaxy IVR), which reaches Mexico, the United States and Canada, due to an exchange with three of the five 54 MHz Ku-band transponders on PAS-3R described above. Until April 2010, for each of the 36 MHz C-band transponders we paid an annual fee of approximately U.S.$3.7 million. Subsequent to April 2010, the annual fee for the 36 MHz C-band transponders is approximately U.S.$1.3 million.

In December 2005, we signed an extension with PanAmSat, for the use of three transponders on the PAS-3R satellite until 2009 and 2012 and two transponders on the Galaxy IVR (replaced by Galaxy 16) satellite until 2016.

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In February 2007, Intelsat renamed some of its satellite fleet acquired with its 2006 merger with PanAmSat: current names for PAS-9 and PAS-3R are IS-9 and IS-3R, respectively. Intelsat kept the name of Galaxy 16. In December 2007, Sky and Sky Brasil reached an agreement with Intelsat Corporation and Intelsat LLC to build and launch a new 24-transponder satellite, IS-16, for which service will be dedicated to Sky and Sky Brasil over the satellite s estimated 15-year life. The satellite was manufactured by Orbital Sciences Corporation and was successfully launched in February 2010 and started operations in April 2010.

In August 2009, the contract on two remaining transponders of the IS-3R satellite expired (end of life of the satellite). We negotiated a new contract for the same transponder on the IS-905 satellite until August 31, 2015, for the distribution of our content in Europe.

In February 2012, we renewed the contract with Satélites Mexicanos, S.A. de C.V., or Satmex, on Satmex 5 until January 31, 2015. The new contract includes the full service migration to the new satellite, Satmex 8, which started operations in April 2013. On March 31, 2013, Solidaridad II satellite reached the end of its useful life and we migrated operations to Satmex 5 satellite.

On October 31, 2012, the contract on one of the three transponders of the Galaxy 16 satellite expired. In November 2012, we entered into a new contract with SES, S.A., or SES, for a new transponder on the AMC-9 satellite until October 31, 2017, as a replacement of the previous one.

In the third quarter of 2013, Sky entered into an agreement with DirecTV for the acquisition and launch of a satellite (SM1), which is expected to be in service in the fourth quarter of 2015. See Note 26 to our consolidated year-end financial statements.

With several new domestic and international satellites having been launched recently, and with several others scheduled for launch in the next few years, including those scheduled for launch by Intelsat, Satmex and SES, we believe that we will be able to secure satellite capacity to meet our needs in the future, although no assurance can be given in this regard.

Insurance. We maintain comprehensive insurance coverage for our offices, equipment and other property, subject to some limitations, that result from a business interruption due to natural disasters or other similar events. However, we do not maintain business interruption insurance for our DTH business in case of loss of satellite transmission.

Item 5. Operating and Financial Review and Prospects.

You should read the following discussion together with our consolidated year-end financial statements and the accompanying notes, which appear elsewhere in this annual report. This annual report contains forward-looking statements that reflect our plans, estimates and beliefs. Our actual results could differ materially from those discussed in these forward-looking statements. Factors that could cause or contribute to these differences include, but are not limited to, those discussed below and elsewhere in this annual report, particularly in Key Information Risk Factors . See Key Information Forward-Looking Statements for further discussion of the risks and uncertainties inherent in forward-looking statements. In addition to the other information in this annual report, investors should consider carefully the following discussion and the information set forth under Key Information Risk Factors before evaluating us and our business.

Preparation of Financial Statements

As required by regulations issued by *Comisión Nacional Bancaria y de Valores*, or the Mexican Banking and Securities Commission, for listed companies in Mexico, beginning on January 1, 2012, we discontinued using

Mexican Financial Reporting Standards (Mexican FRS) as issued by *Consejo Mexicano de Normas de Información Financiera*, or the Mexican Financial Reporting Standards Board (CINIF), and began using International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB) for financial reporting purposes.

Our consolidated financial statements as of December 31, 2013, 2012 and 2011, and for the years ended December 31, 2013, 2012 and 2011, are presented in accordance with IFRS as issued by the IASB. Through December 31, 2011, our consolidated financial statements were previously reported in accordance with Mexican FRS.

	Year Ended December 31,		
	2013	**2012**	**2011**
	(Millions of Pesos)(1)		
Net sales	Ps. 73,790.7	Ps. 69,290.4	Ps. 62,581.5
Cost of sales	39,602.4	36,795.9	33,486.0
Selling expenses	7,280.6	6,251.7	5,500.6
Administrative expenses	8,086.2	7,452.8	6,727.6
Other expense, net	83.1	650.4	593.6
Operating income	18,738.4	18,139.6	16,273.7
Finance income (expense), net	884.7	(3,350.5)	(4,641.0)
Share of loss of joint ventures and associates, net	5,659.9	666.6	449.3
Income taxes	3,729.0	4,053.4	3,226.1
Net income	10,234.2	10,069.1	7,957.3
Net income attributable to non-controlling interests	2,485.9	1,308.5	1,291.4
Net income attributable to stockholders of the Company	Ps. 7,748.3	Ps. 8,760.6	Ps. 6,665.9

(1) Certain data set forth in the table above may vary from the corresponding data set forth in our consolidated statements of income for the years ended December 31, 2013, 2012 and 2011 included in this annual report due to differences in rounding.

Results of Operations

For segment reporting purposes, our consolidated cost of sales, selling expenses and administrative expenses for the years ended December 31, 2013, 2012 and 2011 exclude corporate expenses and depreciation and amortization, which are presented as separate line items. The following table sets forth the reconciliation between our operating segment income and the consolidated operating income according to IFRS:

	Year Ended December 31,		
	2013	**2012**	**2011**
	(Millions of Pesos) (1)		
Net sales	Ps. 73,790.7	Ps. 69,290.4	Ps. 62,581.5
Cost of sales(2)	32,273.6	30,645.4	28,132.7
Selling expenses(2)	6,605.6	5,632.1	4,972.8
Administrative expenses(2)	5,051.1	4,599.4	4,104.6

Operating segment income	**29,860.4**	**28,413.5**	**25,371.4**
Corporate expenses	1,192.5	1,149.3	1,142.5
Depreciation and amortization	9,846.4	8,474.2	7,361.6
Other expense, net	83.1	650.4	593.6
Operating income	**Ps. 18,738.4**	**Ps. 18,139.6**	**Ps. 16,273.7**

(1) Certain data set forth in the table above may vary from the corresponding data set forth in our consolidated statements of income for the years ended December 31, 2013, 2012 and 2011 included in this annual report due to differences in rounding.

(2) Excluding corporate expenses and depreciation and amortization.

The following table sets forth our segment net sales data for the indicated periods as a percentage of total segment net sales:

	Year Ended December 31,(1)		
	2013	2012	2011
Segment Net Sales			
Content	45.0%	46.6%	48.1%
Publishing	4.3	4.9	5.0
Sky	21.4	20.5	19.5
Telecommunications	22.8	22.0	21.4
Other Businesses	6.5	6.0	6.0
Total segment net sales	100.%	100.0%	100.0%
Intersegment operations	(1.8)	(1.8)	(1.9)
Total consolidated net sales	98.2%	98.2%	98.1%

The following table sets forth our operating income as a percentage of our total consolidated net sales:

	Year Ended December 31,(1)		
	2013	2012	2011
Net Sales			
Cost of sales(2)	43.7%	44.2%	45.0%
Selling expenses(2)	9.0	8.1	7.9
Administrative expenses(2)	8.5	8.3	8.4
Depreciation and amortization	13.3	12.2	11.8
Other expense, net	0.1	1.0	0.9
Consolidated operating income	25.4	26.2	26.0
Total consolidated net sales	100.0%	100.0%	100.0%

(1) Certain segment data set forth in these tables may vary from the corresponding data set forth in our consolidated year-end financial statements due to differences in rounding. The segment net sales and total segment net sales data set forth in this annual report include sales from intersegment operations in all periods presented. See Note 25 to our consolidated year-end financial statements.

(2) Excluding depreciation and amortization.

Summary of Business Segment Results

The following tables set forth the net sales and operating segment income (loss) of each of our reportable business segments and intersegment sales, corporate expenses, depreciation and amortization and other expense, net for the years ended December 31, 2013, 2012 and 2011. Reportable segments are those that are based on our method of internal reporting to senior management for making operating decisions and evaluating performance of operating segments, and certain qualitative, grouping and quantitative criteria. As of December 31, 2013, we classified our operations into five business segments: Content, Publishing, Sky, Telecommunications, and Other Businesses.

	Year Ended December 31,		
	2013	2012	2011
	(Millions of Pesos)(1)		
Segment Net Sales			
Content	Ps. 33,817.6	Ps. 32,884.1	Ps. 30,685.6
Publishing	3,218.3	3,453.0	3,191.8
Sky	16,098.3	14,465.3	12,479.2
Telecommunications	17,138.8	15,570.4	13,635.4
Other Businesses	4,855.0	4,211.3	3,825.2
Total Segment Net Sales	75,128.0	70,584.1	63,817.2
Intersegment Operations	(1,337.3)	(1,293.7)	(1,235.7)
Total Consolidated Net Sales	Ps. 73,790.7	Ps. 69,290.4	Ps. 62,581.5
Operating Segment Income (Loss)			
Content	Ps. 15,566.0	Ps. 15,411.1	Ps. 14,480.7
Publishing	328,.9	447.6	454.7
Sky	7,340.5	6,558.0	5,789.8
Telecommunications	6,131.8	5,812.8	4,778.6
Other Businesses	493.2	184.0	(132.4)
Total Operating Segment Income(2)	29,860.4	28,413.5	25,371.4
Corporate Expenses(2)	(1,192.5)	(1,149.3)	(1,142.5)
Depreciation and Amortization(2)	(9,846.4)	(8,474.2)	(7,361.6)
Other Expense, net	(83.1)	(650.4)	(593.6)
Total Consolidated Operating Income(3)	Ps. 18,738.4	Ps. 18,139.6	Ps. 16,273.7

(1) Certain segment data set forth in these tables may vary from the corresponding data set forth in our consolidated year-end financial statements due to differences in rounding. The segment net sales and total segment net sales data set forth in this annual report include sales from intersegment operations in all periods presented. See Note 25 to our consolidated year-end financial statements.

(2) The total operating segment income data set forth in this annual report do not include corporate expenses or depreciation and amortization in any period presented, but are presented herein to facilitate the discussion of segment results.

(3)

Total consolidated operating income reflects corporate expenses, depreciation and amortization, and other expense, net, in the periods presented. See Note 25 to our consolidated year-end financial statements.

Seasonality

Our results of operations are seasonal. We typically recognize a disproportionately large percentage of our overall consolidated net sales (principally advertising) in the fourth quarter in connection with the holiday shopping season. For example, in 2013, 2012 and 2011, we recognized 29.1%, 28.6% and 29.2%, respectively, of our consolidated net sales in the fourth quarter of the year. Our costs, in contrast to our revenues, are more evenly incurred throughout the year and generally do not correlate to the amount of advertising sales.

Results of Operations for the Year Ended December 31, 2013

Compared to the Year Ended December 31, 2012

Total Segment Results

Net Sales

Net sales increased by Ps.4,500.3 million, or 6.5%, to Ps.73,790.7 million for the year ended December 31, 2013 from Ps.69,290.4 million for the year ended December 31, 2012. This increase was primarily attributable to strong revenue growth in our Sky and Telecommunications segments, and was partially offset by a revenue decrease in our Publishing segment.

Cost of Sales

Cost of sales increased by Ps.1,628.2 million, or 5.3%, to Ps.32,273.6 million for the year ended December 31, 2013 from Ps.30,645.4 million for the year ended December 31, 2012. This increase was due to higher costs principally in our Content, Sky and Telecommunications segments; these increases were partially offset by a decrease in cost in our Publishing segment.

Selling Expenses

Selling expenses increased by Ps.973.5 million, or 17.3%, to Ps.6,605.6 million for the year ended December 31, 2013 from Ps.5,632.1 million for the year ended December 31, 2012. This increase was attributable to higher selling expenses primarily in our Sky, Telecommunications and Content segments.

Administrative and Corporate Expenses

Administrative and corporate expenses increased by Ps.494.9 million, or 8.6%, to Ps.6,243.6 million for the year ended December 31, 2013 from Ps.5,748.7 million for the year ended December 31, 2012. The growth reflects an increase in administrative expenses principally in our Telecommunications and Sky segments. These increases include an increase of Ps.43.2 million, or 3.8%, in corporate expenses.

Content

At the beginning of 2012, we adjusted our segment reporting structure. Beginning with the first quarter of 2012, the results of our Television Broadcasting, Pay Television Networks and Programming Exports businesses, which were previously reported as separate segments, and the Internet business, which was previously reported as part of the Other Businesses segment, are reported as a single segment, Content. We categorize our sources of revenue in our Content segment as follows:

Advertising,

Network Subscription Revenue, and

Licensing and Syndication.

Given the cost structure of our Content segment, operating segment income is reported as a single line item.

The Advertising revenue is derived primarily from the sale of advertising time on our television broadcast operations, which include the production of television programming and nationwide broadcasting of Channels 2, 4, 5 and 9 (television networks), as well as the sale of advertising time on programs provided to pay television companies in Mexico and in our internet business, and the production of television programming and broadcasting for local television stations in Mexico and the United States. The broadcasting of television networks is performed by television repeater stations in Mexico which are wholly-owned, majority-owned or minority-owned by the Group or otherwise affiliated with our networks.

The Network Subscription revenue is derived from domestic and international programming services provided to independent cable television systems in Mexico and our direct-to-home (DTH) satellite and cable television businesses. These programming services for cable and pay-per-view television companies are provided in Mexico, other countries in Latin America, the United States and Europe. The programming services consist of both programming produced by us and programming produced by third parties.

The Licensing and Syndication revenue is derived from international program licensing and syndication fees. Our television programming is licensed and syndicated to customers abroad, including Univision.

The following table presents net sales and operating segment income in our Content segment, and the percentage of change when comparing 2013 with 2012:

	Year Ended December 31, 2013	2012	Change
	(Millions of Pesos)		(%)
Net Sales			
Advertising	Ps. 24,864.5	Ps. 23,935.9	3.9%
Network Subscription Revenue	3,263.6	3,189.2	2.3
Licensing and Syndication	5,689.5	5,759.0	(1.2)
Total Net Sales	**Ps. 33,817.6**	**Ps. 32,884.1**	**2.8%**
Operating Segment Income	**Ps. 15,566.0**	**Ps. 15,411.1**	**1.0%**

Content net sales, representing 45.0% and 46.6% of our total segment net sales for the years ended December 31, 2013 and 2012, respectively, increased by Ps.933.5 million, or 2.8%, to Ps.33,817.6 million for the year ended December 31, 2013 from Ps.32,884.1 million for the year ended December 31, 2012.

Advertising revenue increased by 3.9%. These results reflect higher advertising revenues in our television networks and pay-TV networks.

Network Subscription Revenue grew by 2.3% mainly as a result of the sustained addition of pay-TV subscribers in Mexico and, to a lesser extent, in other countries. We closed 2013 with 35.7 million subscribers, an increase of 7.5% from 2012. This effect was partially offset by the must-offer ruling that came into effect with the Telecom Reform and to a lesser extent a negative translation effect on foreign-currency-denominated sales. Among other measures, the Telecom Reform requires us to permit the retransmission of our broadcast signals and to allow such retransmission (without requiring our prior consent) in the same geographic coverage zone for free (subject to certain exceptions) and in a non-discriminatory manner in its entirety, simultaneously and without modifications by us, including advertising, and with the same quality of the broadcast signal without requiring our consent.

The decrease in Licensing and Syndication revenue of 1.2% is attributable to a decrease in sales to the rest of the world and lower coproduction revenues, and a negative translation effect on foreign-currency-denominated revenues. These negative effects were partially offset by an increase of 10.3% in royalties from Univision, from U.S.$247.6 million in 2012 to U.S.$273.2 million in 2013.

Content operating segment income increased by Ps.154.9 million, or 1.0%, to Ps.15,566.0 million for the year ended December 31, 2013 from Ps.15,411.1 million for the year ended December 31, 2012. The margin was 46.0%. These results reflect higher revenues, which were partially offset by the decrease in Licensing and Syndication revenue, the increase in production costs of special events, an increase in operating expenses related to higher employee costs and agency commissions, and a negative translation effect.

Advertising Rates and Sales

We sell commercial time in two ways: upfront and on a scatter basis. Advertisers that elect the upfront option lock in prices for the upcoming year, regardless of future price changes. Advertisers that choose the upfront option make annual prepayments, with cash or short-term notes, are charged the lowest rates for their commercial time, are given the highest priority in schedule placement, and are given a first option in advertising during special programs. Scatter advertisers, or advertisers who choose not to make upfront payments but rather advertise from time to time, risk both higher prices and lack of access to choice commercial time slots. We previously billed our advertising customers on a cost-per-rating-point basis based on audience share and ratings as published by IBOPE. Due to a June 2012 leak of confidential data related to the location of IBOPE s people meters, we no longer use IBOPE s statistical data, and we have been billing our advertising customers based on fixed pricing rather than on a cost-per-rating-point basis.

The Mexican government does not restrict our ability to set our advertising rates. In setting advertising rates and terms, we consider, among other factors, the likely effect of rate increases on the volume of advertising sales. We have historically been flexible in setting rates and terms for our television advertising. Nominal rate increases have traditionally varied across daytime hours, and the same price increases have not been implemented for all programs, with higher increases in certain programs as a result of high demand for advertising during certain hours.

During 2013 and 2012, we increased our nominal advertising rates. During prime time broadcasts, we sold an aggregate of 1,229 hours of advertising time in 2013 and 1,096 hours in 2012. During sign-on to sign-off hours, we sold 2,640 hours of advertising time in 2013 and 2,394 hours in 2012. Television broadcasting advertising time that is not sold to the public is primarily used to satisfy our legal obligation to the Mexican government to provide Official Television Broadcast Time and to promote, among other things, our products.

As of December 31, 2013 and 2012, we had received Ps.18,874.1 million and Ps.18,153.1 million, respectively, of advertising deposits for television advertising time during 2014 and 2013, respectively, representing approximately U.S.$1,443.5 million and U.S.$1,412.7 million, respectively, at the applicable year-end exchange rates. Approximately 60.4% and 62.9% of these deposits as of December 31, 2013 and 2012, respectively, were in the form of short-term, non-interest bearing notes, with the remainder in each of these years consisting of cash deposits. The weighted average maturity of these notes was 4.9 months at December 31, 2013 and 4.6 months at December 31, 2012.

Publishing

Publishing net sales are primarily derived from the sale of advertising pages in our various magazines, as well as magazine sales to distributors. Our Publishing segment sells advertising independently from our other media-related segments. Advertising rates are based on the publication and the assigned space of the advertisement.

Publishing net sales, representing 4.3% and 4.9% of our total segment net sales for the years ended December 31, 2013 and 2012, respectively, decreased by Ps.234.7 million, or 6.8%, to Ps.3,218.3 million for the year ended December 31, 2013 from Ps.3,453.0 million for the year ended December 31, 2012. The decrease is attributable to lower circulation and advertising revenues in Mexico and the rest of the world and a negative translation effect on foreign-currency-denominated sales. In 2013 Mexico-derived revenues represented 39.2% of Publishing net sales compared with 38.7% in 2012.

Publishing operating segment income decreased by Ps.118.7 million, or 26.5%, to Ps.328.9 million for the year ended December 31, 2013 from Ps.447.6 million for the year ended December 31, 2012. This decrease reflects lower sales and higher marketing expenses. This effect was partially offset by a decrease in paper, printing and editing costs and a positive translation effect on foreign-currency-denominated costs and expenses.

Sky

Sky net sales are primarily derived from program services, activation fees and equipment rental to subscribers, and national advertising sales.

Sky net sales, representing 21.4% and 20.5% of our total segment net sales for the years ended December 31, 2013 and 2012, respectively, increased by Ps.1,633.0 million, or 11.3%, to Ps.16,098.3 million for the year ended December 31, 2013 from Ps.14,465.3 million for the year ended December 31, 2012. The increase was driven by significant growth in the subscriber base of 862,030, which is attributable to the continued success of Sky s low-cost offering, the attractiveness of Sky s traditional pay-TV packages, and the increase in advertising revenues. As of December 31, 2013, the number of net active subscribers increased to 6,015,475 (including 168,063 commercial subscribers), compared with 5,153,445 (including 164,669 commercial subscribers) as of December 31, 2012. Sky closed 2013 with 203,076 subscribers in Central America and the Dominican Republic.

Sky operating segment income increased by Ps.782.5 million, or 11.9%, to Ps.7,340.5 million for the year ended December 31, 2013 from Ps.6,558.0 million for the year ended December 31, 2012. This increase reflects an increase in sales and lower programming costs. These effects were partially offset by higher costs and expenses inherent in the growth of the subscriber base, mainly in the lower-cost packages, and higher programming expenses related to special events.

Telecommunications

Telecommunications net sales are derived from the provision of telecommunication services, as well as advertising sales. Net sales relating to pay-TV services generally consist of monthly subscription fees for basic and premium service packages, fees charged for pay-per-view programming and, to a significantly lesser extent, monthly rental and one-time installation fees, broadband internet and telephone services subscription. Voice and data business derives revenues from providing data and long-distance services solutions to carriers and other telecommunications service providers through its fiber-optic network. Net sales relating to pay-TV advertising consist of revenues from the sale of advertising on Cablevisión, Cablemás and TVI. Rates are based on the day and time the advertising is aired, as well as the type of programming in which the advertising is aired. Pay-TV subscription and advertising rates are adjusted periodically in response to inflation and in accordance with market conditions.

Telecommunications net sales, representing 22.8% and 22.0% of our total segment net sales for the years ended December 31, 2013 and 2012, respectively, increased by Ps.1,568.4 million, or 10.1%, to Ps.17,138.8 million for the year ended December 31, 2013 from Ps.15,570.4 million for the year ended December 31, 2012. In the aggregate, the three telecommunications operations added 708,827 revenue generating units (RGUs) during 2013 as a result of the success of our competitive packages. Voice and data RGUs continued to be the main drivers of growth, increasing 21.4% and 27.6%, respectively, compared with 2012, while video RGUs increased by 8.1%.

Telecommunications operating segment income increased by Ps.319.0 million, or 5.5%, to Ps.6,131.8 million for the year ended December 31, 2013 from Ps.5,812.8 million for the year ended December 31, 2012. These results primarily reflect continued growth in the cable platforms, partially offset by the lower margin of Bestel and the increase in maintenance costs, personnel costs, and advertising spending during 2013.

The following table sets forth the breakdown of RGUs as of December 31, 2013 and 2012:

	Cablevisión		**Cablemás**		**TVI**	
	2013	**2012**	**2013**	**2012**	**2013**	**2012**
Video	867,525	787,054	1,185,090	1,147,007	442,697	374,733
Broadband (data)	666,464	509,137	705,202	567,247	295,122	229,720
Voice	415,023	318,927	347,609	302,197	153,295	133,178
RGUs	**1,949,012**	**1,615,118**	**2,237,901**	**2,016,451**	**891,114**	**737,631**

Other Businesses

Other Businesses net sales are primarily derived from the promotion of sports and special events in Mexico, the distribution of feature films, gaming, radio and publishing distribution.

Other Businesses net sales, representing 6.5% and 6.0% of our total segment net sales for the years ended December 31, 2013 and 2012, respectively, increased by Ps.643.7 million, or 15.3%, to Ps.4,855.0 million for the year ended December 31, 2013 from Ps.4,211.3 million for the year ended December 31, 2012. Businesses that performed well include feature-film distribution, soccer, radio, and gaming. The soccer business benefited from player related transactions, while the radio business saw an increase in advertising revenues. Finally, the feature-film distribution business distributed hits such as The Hunger Games: Catching Fire and Instructions Not Included.

Other Businesses operating segment income increased by Ps.309.2 million, or 168.0%, to Ps.493.2 million for the year ended December 31, 2013 from Ps.184.0 million for the year ended December 31, 2012. This increase reflects: (i) increases in the operating segment income of feature-film distribution, radio, and gaming; (ii) a shift from loss to income in our soccer business; and (iii) a reduced operating segment loss in our publishing distribution business.

New Segment Presentation in 2014

In April 2014, we adjusted our segment reporting. The Publishing business, which was previously presented as a separate reportable segment, was classified into the Other Businesses segment in the first quarter of 2014, since its operations were no longer significant to our consolidated financial statements taken as a whole. The prior year figures of the Other Businesses segment have been adjusted to present this new structure as follows:

	Year Ended December 31,		
	2013	2012	2011
	(Millions of Pesos)		
Net sales	Ps. 8,073.4	Ps. 7,664.2	Ps. 7,017.1
Operating segment income	822.0	631.6	322.4

Depreciation and Amortization

Depreciation and amortization expense increased by Ps.1,372.2 million, or 16.2%, to Ps.9,846.4 million for the year ended December 31, 2013 from Ps.8,474.2 million for the year ended December 31, 2012. This change primarily reflected an increase in such expense in our Sky and Telecommunications segments.

Other Expense, Net

Other expense, net, decreased by Ps.567.3 million, or 87.2%, to Ps.83.1 million for the year ended December 31, 2013, compared with Ps.650.4 million for the year ended December 31, 2012. This decrease primarily reflected other income from Univision in the amount of U.S.$30 million related to the release of certain carriage rights with DirecTV held by us in the United States, as well as a lower loss on disposition of property and equipment, and a reduction in expense related to financial advisory and professional services.

Other expense, net, for the year ended December 31, 2013 primarily included donations, financial advisory and professional services, and loss on disposition of property and equipment, which was partially offset by other income from Univision.

Non-operating Results

Finance Income or Expense, Net

Finance income or expense, net, significantly impacts our consolidated financial statements in periods of currency fluctuations. Under IFRS finance income or expense, net, reflects:

- interest expense;
- interest income;
- foreign exchange gain or loss attributable to monetary assets and liabilities denominated in foreign currencies; and

other finance expense, net, including gains or losses from derivative instruments.

Our foreign exchange position is affected by our assets or liabilities denominated in foreign currencies, primarily U.S. dollars. We record a foreign exchange gain or loss if the exchange rate of the Peso to the other currencies in which our monetary assets or liabilities are denominated varies.

Finance income, net, increased by Ps.4,235.2 million to Ps.884.7 million for the year ended December 31, 2013 from a finance expense of Ps.3,350.5 million for the year ended December 31, 2012. This increase primarily reflected (i) a Ps.4,994.6 million increase in other finance income, net, resulting primarily from a non-cash gain in fair value of our option to convert our investment in debentures issued by BMP, the controlling company of Univision, into shares of capital stock of BMP; and (ii) a Ps.85.7 million increase in interest income to Ps.1,130 million for the year ended December 31, 2013 from Ps.1,044.3 million for the year ended December 31, 2012, primarily attributable to a higher average amount of cash, cash equivalents and temporary investments during 2013. These favorable effects were partially offset by (i) a Ps.433.9 million increase in interest expense to Ps.4,803.2 million for the year ended December 31, 2013 from Ps.4,369.3 million for the year ended December 31, 2012, primarily due to a higher average principal amount of debt and finance lease obligations in 2013; and (ii) a Ps.411.2 million increase in foreign exchange loss to Ps.283.8 million in foreign exchange loss, net for the year ended December 31, 2013 from Ps.127.4 million in foreign exchange gain, net for the year ended December 31, 2012, resulting primarily from the effect of a 1.7% depreciation of the Peso against the U.S. dollar on our average net unhedged U.S. dollar liability position in 2013, compared to a 8.1% appreciation and a lower average net U.S. dollar liability position in 2012.

Share of Loss of Joint Ventures and Associates, Net

This line item reflects our equity participation in the operating results and net assets of unconsolidated businesses in which we maintain an interest, but which we do not control. We recognize equity in losses of joint ventures and associates up to the amount of our initial investment, subsequent capital contributions and long-term loans, or beyond that amount when guaranteed commitments have been made by us in respect of obligations incurred by joint ventures and associates.

Share of loss of joint ventures and associates, net, increased by Ps.4,993.3 million to Ps.5,659.9 million for the year ended December 31, 2013 from Ps.666.6 million for the year ended December 31, 2012. This increase primarily reflected a non-cash impairment adjustment to our net investment in GSF, our 50% joint venture in the Iusacell telecom business, as we determined that it will take a longer period to realize the projected benefits of our investment in GSF based on new industry regulations during 2013 and fair value calculations. This effect was partially offset by an increase in our share of income of BMP, the controlling company of Univision.

Income Taxes

Income taxes decreased by Ps.324.4 million, or 8%, to Ps.3,729.0 million for the year ended December 31, 2013 from Ps.4,053.4 million for the year ended December 31, 2012. This decrease primarily reflected a lower effective income tax rate.

The Mexican corporate income tax rate was 30% in each of the years 2013, 2012 and 2011. In accordance with the 2014 Tax Reform (as defined below), the corporate income tax rate will remain 30% in 2014 and thereafter.

In the last quarter of 2013, the Mexican Federal Congress approved a new tax reform (the 2014 Tax Reform), which became effective as of January 1, 2014. Among the tax reforms approved by the Mexican Federal Congress was the elimination of the tax consolidation regime allowed for Mexican controlling companies through December 31, 2013. See Note 23 to our consolidated year-end financial statements.

As a result of this change, beginning on January 1, 2014, we are no longer allowed to consolidate, for income tax purposes, income or loss of our Mexican subsidiaries up to 100% of our share ownership.

In December 2009, the Mexican government enacted certain amendments and changes to the Mexican Income Tax Law that became effective as of January 1, 2010 (the 2010 Mexican Tax Reform). These amendments and changes included, among other, the following provisions: (i) under certain circumstances, the deferred income tax benefit derived from tax consolidation of a parent company and its subsidiaries is limited to a period of five years; therefore, the resulting deferred income tax has to be paid starting in the sixth year following the fiscal year in which the deferred income tax benefit was received; and (ii) the payment of this tax has to be made in installments of 25% in the first and second year, 20% in the third year and 15% in the fourth and fifth year.

Through December 31, 2013, Mexican companies were subject to paying the greater of the Flat Rate Business Tax (*Impuesto Empresarial a Tasa Única* or IETU) or the income tax. As part of the 2014 Tax Reform, the IETU was eliminated for Mexican companies beginning on January 1, 2014. The IETU was calculated by applying a tax rate of 17.5%. Although the IETU was defined as a minimum tax, it had a wider taxable base as some of the tax deductions allowed for income tax purposes were not allowed for the IETU. Through December 31, 2013, we primarily paid regular income tax on a tax consolidated basis.

Net Income Attributable to Non-controlling Interests

Net income attributable to non-controlling interests reflects that portion of operating results attributable to the interests held by third parties in the businesses which are not wholly-owned by us, including Telecommunications and Sky segments, as well as our Radio business.

Net income attributable to non-controlling interests increased by Ps.1,177.4 million, or 90%, to Ps.2,485.9 million for the year ended December 31, 2013, from Ps.1,308.5 million from the year ended December 31, 2012. This increase primarily reflected a higher portion of net income attributable to non-controlling interests in our Telecommunications and Sky segments. This increase resulted primarily from the recognition of deferred income tax assets, which included a benefit from tax loss carryforwards related to these segments in connection with the recently enacted 2014 Tax Reform.

Net Income Attributable to Stockholders of the Company

We generated net income attributable to stockholders of the Company in the amount of Ps.7,748.3 million for the year ended December 31, 2013, as compared to Ps.8,760.6 million for the year ended December 31, 2012. The net decrease of Ps.1,012.3 million reflected:

- a Ps.4,993.3 million increase in share of loss of joint ventures and associates, net; and

- a Ps.1,177.4 million increase in net income attributable to non-controlling interests.

These changes were partially offset by:

- a Ps.598.8 million increase in operating income;

- a Ps.4,235.2 million decrease in finance expense, net; and

- a Ps.324.4 million decrease in income taxes.

Results of Operations for the Year Ended December 31, 2012

Compared to the Year Ended December 31, 2011

Total Segment Results

Net Sales

Net sales increased by Ps.6,708.9 million, or 10.7%, to Ps.69,290.4 million for the year ended December 31, 2012 from Ps.62,581.5 million for the year ended December 31, 2011. While all of our segments recorded revenue increases, the increase in consolidated net sales was principally attributable to strong revenue growth in our Content (in particular Network Subscription Revenue and Licensing and Syndication), Telecommunications and Sky segments.

Cost of Sales

Cost of sales increased by Ps.2,512.7 million, or 8.9%, to Ps.30,645.4 million for the year ended December 31, 2012 from Ps.28,132.7 million for the year ended December 31, 2011. This increase was due to higher costs in all of our segments, principally in our Content, Sky and Telecommunications segments.

Selling Expenses

Selling expenses increased by Ps.659.3 million, or 13.3%, to Ps.5,632.1 million for the year ended December 31, 2012 from Ps.4,972.8 million for the year ended December 31, 2011. This increase was attributable to higher selling expenses in our Telecommunications, Sky, Publishing and Content segments. These increases were partially offset by a decrease in selling expenses in our Other Businesses segment.

Administrative and Corporate Expenses

Administrative and corporate expenses increased by Ps.501.6 million, or 9.6%, to Ps.5,748.7 million for the year ended December 31, 2012 from Ps.5,247.1 million for the year ended December 31, 2011. The growth reflects increased administrative expenses in all of our segments, principally in our Telecommunications and Sky segments. These increases were partially offset by a decrease in share-based compensation expense, that was accounted for as corporate expense, which amounted to approximately Ps.632.5 million in 2012, compared with Ps.653.2 million in 2011.

Content

The following table presents net sales and operating segment income in our Content segment, and the percentage of change when comparing 2012 with 2011:

	Year Ended December 31, 2012	2011	Change
	(Millions of Pesos)		(%)
Net Sales:	**Ps. 32,884.1**	**Ps. 30,685.6**	**7.2%**
Advertising	23,935.9	23,206.1	3.1
Network Subscription Revenue	3,189.2	2,590.8	23.1
Licensing and Syndication	5,759.0	4,888.7	17.8
Operating Segment Income	**Ps. 15,411.1**	**Ps. 14,480.7**	**6.4%**

Advertising revenue increased by 3.1%. These results reflect higher advertising revenues, in particular in our pay-TV platforms, which were partially offset by the effects of the electoral period during the second quarter of 2012, when we were required under Mexican law to transmit free of charge promotional spots for the various candidates across all of our networks. See Information on the Company Business Overview Business Strategy Maintaining our Leading Position in the Mexican Television Market Advertising Sales Plan .

Network Subscription Revenue grew by 23.1% mainly as a result of the sustained addition of pay-TV subscribers in Mexico and, to a lesser extent, in other countries. We closed 2012 with 33.2 million subscribers carrying an average of 5.9 networks compared with 29.6 million subscribers carrying an average of 5.5 networks at the end of 2011. These results also include a positive translation effect on foreign-currency-denominated sales.

The increase in Licensing and Syndication revenue of 17.8% is attributable to (i) an increase in royalties from Univision, from U.S.$224.9 million in 2011 to U.S.$247.6 million in 2012; (ii) an increase in sales to the rest of the world, principally in Latin America; and (iii) a positive translation effect on foreign-currency-denominated revenues in the amount of Ps.180.8 million.

Content operating segment income increased by Ps.930.4 million, or 6.4%, to Ps.15,411.1 million for the year ended December 31, 2012 from Ps.14,480.7 million for the year ended December 31, 2011. These results reflect higher revenues which were partially offset by (i) the increase in production costs due to the coverage of the 2012 Olympics and the amortization expenses related to movies and TV series; (ii) a negative translation effect on foreign-currency-denominated costs and expenses; and (iii) an increase in operating expenses related to higher employee costs and agency commissions.

Publishing

Publishing net sales increased by Ps.261.2 million, or 8.2%, to Ps.3,453.0 million for the year ended December 31, 2012 from Ps.3,191.8 million for the year ended December 31, 2011. This increase reflects (i) the increase in circulation and advertising revenue in Mexico and abroad; and (ii) a positive translation effect on foreign-currency-denominated sales. In 2012, Mexico-derived revenues represented 38.7% of Publishing net sales compared with 40.8% in 2011.

Publishing operating segment income decreased by Ps.7.1 million, or 1.6%, to Ps.447.6 million for the year ended December 31, 2012 from Ps.454.7 million for the year ended December 31, 2011. This decrease reflects higher editorial, paper and printing costs, an increase in personnel and promotion expenses (driven by the launch of new titles), an increase in the provision for doubtful trade accounts and a negative translation effect on foreign-currency-denominated costs and expenses. This was partially offset by the increase in Publishing net sales.

Sky

Sky net sales increased by Ps.1,986.1 million, or 15.9%, to Ps.14,465.3 million for the year ended December 31, 2012 from Ps.12,479.2 million for the year ended December 31, 2011. This increase was driven by significant growth in the subscriber base of more than 1.1 million subscribers, which is mainly attributable to the continued success of Sky s low-cost offerings, and an increase in pay-per-view revenues. As of December 31, 2012, the number of net active subscribers increased to 5,153,445 (including 164,669 commercial subscribers), compared with 4,008,374 (including 157,646 commercial subscribers) as of December 31, 2011. Sky closed 2012 with 182,415 subscribers in Central America and the Dominican Republic, compared with 159,393 subscribers at the end of 2011.

Sky operating segment income increased by Ps.768.2 million, or 13.3%, to Ps.6,558.0 million for the year ended December 31, 2012 from Ps.5,789.8 million for the year ended December 31, 2011. These results reflect an increase in Sky net sales, which was partially offset by higher costs and expenses resulting from the growth of the subscriber base, mainly in the lower-cost packages.

Telecommunications

Telecommunications net sales increased by Ps.1,935.0 million, or 14.2%, to Ps.15,570.4 million for the year ended December 31, 2012 from Ps.13,635.4 million for the year ended December 31, 2011. This increase was primarily due to the combined results of Cablevisión, Cablemás and TVI, which in the aggregate added 469,880 revenue generating units (RGUs) during 2012 as a result of the success of our competitive packages. Voice and data RGUs continued to be the main drivers of growth, growing 16.1% and 22.5%, respectively, compared with 2011, while video RGUs increased by 5.8%.

Telecommunications operating segment income increased by Ps.1,034.2 million, or 21.6%, to Ps.5,812.8 million for the year ended December 31, 2012 from Ps.4,778.6 million for the year ended December 31, 2011. These results reflect continued growth in each of Cablevisión, Cablemás and TVI, and improved operating margins at Bestel. These favorable factors were partially offset by an increase in personnel costs and advertising spending during the year.

The following table sets forth the breakdown of RGUs as of December 31, 2011 and 2012:

	Cablevisión		**Cablemás**		**TVI**	
	2012	**2011**	**2012**	**2011**	**2012**	**2011**
Video	787,054	727,235	1,147,007	1,085,173	374,733	370,411
Broadband (data)	509,137	408,408	567,247	466,827	229,720	191,406
Voice	318,927	251,340	302,197	266,160	133,178	132,360
RGUs	**1,615,118**	**1,386,983**	**2,016,451**	**1,818,160**	**737,631**	**694,177**

Other Businesses

Other Businesses net sales increased by Ps.386.1 million, or 10.1%, to Ps.4,211.3 million for the year ended December 31, 2012 from Ps.3,825.2 million for the year ended December 31, 2011. Businesses that performed well include feature-film distribution, radio, and gaming. The results of the gaming business were driven by the increase in promotions and the introduction of new gaming machines. The radio business benefited from an increase in advertising revenues. Finally, the feature-film distribution business distributed hits such as The Hunger Games and The Woman in Black . These increases were partially offset by a decrease in net sales in our publishing distribution business, driven by the termination of operations in Chile.

Other Businesses operating segment income was Ps.184.0 million, for the year ended December 31, 2012 compared with a loss of Ps.132.4 million for the year ended December 31, 2011. This change reflects increases in the operating segment income of our radio and gaming businesses; a shift from loss to income in our feature-film distribution business; and a smaller operating segment loss in our soccer business. These positive effects were partially offset by an increase in the operating loss of our publishing distribution business.

Depreciation and Amortization

Depreciation and amortization expense increased by Ps.1,112.6 million, or 15.1%, to Ps.8,474.2 million for the year ended December 31, 2012 from Ps.7,361.6 million for the year ended December 31, 2011. This change primarily reflected an increase in such expense in our Telecommunications, Sky and Content segments.

Other Expense, Net

Other expense, net, increased by Ps.56.8 million, or 9.6%, to Ps.650.4 million for the year ended December 31, 2012, compared with Ps.593.6 million for the year ended December 31, 2011. The increase primarily reflected a higher loss on disposition of property and equipment, and an increase in other expense related to financial advisory and professional services.

Other expense, net, for the year ended December 31, 2012 included, primarily, loss on disposition of property and equipment, financial advisory and professional services, and donations.

Non-operating Results

Finance Expense, Net

Finance expense, net, significantly impacts our consolidated financial statements in periods of currency fluctuations. Under IFRS finance expense, net, includes:

- interest expense;
- interest income;
- foreign exchange gain or loss attributable to monetary assets and liabilities denominated in foreign currencies; and
- other finance expense, net, including gains or losses from derivative instruments.

Our foreign exchange position is affected by our assets or liabilities denominated in foreign currencies, primarily U.S. Dollars. We record a foreign exchange gain or loss if the exchange rate of the Peso to the other currencies in which our monetary assets or liabilities are denominated varies.

Finance expense, net, decreased by Ps.1,290.5 million, or 27.8%, to Ps.3,350.5 million for the year ended December 31, 2012 from Ps.4,641.0 million for the year ended December 31, 2011. This decrease reflected primarily (i) a Ps.841.0 million favorable effect resulting from a foreign exchange gain for the year ended December 31, 2012 of Ps.127.4 million compared with a foreign exchange loss for the year ended December 31, 2011 of Ps.713.6 million in connection with a 8.1% appreciation of the Peso against the U.S. Dollar on our average net U.S. Dollar unhedged liability position during 2012 compared with a 13.1% depreciation effect on our average net U.S. Dollar unhedged liability position during 2011; and (ii) a Ps.746.5 million decrease in other finance expense, net, to Ps.152.9 million in 2012 compared with Ps.899.4 million in 2011 primarily in connection with an upward adjustment in the fair value of our investment in BMP convertible debentures in 2012, which was partially offset by an unfavorable change in the fair value of our investment in GSF convertible debentures that were converted into shares of GSF in June 2012. These favorable variances were offset by a Ps.194.8 million increase in interest expense, to Ps.4,369.3 million in 2012 compared with Ps.4,174.5 million in 2011, due primarily to a higher average principal amount of total debt during 2012, and a Ps.102.2 million decrease in interest income to Ps.1,044.3 million in 2012 compared with Ps.1,146.5 million in 2011 primarily attributable to a lower average amount of cash and cash equivalents and temporary investments in 2012.

Share of Loss of Joint Ventures and Associates, Net

This line item reflects our equity participation in the operating results and net assets of unconsolidated businesses in which we maintain an interest, but which we do not control. We recognize equity in loss of joint ventures and associates up to the amount of our initial investment, subsequent capital contributions and long-term loans, or beyond that amount when guaranteed commitments have been made by us in respect of obligations incurred by joint ventures and associates.

Share of loss of joint ventures and associates, net, increased by Ps.217.3 million, or 48.4%, to Ps.666.6 million in 2012 from Ps.449.3 million in 2011. This increase mainly reflected our share of loss of GSF, the parent company of Iusacell, in which we hold a 50.0% joint interest since June 2012, which was partially offset by the absence in 2012 of share of loss of La Sexta, a free-to-air television channel in Spain, in connection with the exchange for our 40.8% interest in La Sexta for a 14.5% participation in Imagina in first quarter of 2012. Imagina is a significant provider of content and audiovisual services for the media and entertainment industry in Spain, and our investment in this company was recognized as an equity financial instrument.

Income Taxes

Income taxes increased by Ps.827.3 million, or 25.6%, to Ps.4,053.4 million in 2012 compared with Ps.3,226.1 million in 2011. This increase primarily reflected a higher income tax base.

We are authorized by the Mexican tax authorities to compute our income tax on a consolidated basis. Mexican controlling companies are allowed to consolidate, for income tax purposes, income or losses of their Mexican subsidiaries up to 100% of their share ownership in such subsidiaries.

The Mexican corporate income tax rate was 30% in each of the years 2011 and 2012.

The Flat Rate Business Tax (*Impuesto Empresarial a Tasa Única* or IETU) became effective in Mexico as of January 1, 2008. This flat tax replaced Mexico s asset tax and is applied along with Mexico s regular income tax. In general, Mexican companies are required to pay the greater of the IETU or the regular income tax. The IETU is calculated by applying a tax rate of 17.5%. Although the IETU is defined as a minimum tax it has a wider taxable base as many of the tax deductions allowed for income tax purposes are not allowed for the IETU. As of December 31, 2012, we expect to pay primarily the regular income tax in the near future on a tax consolidated basis.

In December 2009, the Mexican government enacted certain amendments to the Mexican Income Tax Law that became effective as of January 1, 2010. These amendments included: (i) the deferred income tax benefit derived from tax consolidation of a parent company and its subsidiaries is limited to a period of five years; therefore, the resulting deferred income tax has to be paid starting in the sixth year following the fiscal year in which the deferred income tax benefit was received; and (ii) the payment of this income tax has to be made in installments of 25% in the first and second year, 20% in the third year, and 15% in the fourth and fifth year. See Key Information Risk Factors Risk Factors Related to Mexico Existing Mexican Laws and Regulations or Changes Thereto or the Imposition of New Ones May Negatively Affect Our Operations and Revenue .

Net Income Attributable to Non-controlling Interests

Net income attributable to non-controlling interest reflects the portion of operating results attributable to the interests held by third parties in those of our businesses that are not wholly-owned by us, including our Telecommunications and Sky segments, as well as our Radio business.

Net income attributable to non-controlling interests increased by Ps.17.1 million, or 1.3 %, to Ps.1,308.5 million in 2012, compared with Ps.1,291.4 million in 2011. This increase primarily reflected a higher portion of net income attributable to non-controlling interests in our Telecommunications segment, which was partially offset by a lower portion of net income attributable to non-controlling interests in our Sky segment.

Net Income Attributable to Stockholders of the Company

We generated net income attributable to stockholders of the Company in the amount of Ps.8,760.6 million in 2012, as compared to Ps.6,665.9 million in 2011. The net increase of Ps.2,094.7 million reflected:

- a Ps.1,865.9 million increase in operating income; and

- a Ps.1,290.5 million decrease in finance expense, net.

These changes were partially offset by:

- a Ps.217.3 million increase in share of loss of joint ventures and associates, net;

- a Ps.827.3 million increase in income taxes; and

- a Ps.17.1 million increase in net income attributable to non-controlling interests.

Effects of Depreciation and Inflation

The following table sets forth, for the periods indicated:

- the percentage that the Peso depreciated or appreciated against the U.S. Dollar;
- the Mexican inflation rate;
- the U.S. inflation rate; and
- the percentage change in Mexican GDP compared to the prior period.

	Year Ended December 31,		
	2013	**2012**	**2011**
Depreciation (appreciation) of the Peso as compared to the U.S. Dollar(1)	1.7%	(8.1%)	13.1%
Mexican inflation rate(2)	4.0	3.6	3.8
U.S. inflation rate	1.5	1.7	2.9
Increase in Mexican GDP(3)	1.1	3.9	4.0

(1) Based on changes in the Interbank Rates, as reported by Banamex, at the end of each period, which were as follows: Ps.12.3576 per U.S. Dollar as of December 31, 2010; Ps.13.9785 per U.S. Dollar as of December 31, 2011; Ps.12.85 per U.S. Dollar as of December 31, 2012; and Ps.13.0750 per U.S. Dollar as of December 31, 2013.

(2) Based on changes in the NCPI from the previous period, as reported by the Mexican Central Bank, which were as follows: 99.7 in 2010; 103.5 in 2011; 107.2 in 2012; and 111.5 in 2013.

(3) As reported by the *Instituto Nacional de Estadística, Geografía e Informática,* or INEGI, and, in the case of GDP information for 2013, as estimated by INEGI.

The general condition of the Mexican economy, the depreciation of the Peso as compared to the U.S. Dollar, inflation and high interest rates have in the past adversely affected, and may in the future adversely affect, our:

- Advertising and Other Revenues. Inflation in Mexico adversely affects consumers. As a result, our advertising customers may purchase less advertising, which would reduce our advertising revenues, and consumers may reduce expenditures for our other products and services, including pay-TV services.

- Foreign Currency-Denominated Revenues and Operating Costs and Expenses. We have substantial operating costs and expenses denominated in foreign currencies, primarily in U.S. Dollars. These costs are principally due to our activities in the United States, the costs of foreign-produced programming and publishing supplies and the leasing of satellite transponders. The following table sets forth our foreign currency-denominated revenues and operating costs and expenses stated in millions of U.S. Dollars for 2013, 2012 and 2011:

	Year Ended December 31,		
	2013	**2012**	**2011**
		(Millions of U.S. Dollars)	
Revenues	U.S.$ 934	U.S.$ 887	U.S.$ 836
Operating costs and expenses	647	592	626

On a consolidated basis, in 2013, 2012 and 2011, our foreign-currency-denominated costs and expenses did not exceed our foreign-currency-denominated revenues but there can be no assurance that they will continue not to do so in the future. As a result, we will continue to remain vulnerable to future depreciation of the Peso, which would increase the Peso equivalent of our foreign-currency-denominated costs and expenses.

Finance Expense, Net. The depreciation of the Peso as compared to the U.S. Dollar generates foreign exchange losses relating to our net U.S. Dollar-denominated liabilities and increases the Peso equivalent of our interest expense on our U.S. Dollar-denominated indebtedness. Foreign exchange losses, derivatives used to hedge foreign exchange risk and increased interest expense increase our finance expense, net.

We have also entered into and will continue to consider entering into additional financial instruments to hedge against Peso depreciation and reduce our overall exposure to the depreciation of the Peso as compared to the U.S. Dollar, inflation and high interest rates. We cannot assure you that we will be able to enter into financial instruments to protect ourselves from the effects of the depreciation of the Peso as compared to the U.S. Dollar, inflation and increases in interest rates, or if so, on favorable terms. In the past, we have designated, and from time to time in the future we may designate, certain of our investments or other assets as effective hedges against Peso depreciations. See Key Information Risk Factors Risk Factors Related to Mexico , Quantitative and Qualitative Disclosures About Market Risk Market Risk Disclosures and Note 9 to our consolidated year-end financial statements.

IFRS

As required by regulations issued by the Mexican Banking and Securities Commission for listed companies in Mexico, beginning on January 1, 2012, we discontinued using Mexican FRS as issued by the Mexican Financial Reporting Standards Board and began using IFRS as issued by the IASB for financial reporting purposes.

Our consolidated financial information as of December 31, 2013 and 2012 and for the years ended December 31, 2013, 2012 and 2011, was prepared in accordance with IFRS as issued by the IASB.

New and Amended IFRS Adopted in 2013

The following standards have been adopted by us for the first time for the annual period starting on or after January 1, 2013: IAS 19 *Employee Benefits* (as amended in 2011); IAS 28 *Investments in Associates* and *Joint Ventures* (as amended in 2011); IFRS 10 *Consolidated Financial Statements*; IFRS 11 *Joint Arrangements*; IFRS 12 *Disclosures of Interests in Other Entities*; and IFRS 13 *Fair Value Measurement*. The application of these standards did not have a significant impact on our consolidated financial statements in accordance with IFRS.

New and Amended IFRS not yet Adopted

As described in Note 2(a) to our consolidated year-end financial statements, as of January 1, 2012, we adopted IFRS for the preparation of our consolidated financial statements. Below is a list of the new and amended standards that have been issued by the IASB and are effective for annual periods starting on or after January 1, 2014, as well as those that are effective for subsequent periods. We have evaluated the potential impact of these pronouncements and concluded that they are not expected to have a significant impact on our consolidated financial statements in accordance with IFRS.

New or Amended Standard	Content	Effective for Annual Periods Beginning On or After
IAS 36 (amended in May 2013)	Recoverable Amount Disclosures for Non-Financial Assets	January 1, 2014
IAS 39 (amended in June 2013)	Novation of Derivatives and Continuation of Hedge Accounting	January 1, 2014
IFRS 9	Financial Instruments	January 1, 2018
IFRIC 21	Levies	January 1, 2014

Annual Improvements to IFRSs	2010-2012 Cycle	July 1, 2014
Annual Improvements to IFRSs	2011-2013 Cycle	July 1, 2014
IFRS 14	Regulatory Deferral Accounts	January 1, 2016

IAS 36 *Impairment of Assets* (as amended in May 2013) removed certain disclosures of the recoverable amount of cash generating units, which had been included in IAS 36 *Impairment of Assets* by the issue of IFRS 13 *Fair Value Measurement*.

IAS 39 *Financial Instruments: Recognition and Measurement* (as amended in June 2013) allows hedge accounting to continue in a situation where a derivative, which has been designated as a hedging instrument, is novated to effect clearing with a central counterparty as a result of laws or regulation, if specific conditions are met. In this context, a novation indicates that parties to a contract agree to replace their original counterparty with a new one.

IFRS 9 *Financial Instruments* (IFRS 9) addresses the classification, measurement and recognition of financial assets and financial liabilities. IFRS 9 was issued in November 2009 and October 2010. It replaces the parts of IAS 39 *Financial Instruments: Recognition and Measurement* (IAS 39) that relate to the classification and measurement of financial instruments. IFRS 9 requires financial assets to be classified into two measurement categories: those measured at amortized cost and those measured at fair value. The determination is made at initial recognition. The basis of classification depends on the entity s business model for managing its financial instruments and the contractual cash flow characteristics of the financial asset. The guidance in IAS 39 on impairment of financial assets and hedge accounting continues to apply. For financial liabilities, this standard retains most of the IAS 39 requirements. The main change is that, in cases where the fair value option is taken for financial liabilities, the part of a fair value change due to an entity s own credit risk is recorded in other comprehensive income rather than the income statement, unless this creates an accounting mismatch. Some amendments to IFRS 9 and IFRS 7 *Financial Instruments: Disclosures* (IFRS 7) were issued in December 2011. These amendments to IFRS 9 modify the mandatory effective date of this standard and the relief from restating prior periods, and also add transition disclosures to IFRS 7 that are required to be applied when IFRS 9 is first applied.

IFRIC 21 *Levies* was issued in May 2013 as an interpretation of IAS 37, *Provisions, contingent liabilities and contingent assets* (IAS 37), on the accounting for levies imposed by governments. IAS 37 sets out criteria for the recognition of a liability, one of which is the requirement for the entity to have a present obligation as a result of a past event (known as an obligating event). The interpretation clarifies that the obligating event that give rise to a liability to pay a levy is the activity described in the relevant legislation that triggers the payment of the levy.

Annual Improvements to IFRSs 2010-2012 Cycle and *Annual Improvements to IFRSs 2011-2013 Cycle* were published in December 2013 and set out amendments to certain IFRSs. These amendments result from proposals made during the IASB s Annual Improvements process, which provides a vehicle for making non-urgent but necessary amendments to IFRSs. The IFRSs amended and the topics addressed by these amendments are as follows:

Annual Improvements	**Subject of Amendment**
2010-2012 Cycle:	
IFRS 2 *Share-based Payment*	Definition of vesting condition
IFRS 3 *Business Combinations*	Accounting for contingent consideration in a business combination
IFRS 8 *Operating Segments*	Aggregation of operating segments. Reconciliation of the total of the reportable segments assets to the entity s assets
IFRS 13 *Fair Value Measurement*	Short-term receivables and payables
IAS 16 *Property, Plant and Equipment*	Revaluation method proportionate restatement of accumulated depreciation
IAS 24 *Related Party Disclosures*	Key management personnel
IAS 38 *Intangible Assets*	Revaluation method proportionate restatement of accumulated amortization
2011-2013 Cycle:	
IFRS 1 *First-time Adoption of IFRSs*	Meaning of effective IFRSs
IFRS 3 *Business Combinations*	Scope exceptions for joint ventures
IFRS 13 *Fair Value Measurement*	Scope of paragraph 52 (portfolio exception)
IAS 40 *Investment property*	Clarifying the interrelationship between IFRS 3 and IAS 40 when classifying property as investment property or owner-occupied property investment property or owner-occupied property

IFRS 14 *Regulatory Deferral Accounts* (IFRS 14) enhances the comparability of financial reporting by entities that are engaged in rate-regulated activities. IFRS 14 was issued in January 2014 as an interim standard and does not provide any specific guidance for rate-regulated activities, which are subject to a comprehensive project being developed by the IASB. IFRS 14 is intended for first-time adopters of IFRSs, and an entity that already presents IFRS financial statements is not eligible to apply this standard.

Critical Accounting Policies

We have identified certain key accounting policies upon which our consolidated financial condition and results of operations are dependent. The application of these key accounting policies often involves complex considerations and assumptions and the making of subjective judgments or decisions on the part of our management. In the opinion of our management, our most critical accounting policies under IFRS are those related to the accounting for programming, investments in joint ventures and associates, the evaluation of definite lived and indefinite lived long-lived assets, deferred income taxes, and fair value measurements. For a full description of these and other accounting policies, see Note 2 to our consolidated year-end financial statements.

Accounting for Programming. We produce a significant portion of programming for initial broadcast over our television networks in Mexico, our primary market. Following the initial broadcast of this programming, we license some of this programming for broadcast in secondary markets, such as Mexico, the United States, Latin America, Asia, Europe and Africa. Under IFRS, in order to properly capitalize and subsequently amortize production costs related to this programming, we must estimate the expected future benefit period over which a given program will generate revenues (generally, over a five-year period). We then amortize the production costs related to a given program over the expected future benefit period. Under this policy, we generally expense approximately 70% of the production costs related to a given program in its initial broadcast run and defer and expense the remaining production costs over the remainder of the expected future benefit period (see Note 2 (g) to our consolidated year-end financial statements).

We estimate the expected future benefit periods based on past historical revenue patterns for similar types of programming and any potential future events, such as new outlets through which we can exploit or distribute our programming, including our consolidated subsidiaries and equity investees. To the extent that a given future expected benefit period is shorter than the estimate, we may have to accelerate capitalized production costs sooner than anticipated. Conversely, to the extent that a given future expected benefit period is longer than the estimate, we may have to extend the amortization schedule for the remaining capitalized production costs.

We also purchase programming from, and enter into license arrangements with, various third party programming producers and providers, pursuant to which we receive the rights to broadcast programming produced by third parties over our television networks in Mexico. In the case of programming acquired from third parties, we estimate the expected future benefit period based on the anticipated number of showings in Mexico. In the case of programming licensed from third parties, we estimate the expected future benefit period based upon the term of the license. To the extent that a given future expected benefit period is shorter than the estimate, we may have to accelerate the purchase price or the license fee sooner than anticipated. Conversely, to the extent that a given future expected benefit period is longer than the estimate, we may have to extend the amortization schedule for the remaining portion of the purchase price or the license fee.

Investments in Joint Ventures and Associates. Some of our investments are structured as investments in joint ventures and associates (see Notes 2 (c) and 10 to our consolidated year-end financial statements). As a result, the results of operations attributable to these investments are not consolidated with the results of our various segments for financial reporting purposes, but are reported as share of income or loss of joint ventures and associates in the consolidated statement of income (see Note 10 to our consolidated year-end financial statements).

In the past, we have made significant capital contributions and loans to our joint ventures and associates, and we may in the future make additional capital contributions and loans to at least some of our joint ventures. In the past, these ventures have generated, and they may continue to generate, operating losses and negative cash flows as they continue to build and expand their respective businesses.

We periodically evaluate our investments in these joint ventures and associates for impairment, taking into consideration the performance of these ventures as compared to projections related to net sales, expenditures, strategic plans and future required cash contributions, among other factors. In doing so, we evaluate whether any declines in value are other than temporary. We have taken impairment charges in the past for some of these investments. Given the dynamic environments in which these businesses operate, as well as changing macroeconomic conditions, there can be no assurance that our future evaluations will not result in recognizing additional impairment charges for these investments.

Once the carrying balance of a given investment is reduced to zero, we evaluate whether we should suspend the equity method of accounting, taking into consideration both quantitative and qualitative factors, such as long-term loans and guarantees we have provided to these joint ventures and associates, future funding commitments and expectations as to the viability of the business. These conditions may change from year to year, and accordingly, we periodically evaluate whether to continue to account for our various investments under the equity method.

Goodwill and Other Indefinite-lived Intangible Assets. Goodwill and other intangible assets with indefinite useful lives are reviewed for impairment at least annually. When an impairment test is performed, the recoverable amount is assessed by reference to the higher of the net present value of the expected future cash flows (value in use) of the relevant cash generating unit and the fair value less cost to sell.

The recoverable amount of cash generating units has been determined based on value in use calculations. These calculations require the use of estimates, including management s expectations of future revenue growth, operating costs, profit margins and operating cash flows for each cash-generating unit.

During 2013, we recorded impairments for goodwill and other indefinite-lived intangible assets related to our joint venture investment in capital stock of GSF, and our Publishing segment (see Notes 10 and 12 to our consolidated year-end financial statements).

We did not record any goodwill impairments in 2012 and 2011.

Long-lived Assets. We present certain long-lived assets other than goodwill and indefinite-lived intangible assets in our consolidated statement of financial position. Long-lived assets are tested for impairment whenever events or changes in circumstances indicate that the carrying value of an asset may no longer be recoverable. An impairment loss is recognized for the amount by which the asset s carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset s fair value less costs to sell and value in use. Recoverability is analyzed based on projected cash flows. Estimates of future cash flows involve considerable management judgment. These estimates are based on historical data, future revenue growth, anticipated market conditions, management plans, and assumptions regarding projected rates of inflation and currency fluctuations, among other factors. If these assumptions are not correct, we would have to recognize a write-off or write-down or accelerate the amortization schedule related to the carrying value of these assets (see Notes 2(l), 12 and 21 to our consolidated year-end financial statements). We have not recorded any significant impairment charges over the past few years.

Deferred Income Taxes. We record our deferred tax assets based on the likelihood that these assets are realized in the future. This likelihood is assessed by taking into consideration the future taxable income. In the event we were to determine that we would be able to realize our deferred tax assets in the future in excess of the net recorded amount, an adjustment to the deferred tax asset would increase income in the period such determination was made. Should we determine that we would not be able to realize all or part of our net deferred tax asset in the future, an adjustment to the deferred tax asset would be charged to income in the period such determination was made.

Financial Assets and Liabilities Measured at Fair Value. We have a significant amount of financial assets and liabilities which are measured at fair value on a recurring basis. The degree of management s judgment involved in determining the fair value of a financial asset and liability varies depending upon the availability of quoted market prices. When observable quoted market prices exist, we use those prices as the fair value estimate. To the extent such quoted market prices do not exist, management uses other means to determine fair value.

Financial assets and liabilities measured at fair value as of December 31, 2013, 2012 and 2011 (in thousands of Pesos):

	Balance as of December 31, 2013	Quoted Prices in Active Markets for Identical Assets (Level 1)	Internal Models with Significant Observable Inputs (Level 2)	Internal Models with Significant Unobservable Inputs (Level 3)
Assets:				
Temporary investments	Ps. 3,722,976	Ps. 3,722,976	Ps.	Ps.
Available-for-sale financial assets:				
Available-for-sale investments	4,015,105		4,015,105	
1.5% Convertible Debentures due 2025 issued by BMP	7,675,036			7,675,036
Embedded derivative BMP	14,761,677			14,761,677
Shares of Common Stock of Imagina	1,169,002			1,169,002
Convertible debt instruments issued by Ares	6,446,000			6,446,000
Embedded derivative Ares	771,000			771,000
Long-term debt instrument issued by Ares	2,521,999			2,521,999
Derivative financial instruments	8,388		8,388	
Total	Ps. 41,091,183	Ps. 3,722,976	Ps. 4,023,493	Ps. 33,344,714
Liabilities:				
Derivative financial instruments	Ps. 335,336	Ps.	Ps. 335,336	Ps.
Total	Ps. 335,336	Ps.	Ps. 335,336	Ps.

	Balance as of December 31, 2012	Quoted Prices in Active Markets for Identical Assets (Level 1)	Internal Models with Significant Observable Inputs (Level 2)	Internal Models with Significant Unobservable Inputs (Level 3)
Assets:				
Temporary investments	Ps. 5,317,296	Ps. 2,844,386	Ps. 2,472,910	Ps.
Available-for-sale financial assets:				
Available-for-sale investments	2,986,933		2,986,933	
1.5% Convertible Debentures due 2025 issued by BMP	6,990,427			6,990,427
Embedded derivative BMP	9,611,873			9,611,873

Shares of Common Stock of Imagina	867,581			867,581
Derivative financial instruments	15,000		15,000	
Total	Ps. 25,789,110	Ps. 2,844,386	Ps. 5,474,843	Ps. 17,469,881
Liabilities:				
Derivative financial instruments	Ps. 352,762	Ps.	Ps. 352,762	Ps.
Total	Ps. 352,762	Ps.	Ps. 352,762	Ps.

	Balance as of December 31, 2011	Quoted Prices in Active Markets for Identical Assets (Level 1)	Internal Models with Significant Observable Inputs (Level 2)	Internal Models with Significant Unobservable Inputs (Level 3)
Assets:				
Temporary investments	Ps. 5,422,563	Ps. 2,735,124	Ps. 2,687,439	Ps.
Available-for-sale financial assets:				
Available-for-sale investments	2,812,200		2,812,200	
1.5% Convertible Debentures due 2025 issued by BMP	6,248,364			6,248,364
Embedded derivative BMP	9,519,384			9,519,384
GSF Convertible Debentures	19,909,099			19,909,099
Derivative financial instruments	145,009		145,009	
Total	Ps. 44,056,619	Ps. 2,735,124	Ps. 5,644,648	Ps. 35,676,847
Liabilities:				
Derivative financial instruments	Ps. 310,604	Ps.	Ps. 310,604	Ps.
Total	Ps. 310,604	Ps.	Ps. 310,604	Ps.

The table below presents the reconciliation for all assets and liabilities measured at fair value using internal models with significant unobservable inputs (Level 3) during the year ended December 31, 2013.

	Financial Assets
Balance at beginning of year	Ps. 17,469,881
Included in finance income	5,441,710
Included in other comprehensive income	940,379
Long-term debt instrument issued by Ares	2,492,744
Convertible debt instruments and embedded derivative issued by Ares	7,000,000
Balance at the end of year	Ps. 33,344,714

Temporary Investments

Temporary investments include highly liquid securities, including without limitation debt with a maturity of three months, or over, and up to one year at the date of the consolidated statement of financial position, stock and other financial instruments, or a combination thereof, denominated principally in U.S. Dollars and Pesos (see Notes 2(f) and 6 to our consolidated year-end financial statements).

Temporary investments are generally valued using quoted market prices or alternative pricing sources with reasonable levels of price transparency. The types of instruments valued based on quoted market prices in active markets include mostly fixed short-term deposits, equities and corporate fixed income securities denominated in U.S. Dollars and Pesos. Such instruments are classified in Level 1 or Level 2 depending on the observability of the significant inputs.

For positions that are not traded in active markets or are subject to transfer restrictions, valuations are adjusted to reflect illiquidity and/or non-transferability. Such adjustments are generally based on available market evidence. Such instruments are classified in Level 2.

Available-for-Sale Financial Assets

Investments in debt securities or with readily determinable fair values, not classified as held-to-maturity are classified as available-for-sale and are recorded at fair value with unrealized gains and losses included in consolidated stockholders equity as accumulated other comprehensive result.

Available-for-sale financial assets are generally valued using quoted market prices or alternative pricing sources with reasonable levels of price transparency. Such instruments are classified in Level 1, Level 2, and Level 3 depending on the observability of the significant inputs.

Available-for-Sale Investments-Open Ended Fund

We have an investment in an open ended fund that has as a primary objective to achieve capital appreciation by using a broad range of strategies through investments and transactions in telecom, media and other sectors across global markets, including Latin America and other emerging markets. Shares may be redeemed on a quarterly basis at the net asset value per share as of the applicable redemption date (see Notes 4 and 9 to our consolidated year-end financial statements).

BMP Convertible Debentures due 2025

On December 20, 2010, we made a cash investment in the form of 1.5% Convertible Debentures due 2025 issued by BMP, the parent company of Univision, in the principal amount of U.S.$1,125 million (Ps.13,904.2 million), which are convertible at our option into additional shares currently equivalent to approximately 30% equity stake of BMP, subject to existing laws and regulations in the United States and other conditions (see Notes 3, 4 and 9 to our consolidated year-end financial statements).

We determined the fair value of the Convertible Debentures using the income approach based on post-tax discounted cash flows. The income approach requires management to make judgments and involves the use of significant estimates and assumptions. These estimates and assumptions include long-term growth rates and operating margins used to calculate projected future cash flows, risk-adjusted discount rates based on weighted average cost of capital within a range of 8% to 10%, among others. Our estimates for market growth are based on historical data, various internal estimates and observable external sources when available, and are based on assumptions that are consistent with the strategic plans and estimates used to manage the underlying business. Since the described methodology is an internal model with significant unobservable inputs, the Convertible Debentures are classified in Level 3.

Ares Convertible and Long-term Debt Instruments

In July 2013, we made an investment in the amount of Ps.7,000 million in convertible debt instruments which, subject to regulatory approvals, will allow us to acquire 95% of the equity interest of Ares, owner of 51% of the equity interest of Cablecom. In addition, as part of this transaction, we also invested in a long-term debt instrument issued by Ares in the amount of U.S.$195 million (Ps.2,549.6 million).

We determined the fair value of the convertible debt instruments using the expected present value valuation methodology based on post-tax discontinued cash flow. The expected present value methodology requires management to make judgments and involves the use of significant estimates and assumptions. These estimates and assumptions include long-term growth rates, operating margins used to calculate projected future cash flow and risk-adjusted discount rates based on weighted average cost of capital within a range of 5.5% to 6.5% among others. Our estimates for market growth are based on current conditions and reasonable forecasts, various internal estimates and observable external sources when available, and are based on assumptions that are consistent with the strategic plans and estimates used to manage the underlying business. Since the described methodology is an internal model with significant unobservable input, the convertible debt instruments are classified in level 3.

Derivative Financial Instruments

Derivative financial instruments include swaps, forwards and options (see Notes 2(v), 4 and 14 to our consolidated year-end financial statements).

Our derivative portfolio is entirely over-the-counter (OTC). Our derivatives are valued using industry standard valuation models; projecting future cash flows discounted to present value, using market-based observable inputs including interest rate curves, foreign exchange rates, and forward and spot prices for currencies.

When appropriate, valuations are adjusted for various factors such as liquidity, bid/offer spreads and credit spreads considerations. Such adjustments are generally based on available market evidence. In the absence of such evidence, management s best estimate is used. All derivatives are classified in Level 2.

Assets and Liabilities Measured at Fair Value on a Non-Recurring Basis

The majority of our non-financial instruments, which include goodwill, intangible assets, inventories, transmission rights and programming and property, plant and equipment, are not required to be carried at fair value on a recurring basis. However, if certain triggering events occur (or at least annually in the fourth quarter for goodwill and indefinite-lived intangible assets) such that a non-financial instrument is required to be evaluated for impairment, a resulting asset impairment would require that the non-financial instrument be recorded at the lower of carrying amount or its fair value.

The impairment test for goodwill involves a comparison of the estimated fair value of each of our reporting units to its carrying amount, including goodwill. We determine the fair value of a reporting unit using a combination of a discounted cash flow analysis and a market-based approach, which utilize significant unobservable inputs (Level 3) within the fair value hierarchy. The impairment test for intangible assets not subject to amortization involves a comparison of the estimated fair value of the intangible asset with its carrying value. We determine the fair value of the intangible asset using a discounted cash flow analysis, which utilizes significant unobservable inputs (Level 3) within the fair value hierarchy. Determining fair value requires the exercise of significant judgment, including judgment about appropriate discount rates, perpetual growth rates, the amount and timing of expected future cash flows for a period of time that comprises five years, as well as relevant comparable company earnings multiples for the market-based approach.

Once an asset has been impaired, it is not remeasured at fair value on a recurring basis; however, it is still subject to fair value measurements to test for recoverability of the carrying amount.

Liquidity, Foreign Exchange and Capital Resources

Liquidity. We generally rely on a combination of operating revenues, borrowings and net proceeds from dispositions to fund our working capital needs, capital expenditures, acquisitions and investments. Historically, we have received, and we expect to continue to receive, most of our advertising revenues in the form of upfront advertising deposits in the fourth quarter of a given year, which we in turn have used, and expect to continue to use, to fund our cash requirements during the rest of the quarter in which the deposits were received and for the first three quarters of the following year. As of December 31, 2013, 2012 and 2011, we had received Ps.18,874.1 million, Ps.18,153.1 million and Ps.18,026.5 million, respectively, of advertising deposits for television advertising during 2014, 2013 and 2012, respectively, representing U.S.$1.4 billion, U.S.$1.4 billion and U.S.$1.3 billion, respectively, at the applicable year-end exchange rates. The deposits as of December 31, 2013, represented a 4.0% increase, as compared to year-end 2012, and the deposits as of December 31, 2012, represented a 0.7% increase, as compared to year-end 2011. Approximately 60.4%, 62.9% and 63.9% of the advance payment deposits as of December 31, 2013, 2012 and 2011, respectively, were in the form of short-term, non-interest bearing notes, with the remaining deposits in each of those years consisting of cash deposits. The weighted average maturity of these notes at December 31, 2013, 2012 and 2011, was 4.9 months, 4.6 months and 4.6 months, respectively.

During the year ended December 31, 2013, we had a net decrease in cash and cash equivalents of Ps.2,371.3 million, as compared to a net increase in cash and cash equivalents of Ps.2,787.4 million during the year ended December 31, 2012.

Net cash provided by operating activities for the year ended December 31, 2013, amounted to Ps.23,806.2 million. Adjustments to reconcile income before income taxes to net cash provided by operating activities primarily included: depreciation and amortization of Ps.9,846.4 million; net unrealized foreign exchange loss of Ps.128.6 million; interest expense of Ps.4,803.2 million; other amortization of Ps.185.1 million; gain in derivative financial instruments of Ps.4,841.7 million; and equity in losses of affiliates of Ps.5,660.0 million. Income taxes paid for the year ended December 31, 2013 amounted to Ps.4,794.7 million.

Net cash used for investing activities for the year ended December 31, 2013, amounted to Ps.25,246.5 million, and was primarily used for investments in property, plant and equipment of Ps.14,870.7 million; held-to-maturity and available-for-sale investments of Ps.517.2 million; equity method and other investments of Ps.1,588.9 million; investments in financial instruments of Ps.9,492.7 million; and investments in goodwill and other intangible assets of Ps.824.1 million; which effect was partially offset by cash provided by temporary investments of Ps.1,604.3 million; a disposition of held-to-maturity and available-for-sale investments of Ps.263.7 million; and disposition of property, plant and equipment of Ps.169.2 million.

Net cash used for financing activities for the year ended December 31, 2013, amounted to Ps.923.8 million, and was primarily used for dividends and repurchase of capital stock of Ps.2,168.4 million; interest paid of Ps.4,681.7 million; repayment of debt and lease payments of Ps.751.2 million; derivative financial instruments of Ps.140.5 million; and dividends to non-controlling interest of Ps.112.7 million; which effect was partially offset by cash provided by the issuance of 7.25% Senior Notes due 2043 in the amount of Ps.6,437.2 million and credit agreements with certain Mexican banks in the amount of Ps.493.4 million.

We expect to fund our operating cash needs during 2014, other than cash needs in connection with any potential investments and acquisitions, through a combination of cash from operations and cash on hand. We intend to finance our potential investments or acquisitions in 2014 through available cash from operations, cash on hand and/or borrowings. The amount of borrowings required to fund these cash needs in 2014 will depend upon the timing of such transactions and the timing of cash payments from advertisers under our advertising sales plan.

During the year ended December 31, 2012, we had a net increase in cash and cash equivalents of Ps.2,787.4 million, as compared to a net decrease in cash and cash equivalents of Ps.4,666.6 million during the year ended December 31, 2011.

Net cash provided by operating activities for the year ended December 31, 2012, amounted to Ps.22,556.1 million. Adjustments to reconcile income before income taxes to net cash provided by operating activities primarily included: depreciation and amortization of Ps.8,474.2 million; net unrealized foreign exchange gain of Ps.540.3 million; interest expense of Ps.4,369.3 million; other depreciation and amortization of Ps.221.2 million; and equity in losses of affiliates of Ps.666.6 million. Income taxes paid for the year ended December 31, 2012 amounted to Ps.4,535.1 million.

Net cash used for investing activities for the year ended December 31, 2012, amounted to Ps.12,167.4 million, and was primarily used for investments in property, plant and equipment of Ps.11,428.2 million; held-to-maturity and available-for-sale investments of Ps.275.0 million; equity method and other investments of Ps.452.0 million; and investments in goodwill and other intangible assets of Ps.822.0 million; which effect was partially offset by cash provided by temporary investments of Ps.170.4 million; a disposition of held-to-maturity and available-for-sale investments of Ps.308.6 million; disposition of property, plant and equipment of Ps.336.3 million; and disposition of equity method and other investments of Ps.12.8 million.

Net cash used for financing activities for the year ended December 31, 2012, amounted to Ps.7,547.8 million, and was primarily used for dividends and repurchase of capital stock of Ps.1,002.7 million; interest paid of Ps.4,355.9 million; prepayment and repayment of debt and lease payments of Ps.1,665.2 million; derivative financial instruments of Ps.90.5 million; and dividends to non-controlling interest of Ps.673.0 million; which effect was partially offset by cash provided by the credit agreements with certain Mexican banks in the amount of Ps.239.4 million.

Net cash provided by operating activities for the year ended December 31, 2011, amounted to Ps.23,003.6 million. Adjustments to reconcile income before income taxes to net cash provided by operating activities primarily included: depreciation and amortization of Ps.7,361.6 million; net unrealized foreign exchange loss of Ps.952.4 million; interest expense of Ps.4,174.5 million; impairment of long-lived assets and other amortization of Ps.276.4 million; and equity in losses of affiliates of Ps.449.3 million. Income taxes paid for the year ended December 31, 2011 amounted to Ps.3,622.6 million.

Net cash used for investing activities for the year ended December 31, 2011, amounted to Ps.25,232.3 million, and was primarily used for investments in property, plant and equipment of Ps.9,668.5 million; held-to-maturity and available-for-sale investments of Ps.313.9 million; equity method and other investments of Ps.1,907.5 million; investments in convertible debentures of Ps.19,229.0 million; and investments in goodwill and other intangible assets of Ps.464.2 million; which effect was partially offset by cash provided by temporary investments of Ps.5,238.4 million; a disposition of property, plant and equipment of Ps.530.0 million; and disposition of equity method and other investments of Ps.66.3 million.

Net cash used for financing activities for the year ended December 31, 2011, amounted to Ps.2,543.1 million, and was primarily used for dividends and repurchase of capital stock of Ps.1,035.6 million; interest paid of Ps.4,067.2 million; prepayment and repayment of debt and lease payments of Ps.4,341.6 million; derivative financial instruments of Ps.149.5 million; and dividends to non-controlling interest of Ps.2,649.2 million; which effect was partially offset by cash provided by the credit agreements with certain Mexican banks in the amount of Ps.9,700.0 million.

Capital Expenditures, Acquisitions and Investments, Distributions and Other Sources of Liquidity

During 2014, we:

- expect to make aggregate capital expenditures for property, plant and equipment totaling approximately U.S.$1,160 million, of which U.S.$600 million and U.S.$400 million are for the expansion and improvements of our Telecommunications and Sky segments, respectively, and the remaining U.S.$160 million is for our Content segment and other segments; and

- expect to provide financing to GTAC in connection with long-term credit facilities and our 33.3% interest in GTAC in the aggregate principal amount of Ps.25.5 million and U.S.$8.3 million.

During 2013, we:

- made aggregate capital expenditures for property, plant and equipment approximately U.S.$1,157.8 million, of which U.S.$599.9 million and U.S.$397.7 million were for the expansion and improvements of our Telecommunications and Sky segments, respectively, and the remaining U.S.$160.2 million was for our Content segment and other segments;

- made additional capital contributions in connection with our 50% joint interest in GSF in the aggregate amount of Ps.1,587.5 million;

- made an investment in the amount of Ps.7,000 million (U.S.$547.6 million) in convertible debt instruments which, subject to regulatory approval, will allow us to acquire 95% of the equity interest of Ares, owner of 51% of the equity interest of Cablecom, a telecommunications company that offers video, telephony and data services in Mexico. In addition, Ares has an option to acquire in the future, subject to regulatory approvals, the remaining 49% of the equity interest of Cablecom. As part of this transaction, we also invested in a long-term debt instrument issued by Ares in the amount of U.S.$195 million; and

- provided financing to GTAC in connection with long-term credit facilities and our 33.3% interest in GTAC in the aggregate principal amount of Ps.56.6 million and U.S.$5.9 million.

During 2012, we:

- made aggregate capital expenditures for property, plant and equipment totaling U.S.$881.1 million, of which U.S.$455.4 million and U.S.$292.1 million were for the expansion and improvements of our Telecommunications and Sky segments, respectively, and the remaining U.S.$133.6 million was for our Content segment and other segments;

- recognized a satellite transponder lease agreement as an addition to property, plant and equipment and a related finance lease obligation in the amount of U.S.$326.3 million (Ps.4,203.0 million) in connection with

- the commencement of the service agreement for the use of transponders on Intelsat IS-21 satellite by our Sky business segment;

- provided financing to GTAC in connection with a long-term credit facility and our 33.3% interest in GTAC in the aggregate principal amount of Ps.103.0 million (U.S.$7.8 million);

- made investments of U.S.$22.5 million in cash in common stock of BMP, the parent company of Univision, by which we increased our interest in BMP from 7.1% to 8.0%; and

- made other investments in the aggregate principal amount of U.S.$5.7 million.

During 2011, we:

- made aggregate capital expenditures for property, plant and equipment totaling U.S.$791 million, of which U.S.$406.1 million, U.S.$241.6 million and U.S.$13.8 million were for the expansion and improvements of our Telecommunications and Sky segments and our Gaming business, respectively, and U.S.$129.5 million for our Content segment and other businesses;

- made investments of U.S.$49.1 million in cash in common stock of BMP, the parent company of Univision, by which we increased our interest in BMP from 5.0% to 7.1%;

- made a capital contribution related to our 33.3% interest in GTAC in the amount of U.S.$6.6 million (Ps.87.0 million);

made an investment of U.S.$37.5 million in equity and U.S.$1,565 million in mandatorily convertible debentures of GSF, the parent company of Iusacell. In June 2012, these debentures were converted into common stock of GSF, as a result of which our equity participation in GSF is 50% (see Key Information Risk Factors Risk Factors Related to Our Business The Results of Operations of Broadcasting Media Partners, Inc. and GSF Telecom Holdings, S.A.P.I. de C.V., May Affect Our Results of Operations and the Value of Our Investments in Those Companies); and

made other fixed investments in the aggregate amount of Ps.713.6 million (U.S.$51.4 million).

Refinancings. In March 2011, we entered into long-term credit agreements with four Mexican Banks for an aggregate principal amount of Ps.8,600 million, with maturities between 2016 and 2021. We used the net proceeds for general corporate purposes. In May 2013, we concluded the offering of Ps.6,500 million aggregate principal amount of 7.25% Senior Notes due 2043 registered with both the SEC and the Mexican Banking and Securities Commission. We used the net proceeds for general corporate purposes. In April 2014, we concluded the offering of Ps.6,000 million aggregate principal amount of local bonds (*Certificados Bursátiles*) due 2021 with an interest rate of 0.35% plus the 28-day Interbank Equilibrium Interest Rate. We intend to use the net proceeds of the offering for general corporate purposes.

Indebtedness. As of December 31, 2013, our consolidated long-term portion of debt amounted to Ps.59,743.1 million, and our consolidated current portion of debt was Ps.312.7 million. As of December 31, 2012, our consolidated long-term portion of debt amounted to Ps.52,616.4 million and our consolidated current portion of debt was Ps.375.0 million. The consolidated debt is presented net of unamortized finance costs as of December 31, 2013 and 2012, in the aggregate amount of Ps.808.6 million and Ps.798.0 million, respectively. We may from time to time incur additional indebtedness or repurchase, redeem or repay outstanding indebtedness. The following table sets forth a description of our net outstanding indebtedness as of December 31, 2013, on a historical, actual basis (in millions of Pesos):

	Debt Outstanding(1)			
Description of Debt	**December 31, 2013 Actual**	**Interest Rate(2)**	**Denomination**	**Maturity of Debt**
6% Senior Notes(2)	Ps. 6,507.8	6.0%	U.S. Dollars	2018
8.5% Senior Notes(2)	3,890.3	8.5%	U.S. Dollars	2032
6.625% Senior Notes(2)	7,414.0	6.625%	U.S. Dollars	2025
8.49% Senior Notes(2)	4,483.0	8.49%	Pesos	2037
6.625% Senior Notes(2)	7,679.9	6.625%	U.S. Dollars	2040
7.25% Senior Notes(2)	6,430.3	7.25%	Pesos	2043
7.38% Notes(3)	9,951.8	7.38%	Pesos	2020
Santander Serfín loan (4)	1,998.2	8.12%	Pesos	2016
BBVA Bancomer loan(4)	2,497.8	8.095%	Pesos	2016
Banamex loan(4)	1,597.2	9.0725%	Pesos	2021
HSBC loan(4)	2,496.1	4.9712%	Pesos	2018
Santander Serfin loan (5)	1,400.0	4.0341%	Pesos	2016
Banamex loan (5)	2,100.0	8.74%	Pesos	2016
Banco Mercantil del Norte loan (6)	1,074.9	5.6920%	Pesos	2016
HSBC loan (6)	497.8	5.4962%	Pesos	2019
Other debt (6)	36.7	5.69%	Pesos	2017
Total debt	60,055.8			13.3 years(7)

Less: Short-term debt and current maturities of long-term debt	312.7			2014
Total long-term debt	Ps. 59,743.1			
Finance lease obligations:				
Satellite transponder lease obligations (8)	Ps. 4,077.5	7.30%	U.S. Dollars	2027
Other (9)	841.7	10.26%	Various	2014 to 2021
Total finance lease obligations	4,919.2			
Less: Current portion	424.7			2014
Finance lease obligations, net of current portiont	Ps. 4,494.5			

(1) U.S. Dollar-denominated debt is translated into Pesos at an exchange rate of Ps.13.0750 per U.S. Dollar, the Interbank Rate, as reported by Banamex, as of December 31, 2013.

(2) These Senior Notes due 2018, 2025, 2032, 2037, 2040 and 2043, in the outstanding principal amount of U.S.$500 million, U.S.$600 million, U.S.$300 million, Ps.4,500 million, U.S.$600 million and Ps.6,500 million, respectively, are unsecured obligations of the Company, rank equally in right of payment with all existing and future unsecured and unsubordinated indebtedness of the Company, and are junior in right of payment to all of the existing and future liabilities of the Company s subsidiaries. Interest on the Senior Notes due 2018, 2025, 2032, 2037, 2040 and 2043, including additional amounts payable in respect of certain Mexican withholding taxes, is 6.31%, 6.97%, 8.94%, 8.93%, 6.97% and 7.62% per annum, respectively, and is payable semi-annually. These Senior Notes may not be redeemed prior to maturity, except (i) in the event of certain changes in law affecting the Mexican withholding tax treatment of certain payments on the securities, in which case the securities will be redeemable, as a whole but not in part, at the option of the Company; and (ii) in the event of a change of control, in which case the Company may be required to redeem the securities at 101% of their principal amount. Also, the Company may, at its own option, redeem the Senior Notes due 2018, 2025, 2037, 2040 and 2043, in whole or in part, at any time at a redemption price equal to the greater of the principal amount of these Senior Notes or the present value of future cash flows, at the redemption date, of principal and interest amounts of the Senior Notes discounted at a fixed rate of comparable U.S. or Mexican sovereign bonds. The Senior Notes due 2018, 2032, 2040 and 2043 were priced at 99.280%, 99.431%, 98.319% and 99.733%, respectively, for a yield to maturity of 6.097%, 8.553%, 6.755% and 7.27%, respectively. The Senior Notes due 2025 were issued in two aggregate principal amounts of U.S.$400 million and U.S.$200 million, and were priced at 98.081% and 98.632%, respectively, for a yield to maturity of 6.802% and 6.787%, respectively. The agreement of these Senior Notes contains covenants that limit the ability of the Company and certain restricted subsidiaries engaged in television broadcasting, pay-TV networks and programming licensing, to incur or assume liens, perform sale and leaseback transactions, and consummate certain mergers, consolidations and similar transactions. The Senior Notes due 2018, 2025, 2032, 2037 and 2040 are registered with the SEC. The Senior Notes due 2043 are registered with both the SEC and the Mexican Banking and Securities Commission.

(3) In 2010, the Company issued 7.38% Notes (*Certificados Bursátiles*) due 2020 through the Mexican Stock Exchange in the aggregate principal amount of Ps.10,000 million. Interest on these Notes is payable semi-annually. The Company may, at its own option, redeem these Notes, in whole or in part, at any semi-annual interest payment date at a redemption price equal to the greater of the principal amount of the outstanding Notes and the present value of future cash flows, at the redemption date, of principal and interest amounts of the Notes discounted at a fixed rate of comparable Mexican sovereign bonds. The agreement of these Notes contains covenants that limit the ability of the Company and certain restricted subsidiaries appointed by the Company s Board of Directors, and engaged in television broadcasting, pay-TV networks and programming licensing, to incur or assume liens, perform sale and leaseback transactions, and consummate certain mergers, consolidations and similar transactions.

(4) In March 2011, the Company entered into long-term credit agreements with four Mexican banks in the aggregate principal amount of Ps.8,600 million, with an annual interest rate between 8.09% and 9.4%, payable on a monthly basis, and principal maturities between 2016 and 2021. The proceeds of these loans were used for general corporate purposes. Under the terms of these loan agreements, the Company is required to (a) maintain certain financial coverage ratios related to indebtedness and interest expense; and (b) comply with certain restrictive covenants on spin-offs, mergers and similar transactions.

(5) Includes two long-term loans entered into by Sky with Mexican banks in the principal amount of Ps.1,400 million and Ps.2,100 million, each with a maturity in 2016, bearing annual interest of *Tasa de Interés Interbancaria de Equilibrio*, or the Mexican Interbank Interest Rate (TIIE), plus 24 basis points and 8.74%, respectively, with interest payable on a monthly basis. This long-term indebtedness of Sky is guaranteed by the Company. Under the terms of these loan agreements, Sky is required to (a) maintain certain financial coverage ratios related to indebtedness and interest expense; and (b) comply with certain restrictive covenants on indebtedness, liens, asset sales, and certain mergers and consolidations.

(6)

Includes outstanding balances in the aggregate principal amount of Ps.1,614.4 million, in connection with certain credit agreements entered into by TVI with Mexican banks, with maturities between 2016 and 2019, bearing interest at an annual rate in the range of TIIE plus 1.70% to TIIE plus 2.50%, with interest payable on a monthly basis.

(7) Actual weighted average maturity of long-term debt as of December 31, 2013.

(8) Starting from the fourth quarter of 2012, Sky is obligated to pay a monthly fee of U.S.$3.0 million under a capital lease agreement entered into with Intelsat Global Sales & Marketing Ltd. (Intelsat) in March 2010 for satellite signal reception and retransmission service from 24 KU-band transponders on satellite IS-21, which became operational in October 2012. The service term for IS-21 will end at the earlier of (a) the end of 15 years or (b) the date IS-21 is taken out of service. This line item also includes in 2012 the agreement to pay a monthly fee of U.S.$1.7 million under a capital lease agreement entered into with Intelsat (formerly PanAmSat Corporation) in February 1999 for satellite signal reception and retransmission service from 12 KU-band transponders on satellite IS-9, which became operational in September 2000. The agreement provided that the service term for IS-9 was to end at the earlier of (a) the end of 15 years or (b) the date IS-9 is taken out of service. In 2010, Intelsat notified Sky that IS-9 experienced certain technical anomalies in its primary propulsion system, resulting in a shortened satellite life through 2012 instead of its original estimated life through 2015. Accordingly, Sky reduced the carrying value of the corresponding asset and the present value of the minimum payments in accordance with the related agreement and based on the remaining useful life of IS-9. The obligations of Sky under the IS-9 agreement were terminated in October 2012.

(9) Includes minimum lease payments of property and equipment and intangible assets under leases that qualify as capital leases. Also, includes a subsidiary of the Company that entered into a lease agreement with GTAC, a related party for the right to use certain capacity of a telecommunications network to 2029. This lease provides for annual payments through 2021 with an annual interest rate between 6.00% and 11.92%, payable on an annual basis. The other capital leases have terms which expire at various dates between 2014 and 2015 with an annual interest rate between 5.00% and 5.49%, payable on a monthly basis.

Interest Expense. Interest expense for the years ended December 31, 2013, 2012 and 2011 was Ps.4,803.1, Ps.4,369.3 million and Ps.4,174.5 million, respectively.

The following table sets forth our interest expense for the years indicated (in millions of U.S. Dollars and millions of Pesos):

	Year Ended December 31,(1)					
	2013		**2012**		**2011**	
Interest payable in U.S. Dollars	U.S.$	160.6	U.S.$	141.5	U.S.$	146.7
Amounts currently payable under Mexican withholding taxes(2)		6.9		6.9		7.2
Total interest payable in U.S. Dollars	U.S.$	167.5	U.S.$	148.4	U.S.$	153.9
Peso equivalent of interest payable in U.S. Dollars	Ps.	2,152.7	Ps.	1,955.0	Ps.	1,911.0
Interest payable in Pesos		2,650.4		2,414.3		2,263.5
Total interest expense	Ps.	4,803.1	Ps.	4,369.3	Ps.	4,174.5

(1) U.S. Dollars are translated into Pesos at the rate prevailing when interest was recognized as an expense for each period.

(2) See Additional Information Taxation Federal Mexican Taxation .

Contractual Obligations and Commercial Commitments

Our contractual obligations and commercial commitments consist primarily of long-term debt, as described above, satellite transponder obligations and transmission rights obligations.

Contractual Obligations on the Balance Sheet

The following table summarizes our contractual obligations on the balance sheet as of December 31, 2013 (these amounts do not include future interest payments):

		Payments Due by Period			
	Total	Less Than 12 Months January 1, 2014 to December 31, 2014	12-36 Months January 1, 2015 to December 31, 2016	36-60 Months January 1, 2017 to December 31, 2018	Maturities Subsequent to December 31, 2018
	(Thousands of U.S. Dollars)				
6.0% Senior Notes due 2018	U.S.$ 500,000	U.S.$	U.S.$	U.S.$ 500,000	U.S.$
6.625% Senior Notes due 2025	600,000				600,000
8.5% Senior Notes due 2032	300,000				300,000
8.49% Senior Notes due 2037	344,168				344,168
6.625% Senior Notes due 2040	600,000				600,000
7.38% Notes due 2020	764,818				764,818
7.25% Notes due 2043	497,132				497,132
Santander Serfín loan due 2016	152,964		152,964		
BBVA Bancomer loan due 2016	191,205		191,205		
Banamex loan due 2021	122,371			55,067	67,304
HSBC loan due 2018	191,205		47,801	143,404	
Santander Serfin loan due 2016	107,075		107,075		
Banamex loan due 2016	160,612		160,612		
Banco Mercantil del Norte loan due 2016	82,425	20,403	62,022		
HSBC loan due 2019	38,239	3,314	9,942	9,942	15,041
Other debt	2,807	321	1,268	1,218	
Long-term debt	4,655,021	24,038	732,889	709,631	3,188,463
Accrued Interest	60,897	60,897			
	311,859	13,686	30,550	35,337	232,286

Satellite transponder obligation					
Other capital lease obligations	64,374	18,796	15,766	14,171	15,641
Transmission rights(1)	348,821	113,554	148,288	60,812	26,167
Total contractual obligations	U.S.$ 5,440,972	U.S.$ 230,971	U.S.$ 927,493	U.S.$ 819,951	U.S.$ 3,462,557

(1) This liability reflects our transmission rights obligations related to programming acquired or licensed from third party producers and suppliers, and special events, which are reflected for in our consolidated balance sheet within trade accounts payable (current liabilities) and other long-term liabilities.

Contractual Obligations off the Balance Sheet

The following table summarizes our contractual obligations off the balance sheet as of December 31, 2013:

		Payments Due by Period			
	Total	Less Than 12 Months January 1, 2014 to December 31, 2014	12-36 Months January 1, 2015 to December 31, 2016	36-60 Months January 1, 2017 to December 31, 2018	Maturities Subsequent to December 31, 2018
	(Thousands of U.S. Dollars)				
Interest on debt(1)	U.S.$ 4,353,881	U.S.$ 269,338	U.S.$ 621,697	U.S.$ 518,986	U.S.$ 2,943,860
Interest on capital lease obligations	201,214	23,733	41,907	43,215	92,359
Lease commitments(2)	230,182	38,252	66,690	63,326	61,914
Programming(3)	123,190	37,453	48,217	19,520	18,000
Transmission rights(3)	399,000		135,750	45,250	218,000
Agreement with DirecTV(4)	102,300	60,500	41,800		
Capital expenditures commitments	35,704	35,704			
Satellite transponder commitments(5)	25,624	10,903	11,793	2,928	
Guarantee of the payment obligations of GSF(6)	22,713		7,350	9,800	5,563
Committed financing to GTAC(7)	2,318	2,318			
Total contractual obligations	U.S.$ 5,496,126	U.S.$ 478,201	U.S.$ 975,204	U.S.$ 703,025	U.S.$ 3,339,696

(1) Interest to be paid in future years on outstanding debt as of December 31, 2013, was estimated based on contractual interest rates and exchange rates as of that date.

(2) Reflects our minimum non-cancellable lease commitments for facilities under operating lease contracts, which are primarily related to our gaming business, under operating leases expiring through 2047. See Note 26 to our consolidated year-end financial statements.

(3) These line items reflect our obligations related to programming to be acquired or licensed from third party producers and suppliers, and transmission rights for special events to be acquired from a third party.

(4) In the third quarter of 2013, Sky entered into an agreement with DirecTV for the acquisition and launch of a satellite (SM1), which is expected to be in service in the fourth quarter of 2015. See Note 26 to our consolidated year-end financial statements.

(5) Reflects our minimum commitments for the use of satellite transponders under operating lease contracts.

(6) We have guaranteed 35% of the payment obligations of a subsidiary of GSF under a credit agreement with principal maturities between 2015 and 2020. See Note 26 to our consolidated year-end financial statements.

(7) In connection with a long-term credit facility, we have agreed to provide financing to GTAC in 2014 in the aggregate principal amount of Ps.30.3 million (U.S.$2.3 million).

Item 6. Directors, Senior Management and Employees
Board of Directors

The following table sets forth the names of our current directors and their alternates, their dates of birth, their principal occupation, their business experience, including other directorships, and their years of service as directors or alternate directors. Each of the following directors and alternate directors were elected or ratified for a one-year term by our stockholders at our April 28, 2014 annual stockholders meeting.

Name and Date of Birth	Principal Occupation	Business Experience	First Elected
Emilio Fernando Azcárraga Jean (02/21/68)	Chairman of the Board, President and Chief Executive Officer and Chairman of the Executive Committee of Grupo Televisa	Member of the Boards of Banco Nacional de México and Univision	December 1990
In alphabetical order:			
Alfonso de Angoitia Noriega (01/17/62)	Executive Vice President, Member of the Executive Office of the Chairman and Member of the Executive Committee of Grupo Televisa	Member of the Board of Univision	April 1997
Alberto Baillères González (08/22/31)	Chairman of the Boards of Grupo Bal, Industrias Peñoles, Fresnillo PLC, Grupo Palacio de Hierro, Grupo Nacional Provincial and Grupo Profuturo, Director of Valores Mexicanos Casa de Bolsa, Chairman of the Government Board of Instituto Tecnológico Autónomo de México and Associate Founder Fundación Alberto Baillères	Director of Grupo Dine, Grupo Kuo, Grupo Financiero BBVA Bancomer, BBVA Bancomer, Fomento Económico Mexicano and J.P. Morgan International Council U.S.A.	April 2004
Julio Barba Hurtado (05/20/33)	Legal Advisor to the Company, Secretary of the Audit & Corporate Practices Committee and Member of the Executive Committee of the Company	Former Legal Advisor to the Board of the Company and Former Assistant Secretary of the Board of the Company	December 1990
José Antonio Bastón Patiño (04/13/68)	President of Television and Contents and Member	Former Corporate Vice President of Television	April 1998

	of the Executive Committee of Grupo Televisa	and Vice President of Operations of Grupo Televisa, Member of the Board of Univision	
Francisco José Chévez Robelo (07/03/29)	Chairman of the Audit and Corporate Practices Committee of Grupo Televisa, Member of the Board of Directors and Chairman of the Audit and Corporate Practices Committee of Empresas Cablevisión	Retired Partner of Chévez, Ruíz, Zamarripa y Cía., S.C. and Member of the Board of Directors and Chairman of the Audit and Corporate Practices Committee of Empresas Cablevisión, Former Managing Partner of Arthur Andersen & Co.	April 2003

Name and Date of Birth	Principal Occupation	Business Experience	First Elected
José Antonio Fernández Carbajal (02/15/54)	Executive Chairman of the Board of Fomento Económico Mexicano and Chairman of the Board of Coca-Cola FEMSA	Chairman of the Board of Directors of ITESM, Fundación Femsa and US-Mexico Foundation, Vice-Chairman of the Supervising Board and member of the Preparatory Committee, Selection and Appointment Committee and Chairman of the Americas Committee of Heineken N.V., Co-Chairman of the Advisory Board of the Woodrow Wilson Center, México Chapter Co. and Member of the Board of Industrias Peñoles and Heineken Holding N.V.	April 2007
José Luis Fernández Fernández (05/18/59)	Partner of Chévez, Ruíz, Zamarripa y Cia., S.C.; Member of the Audit and Corporate Practices Committee of Grupo Televisa	Member of the Board of Directors of Apuestas Internacionales, Sport City Universidad, Club de Golf Los Encinos, Grupo Pochteca, Mexichem, Global Assurance Brokers Agente de Seguros y de Fianzas, Genomma Lab Internacional, Unifin Financiera S.A.P.I. de C.V. and Controladora Vuela Compañía de Aviación and Alternate Member of the Board of Directors of Raspafacil.	April 2002
Salvi Rafael Folch Viadero (08/16/67)	Chief Financial Officer of Grupo Televisa	Former Vice President of Financial Planning of Grupo Televisa, former Chief Executive Officer and Chief Financial Officer of Comercio Más, S.A. de C.V. and former Vice Chairman of Banking Supervision of the National Banking and Securities Commission	April 2002

Bernardo Gómez Martínez (07/24/67)	Executive Vice President, Member of the Executive Office of the Chairman and Member of the Executive Committee of Grupo Televisa	Former Deputy Director of the Chairman of Grupo Televisa and former President of the Mexican Chamber of Television and Radio Broadcasters	April 1999
Claudio X. González Laporte (05/22/34)	Chairman of the Board of Kimberly-Clark de México	Member of the Boards of Grupo Alfa, Grupo Carso, Grupo Inbursa and Mexico Fund	April 1997
Roberto Hernández Ramírez (03/24/42)	Chairman of the Board of Banco Nacional de México	Member of the Board of Grupo Financiero Banamex	April 1992
Enrique Krauze Kleinbort (09/17/47)	Director and Partner of Editorial Clío Libros, y Videos and of Editorial Vuelta	Member and Chairman of the Boards of Quadrant and President of the Board of Directors of Productora Contadero	April 1996

Name and Date of Birth	Principal Occupation	Business Experience	First Elected
Germán Larrea Mota Velasco (10/26/53)	Chairman of the Board and Chief Executive Officer of Grupo México	Member of the Board of Grupo Financiero Banamex	April 1999
Michael Larson (10/07/59)	Chief Investment Officer of William H. Gates III	Trustee and Chairman of Board of Trustees of Western Asset Claymore Inflation Linked Securities and Income Fund and Western Asset/Claymore Inflation-Linked Opportunities and Income Fund; Director of AutoNation, Inc., Republic Services, Inc., Fomento Económico Mexicano, S.A.B. de C.V and Ecolab, Inc. and former Director of Pan American Silver Corp.	April 2009
Lorenzo Alejandro Mendoza Giménez (10/05/65)	Chief Executive Officer, Member of the Board and President of the Executive Committee of Empresas Polar	Former Member of the Boards of AES La Electricidad de Caracas, CANTV-Verizon and BBVA Banco Provincial	April 2009
Alejandro Jesús Quintero Iñiguez (02/11/50)	Corporate Vice President of Sales and Marketing and Member of the Executive Committee of Grupo Televisa	Shareholder of Grupo TV Promo, S.A. de C.V.	April 1998
Fernando Senderos Mestre (03/03/50)	Chairman of the Board and President of the Executive Committee of Desc, Dine and Grupo Kuo	Member of the Boards of Grupo Carso, Kimberly-Clark de México, Industrias Peñoles and Grupo Nacional Provincial	April 1992
Enrique Francisco José Senior Hernández (08/03/43)	Managing Director of Allen & Company, LLC	Member of the Boards of Univision, Coca-Cola FEMSA, Cinemark and FEMSA	April 2001
Eduardo Tricio Haro (08/05/63)	Chairman of Grupo Lala, S.A.B. de C.V.	Chairman of the Board of Elopak, Fundación Lala, Grupo Aeroméxico, Grupo Lala, Member of the Boards of Grupo	April 2012

		Financiero Banamex, Mexichem, Grupo Industrial Saltillo, Grupo Porres, Mitsul de Mexico, Consejo Mexicano de Hombres de Negocios and Bolsa Mexicana de Valores	
Alternate Directors:			
In alphabetical order:			
Herbert A. Allen III (06/08/67)	President of Allen & Company LLC	Former Executive Vice President and Managing Director of Allen & Company Incorporated, former Member of the Boards of Convera Corporation and Coca Cola FEMSA	April 2002

Name and Date of Birth	Principal Occupation	Business Experience	First Elected
Félix José Araujo Ramírez (03/20/51)	Vice President of Digital Television and Broadcasting	Former Chief Executive Officer of Telesistema Mexicano, President of the Board of Directors of Televisora de Navojoa and Televisora Peninsular	April 2002
Joaquín Balcárcel Santa Cruz (01/04/69)	Vice President Legal and General Counsel of Grupo Televisa	Former Vice President and General Counsel of Television Division, former Legal Director of Grupo Televisa	March 2000
Leopoldo Gómez González Blanco (04/06/59)	News Vice President of Grupo Televisa	Former Information Director to the Presidency of Grupo Televisa	April 2003
Jorge Agustín Lutteroth Echegoyen (01/24/53)	Vice President and Corporate Controller of Grupo Televisa	Former Senior Partner of Coopers & Lybrand, and Despacho Roberto Casas Alatriste, S.C.	July 1998
Alberto Javier Montiel Castellanos (11/22/45)	Director of Montiel Font y Asociados, S.C. and Member of the Audit and Corporate Practices Committees of Grupo Televisa and Empresas Cablevisión	Former Tax Vice President of Grupo Televisa, former Tax Director of Wal-Mart de México and Member of the Board of Directors of Operadora Dos Mil and Dofiscal Editores and Member of the Editorial Committee of Dofiscal Editores, S.A. de C.V.	April 2002
Raúl Morales Medrano (05/12/70)	Partner of Chévez, Ruiz, Zamarripa y Cia., S.C.	Former Senior Manager of Chévez, Ruiz, Zamarripa y Cia., S.C. and Member of the Audit and Corporate Practices Committee of Empresas Cablevisión	April 2002
Guadalupe Phillips Margain (07/02/71)	Vice President of Finance and Risk of Grupo Televisa	Former Chief Financial Officer of Empresas Cablevisión, Member of the Board of Directors of Evercore Casa de Bolsa	April 2012

Our Board of Directors

General. The management of our business is vested in our Board of Directors. Our bylaws currently provide for a Board of Directors of 20 members, at least 25% of which must be independent directors under Mexican law (as described below), with the same number of alternate directors. The Mexican Securities Market Law provides that the following persons, among others, do not qualify as independent:

- our principals, employees or managers, as well as the statutory auditors, or *comisarios*, of our subsidiaries, including those individuals who have occupied any of the described positions within a period of 12 months preceding the appointment;
- individuals who have significant influence over our decision making processes;
- controlling stockholders, in our case, the beneficiary of the Azcárraga Trust;
- partners or employees of any company which provides advisory services to us or any company that is part of the same economic group as we are and that receives 10% or more of its income from us;
- significant clients, suppliers, debtors or creditors, or members of the Board or executive officers of any such entities; or
- spouses, family relatives up to the fourth degree, or cohabitants of any of the aforementioned individuals.

Our bylaws prohibit the appointment of individuals to our Board of Directors who: (i) are members of the board of directors or other management boards of a company (other than the Company or its subsidiaries) that has one or more concessions to operate telecommunications networks in Mexico; or (ii) directly or indirectly, are shareholders or partners of companies (other than the Company or its subsidiaries), that have one or more concessions to operate telecommunications networks in Mexico, with the exception of ownership stakes that do not allow such individuals to appoint one or more members of the management board or any other operation or decision making board.

Election of Directors. A majority of the members of our Board of Directors must be Mexican nationals and must be elected by Mexican stockholders. At our annual stockholders meeting held on April 2, 2013 and at our annual meetings thereafter, a majority of the holders of the A Shares voting together elected, or will have the right to elect, eleven of our directors and corresponding alternates and a majority of the holders of the B Shares voting together elected, or will have the right to elect, five of our directors and corresponding alternates. At our special stockholders meetings, a majority of the holders of the L Shares and D Shares will each continue to have the right to elect two of our directors and alternate directors, each of which must be an independent director. Ten percent holders of A Shares, B Shares, L Shares or D Shares will be entitled to nominate a director and corresponding alternates. Each alternate director may vote in the absence of a corresponding director. Directors and alternate directors are elected for one-year terms by our stockholders at each annual stockholders meeting, and each serves for up to a 30-day term once the one-year appointment has expired or upon resignation; in this case, the Board of Directors is entitled to appoint provisional directors without the approval of the stockholders meeting. All of the current and alternate members of the Board of Directors were elected by our stockholders at our 2013 annual stockholders special and general meetings, which were held on April 2, 2013.

Quorum; Voting. In order to have a quorum for a meeting of the Board of Directors, generally at least 50% of the directors or their corresponding alternates must be present. However, in the case of a meeting of the Board of Directors to consider certain proposed acquisitions of our capital stock, at least 75% of the directors or their corresponding alternates must be present. In the event of a deadlock of our Board, our Chairman will have the deciding vote.

Meetings; Actions Requiring Board Approval. Our bylaws provide that our Board must meet at least once a quarter, and that our Chairman, 25% of the Board members, our Secretary or alternate Secretary or the Chairman of the Audit and Corporate Practices Committee may call for a Board meeting.

Pursuant to the Mexican Securities Market Law and our bylaws, our Board of Directors must approve, among other matters:

our general strategy;

with input from the Audit and Corporate Practices Committee, on an individual basis: (i) any transactions with related parties, subject to certain limited exceptions; (ii) the appointment of our Chief Executive Officer, his compensation and removal for justified causes; (iii) our financial statements; (iv) unusual or non-recurrent transactions and any transactions or series of related transactions during any calendar year that involve (a) the acquisition or sale of assets with a value equal to or exceeding 5% of our consolidated assets, or (b) the giving of collateral or guarantees or the assumption of liabilities, equal to or exceeding 5% of our consolidated assets; (v) agreements with our external auditors; and (vi) accounting policies within IFRS;

creation of special committees and granting them the power and authority, provided that the committees will not have the authority, which by law or under our bylaws is expressly reserved for the stockholders or the Board;

matters related to antitakeover provisions provided for in our bylaws; and

the exercise of our general powers in order to comply with our corporate purpose.

Duty of Care and Duty of Loyalty. The Mexican Securities Market Law imposes a duty of care and a duty of loyalty on directors. The duty of care requires our directors to act in good faith and in the best interests of the Company. In carrying out this duty, our directors are required to obtain the necessary information from the Chief Executive Officer, the executive officers, the external auditors or any other person to act in the best interests of the Company. Our directors are liable for damages and losses caused to us and our subsidiaries as a result of violating their duty of care.

The duty of loyalty requires our directors to preserve the confidentiality of information received in connection with the performance of their duties and to abstain from discussing or voting on matters in which they have a conflict of interest. In addition, the duty of loyalty is breached if a stockholder or group of stockholders is knowingly favored or if, without the express approval of the Board of Directors, a director takes advantage of a corporate opportunity. The duty of loyalty is also breached, among other things, by (i) failing to disclose to the Audit and Corporate Practices Committee or the external auditors any irregularities that the director encounters in the performance of his or her duties; or (ii) disclosing information that is false or misleading or omitting to record any transaction in our records that could affect our financial statements. Directors are liable for damages and losses caused to us and our subsidiaries for violations of this duty of loyalty. This liability also extends to damages and losses caused as a result of benefits obtained by the director or directors or third parties, as a result of actions of such directors.

Our directors may be subject to criminal penalties of up to 12 years imprisonment for certain illegal acts involving willful misconduct that result in losses to us. Such acts include the alteration of financial statements and records.

Liability actions for damages and losses resulting from the violation of the duty of care or the duty of loyalty may be exercised solely for our benefit and may be brought by us, or by stockholders representing 5% or more of our capital stock, and criminal actions only may be brought by the Mexican Ministry of Finance, after consulting with the Mexican National Banking and Securities Commission. As a safe harbor for directors, the liabilities specified above (including criminal liability) will not be applicable if the director acting in good faith (i) complied with applicable law, (ii) made the decision based upon information provided by our executive officers or third-party experts, the capacity and credibility of which could not be subject to reasonable doubt, (iii) selected the most adequate alternative in good faith or if the negative effects of such decision could not have been foreseeable, and (iv) complied with stockholders resolutions provided the resolutions do not violate applicable law.

The members of the board are liable to our stockholders only for the loss of net worth suffered as a consequence of disloyal acts carried out in excess of their authority or in violation of our bylaws.

In accordance with the Mexican Securities Market Law, supervision of our management is entrusted to our Board of Directors, which shall act through an Audit and Corporate Practices Committee for such purposes, and to our external auditor. The Audit and Corporate Practices Committee (together with the Board of Directors) replaces the statutory auditor (*comisario*) that previously had been required by the Mexican Companies Law.

Audit and Corporate Practices Committee. The Audit and Corporate Practices Committee is currently composed of three independent members: Francisco José Chévez Robelo, the Chairman, Alberto Montiel Castellanos and José Luís Fernández Fernández. The Chairman of this Committee was confirmed in our latest annual stockholders meeting held on April 2, 2013. The other members were confirmed at our Board of Directors meeting held on April 26, 2012. The Chairman of the Audit and Corporate Practices Committee is appointed at our stockholders meeting, and our Board of Directors appoints the remaining members.

The Audit and Corporate Practices Committee is responsible for, among other things: (i) supervising our external auditors and analyzing their reports, (ii) analyzing and supervising the preparation of our financial statements, (iii) informing the Board of Directors of our internal controls and their adequacy, (iv) requesting reports of our Board of Directors and executive officers whenever it deems appropriate, (v) informing the Board of any irregularities that it may encounter, (vi) receiving and analyzing recommendations and observations made by the stockholders, directors, executive officers, our external auditors or any third party and taking the necessary actions, (vii) calling stockholders meetings, (viii) supervising the activities of our Chief Executive Officer, (ix) providing an annual report to the Board of Directors, (x) providing opinions to our Board of Directors, (xi) requesting and obtaining opinions from independent third parties and (xii) assisting the Board in the preparation of annual reports and other reporting obligations.

The Chairman of the Audit and Corporate Practices Committee shall prepare an annual report to our Board of Directors with respect to the findings of the Audit and Corporate Practices Committee, which shall include, among other things (i) the status of the internal controls and internal audits and any deviations and deficiencies thereof, taking into consideration the reports of external auditors and independent experts, (ii) the results of any preventive and corrective measures taken based on results of investigations in respect of non-compliance of operating and accounting policies, (iii) the evaluation of external auditors, (iv) the main results from the review of our financial statements and those of our subsidiaries, (v) the description and effects of changes to accounting policies, (vi) the measures adopted as result of observations of stockholders, directors, executive officers and third parties relating to accounting, internal controls, and internal or external audits, (vii) compliance with stockholders and directors resolutions, (viii) observations with respect to relevant directors and officers, (ix) the transactions entered into with related parties and (x) the remunerations paid to directors and officers.

Committees of Our Board of Directors. Our Board of Directors has an Executive Committee. Each member is appointed for a one-year term at each annual general stockholders meeting. Our bylaws provide that the Executive Committee may generally exercise the powers of the Board of Directors, except those expressly reserved for the Board in our bylaws or by applicable law. The Executive Committee currently consists of Emilio Azcárraga Jean, Alfonso de Angoitia Noriega, Bernardo Gómez Martínez, José Antonio Bastón Patiño, Julio Barba Hurtado and Alejandro Quintero Iñiguez.

Executive Officers

The following table sets forth the names of our executive officers, their dates of birth, their current position, their prior business experience and the years in which they were appointed to their current positions:

Name and Date of Birth	Principal Position	Business Experience	First Appointed
Emilio Fernando Azcárraga Jean (02/21/68)	Chairman of the Board, President and Chief Executive Officer and Chairman of the Executive Committee of Grupo Televisa	Member of the Boards of Banco Nacional de México and Univision	March 1997
In alphabetical order:			
Alfonso de Angoitia Noriega (01/17/62)	Executive Vice President, Member of the Executive Office of the Chairman and Member of the Executive Committee of Grupo Televisa	Member of the Board of Univision	January 2004
José Antonio Bastón Patiño (04/13/68)	President of Television and Contents and Member of the Executive Committee of Grupo Televisa	Former Corporate Vice President of Television and Vice President of Operations, Member of the Board of Univision	November 2008
Salvi Rafael Folch Viadero (08/16/67)	Chief Financial Officer of Grupo Televisa	Former Vice President of Financial Planning of Grupo Televisa, former Chief Executive Officer and Chief Financial Officer of Comercio Más, S.A. de C.V. and former Vice Chairman of Banking Supervision of the National Banking and Securities Commission	January 2004
Bernardo Gómez Martínez (07/24/67)	Executive Vice President, Member of the Executive Office of the Chairman and Member of the Executive Committee of Grupo Televisa	Former Deputy Director of the Chairman of Grupo Televisa and former President of the Mexican Chamber of Television and Radio Broadcasters	January 2004
Alejandro Jesús Quintero Iñiguez (02/11/50)	Corporate Vice President of Sales and Marketing	Shareholder of Grupo TV Promo, S.A. de C.V.	May 1998

Compensation of Directors and Officers

For the year ended December 31, 2013, we paid our directors, alternate directors and executive officers for services in all capacities aggregate compensation of approximately Ps.547.3 million (U.S.$41.9 million using the Interbank Rate, as reported by Banamex, as of December 31, 2013). This compensation included certain amounts related to the use of assets and services of the Company, as well as travel expenses reimbursed to directors and officers. See Use of Certain Assets and Services below.

We have made Ps.141.1 million in contributions to our pension and seniority premium plans on behalf of our directors, alternate directors and executive officers in 2013. Projected benefit obligations as of December 31, 2013 were approximately Ps.146.7 million.

In addition, we have granted our executive officers and directors rights to purchase CPOs under the Stock Purchase Plan and the Long-Term Retention Plan. See Stock Purchase Plan and Long-Term Retention Plan below.

Use of Certain Assets and Services

We maintain an overall security program for Mr. Azcárraga, other top executives, their families, in some cases, and for other specific employees and service providers, as permitted under our *Política de Seguridad*, or Security Policy, due to business-related security concerns. We refer to the individuals described above as Key Personnel. Our security program includes the use of our personnel, assets and services to accomplish security objectives.

In accordance with this program, we require, under certain circumstances, that certain authorized Key Personnel use aircrafts, either owned or leased by us, for non-business, as well as business travel for our benefit rather than as a personal benefit. The use of such aircrafts is carried out in accordance with, among others, our *Política de Seguridad* policy, which establishes guidelines under which authorized Key Personnel may use such aircrafts for personal purposes. If the use of such aircrafts for personal purposes exceeds the specified number of hours, the relevant Key Personnel must reimburse us for the cost of operating the aircrafts during the excess time of use. The aggregate amount of compensation set forth in Compensation of Directors and Officers does include the cost to us of providing this service.

In addition, certain Key Personnel are provided with security systems and equipment for their residences and/or automobiles and with security advice and personal protection services at their residences. The use of these security services is provided in accordance with our *Política de Seguridad* policy. The cost of these systems and services are incurred as a result of business-related concerns and are not considered for their personal benefit. As a result, the Company has not included such cost in Compensation of Directors and Officers .

Stock Purchase Plan and Long-Term Retention Plan

Pursuant to the terms of our stock purchase plan, as amended, we may conditionally sell CPOs and/or CPO equivalents to eligible participants, who consist of key executives and other personnel. Pursuant to the stock purchase plan, the sale prices of the CPOs and/or CPO equivalents range from Ps.11.21 to Ps.26.16. We have implemented the stock purchase plan by means of a special purpose trust. The CPOs, CPO equivalents and underlying shares that are part of the stock purchase plan will be held by the special purpose trust and will be voted with the majority of the CPOs, CPO equivalents and underlying shares that are represented at the relevant meeting until these securities are transferred to plan participants or otherwise sold in the open market. In accordance with the stock purchase plan, our President and the technical committee of the special purpose trust have broad discretion to make decisions related to the stock purchase plan, including the ability to accelerate vesting terms, to release or transfer CPOs and/or CPO equivalents, subject to conditional sale agreements, to plan participants in connection with sales for purposes of making the payment of the related purchase price, and to implement amendments to the stock purchase plan, among others.

The stock purchase plan has been implemented in several stages since 1999, through a series of conditional sales to plan participants of CPOs.

Pursuant to the related conditional sale agreements, rights to approximately 0.04 million CPOs vested in January 2009. No CPOs vested in 2010. Unless the technical committee of the special purpose trust or our President determines otherwise, these CPOs will be held in the special purpose trust until they are transferred to plan participants or otherwise sold in the open market, subject to the conditions set forth in the related conditional sale agreements. As of May 2009, CPOs and shares not assigned to plan participants were transferred to the Long-Term Retention Plan special purpose trust. See Note 16 to our consolidated year-end financial statements. As of March 13, 2011, the date when the rights to purchase a total of 87.4 million CPOs transferred expired, approximately 87.4 million stock purchase plan CPOs transferred to employee plan participants had been sold in open market transactions.

In the fourth quarter of 2010, approximately 14.3 million CPOs or CPO equivalents were designated for the stock purchase plan through the special purpose trust. Approximately 2.7 million, 2.8 million and 2.7 million CPOs vested in 2011, 2012 and 2013, respectively. As of December 31, 2013, approximately 8.3 million stock purchase plan CPOs transferred to employee plan participants have been sold in the open market.

At our general extraordinary and ordinary stockholders meeting held on April 30, 2002, our stockholders authorized the creation and implementation of a Long-Term Retention Plan, as well as the creation of one or more special purpose trusts to implement the Long-Term Retention Plan. Pursuant to our Long-Term Retention Plan, we have granted eligible participants, who consist of unionized and non-unionized employees, including key personnel, awards as conditional sales, restricted stock, stock options or other similar arrangement. As approved by our stockholders, the exercise or sale price, as the case may be, is based (i) on the average trading price of the CPOs during the first six months of 2003, or (ii) on the price determined by the Board, the technical committee of the special purpose trust or the President of Televisa, in either case, adjusted by any applicable discount, including discounts attributable to limitations on the disposition of the Shares or CPOs that are subject to the Long-Term Retention Plan. The CPOs and their underlying shares as well as A, B, D and L Shares that are part of the Long-Term Retention Plan will be held by the special purpose trust and will be voted (y) with the majority of those securities, as the case may be, represented at the relevant meeting or (z) as determined by the technical committee of the special purpose trust, until these securities are transferred to plan participants or otherwise sold in the open market.

In April 2007, the Board of Directors, with the input from the Audit and Corporate Practices Committee, reviewed the compensation of our Chief Executive Officer and determined to include our Chief Executive Officer in the Long-Term Retention Plan of the Company as well as in any other plan to be granted by the Company to its employees in the future. See Compensation of Directors and Officers . As a consequence thereof, as of May 2007, the Chief Executive Officer was awarded, under the Long-Term Retention Plan, approximately 5.5 million CPOs or CPO equivalents, either in the form of CPOs or shares, to be purchased at a price of approximately Ps.60.65 per CPO (subject to adjustments depending on dividends and the result of operations of the Company). The CPOs conditionally sold to the Chief Executive Officer were transferred in 2010, 2011 and 2012. Pursuant to the resolutions adopted by our stockholders, we have not, and do not intend to, register shares under the Securities Act that are allocated to the Long-Term Retention Plan.

At our annual general ordinary stockholders meeting held on April 30, 2008, our stockholders approved a second stage of the Long-Term Retention Plan and approved grants of up to 25 million CPOs per year, or CPO equivalents, under the Long-Term Retention Plan. At our annual general ordinary stockholders meeting held on April 2, 2013, our stockholders approved that the number of CPOs that may be granted annually under the Long-Term Retention Plan shall be up to 1.5% of the capital of the Company. The price at which the conditional sales of the CPOs will be made to beneficiaries is based on the lowest of (i) the closing price on March 31 of the year in which the CPOs are awarded, and (ii) the average price of the CPOs during the first three months of the year in which the CPOs are awarded. The resulting price shall be reduced by dividends, a liquidity discount and by the growth of the consolidated or relevant segment Operating Income Before Depreciation and Amortization, or OIBDA, (including OIBDA affected by acquisitions) between the date of award and the vesting date, among others. As of December 31, 2013, approximately 103.7 million CPOs that were transferred to employee plan participants were sold in the open market. Additional sales will continue to take place during or after 2014.

The special purpose trust created to implement the Long-Term Retention Plan currently owns approximately 224.3 million CPOs or CPO equivalents. This figure is net of approximately 26.0, 26.3 and 24.2 million CPOs or CPO equivalents vested respectively in 2011, 2012 and 2013. Of such 224.3 million CPOs or CPO equivalents approximately 73% are in the form of CPOs and the remaining 27% are in the form of A, B, D and L Shares. As of March 31, 2014, approximately 88 million CPOs or CPO equivalents have been reserved and will become vested between 2014 and 2016 at prices ranging from Ps.48.72 to Ps.59.00 per CPO which may be reduced by dividends, a liquidity discount and the growth of the consolidated or relevant segment OIBDA (including OIBDA affected by acquisitions) between the date of award and the vesting date, among others.

In December 2002 and July 2005, we registered for sale CPOs by the special purpose trust to plan participants pursuant to registration statements on Form S-8 under the Securities Act. The registration of these CPOs permits plan participants who are not affiliates and/or the special purpose trust on behalf of these plan participants to sell their

CPOs that have vested through ordinary brokerage transactions without any volume or other limitations or restrictions. Those plan participants who are affiliates may only sell their vested CPOs either pursuant to an effective registration statement under the Securities Act or in reliance on an exemption from registration. All or a portion of the net proceeds from any such sales would be used to satisfy the purchase price obligations of these plan participants pursuant to their conditional sale agreements. As of October 2010, our stock purchase plan and our Long-Term Retention Plan were consolidated under a single special purpose trust.

At our annual general ordinary stockholders meeting held on April 29, 2011, our stockholders approved the issuance of 150 million CPOs, subject to the preemptive rights of existing stockholders. After the expiration of the preemptive rights to existing shareholders, we provided the funds to the special purpose trust to purchase the CPOs. On October 25, 2011, the special purpose trust completed the purchase of the CPOs.

Share Ownership of Directors and Officers

Share ownership of our directors, alternate directors and executive officers is set forth in the table under Major Stockholders and Related Party Transactions . Except as set forth in such table, none of our directors, alternate directors or executive officers is currently the beneficial owner of more than 1% of any class of our capital stock or conditional sale agreements or options representing the right to purchase more than 1% of any class of our capital stock.

Employees and Labor Relations

The following table sets forth the number of employees and a breakdown of employees by main category of activity and geographic location as of the end of each year in the three-year period ended December 31, 2013:

	Year Ended December 31,		
	2011	**2012**	**2013**
Total number of employees	26,314	28,599	32,047
Category of activity:			
Employees	26,275	28,558	31,975
Executives	39	41	72
Geographic location:			
Mexico	24,659	27,250	30,723
Latin America (other than Mexico)	1,345	1,021	978
U.S.	310	328	346

As of December 31, 2011, 2012 and 2013, approximately 39%, 42% and 45% of our employees, respectively, were represented by unions. We believe that our relations with our employees are good. Under Mexican law, the agreements between us and most of our television, radio and cable television union employees are subject to renegotiation on an annual basis in January of each year. We also have union contracts with artists, musicians and other employees, which are also renegotiated on an annual basis.

Item 7. Major Stockholders and Related Party Transactions

The following table sets forth information about the beneficial ownership of our capital stock by our directors, alternate directors, executive officers and each person who is known by us to own more than 5% of the currently outstanding A Shares, B Shares, L Shares or D Shares as of March 31, 2014. Except as set forth below, we are not aware of any holder of more than 5% of any class of our Shares.

	Shares Beneficially Owned(1)(2)								Aggre Percent Outsta Sha Benefi Owr
	A Shares		B Shares		D Shares		L Shares		
tity of Owner	**Number**	**Percentage of Class**	**Number**	**Percentage of Class**	**Number**	**Percentage of Class**	**Number**	**Percentage of Class**	
rraga Trust(3)	52,991,825,705	43.0%	67,814,604	0.1%	107,886,870	0.1%	107,886,870	0.1%	14
kRock, Inc.(4)	7,159,566,650	5.8%	6,300,418,652	10.7%	10,023,393,310	11.1%	10,023,393,310	11.1%	9

am H. Gates III(5)	5,754,450,375	4.7%	5,063,916,330	8.6%	8,056,230,525	8.9%	8,056,230,525	8.9%	7
Eagle Investment agement, LLC(6)	4,129,961,000	3.4%	3,634,365,680	6.2%	5,781,945,400	6.4%	5,781,945,400	6.4%	5
enheimer Funds, 7)	3,279,563,875	2.7%	2,886,016,210	4.9%	4,591,389,425	5.1%	4,591,389,425	5.1%	4

(1) Unless otherwise indicated, the information presented in this section is based on the number of shares authorized, issued and outstanding as of March 31, 2014. The number of shares issued and outstanding for legal purposes as of March 31, 2014 was 64,347,348,050 series A Shares, 56,625,666,284 series B Shares, 90,086,287,270 series D Shares and 90,086,287,270 series L Shares, in the form of CPOs, and an additional 58,926,613,375 series A Shares, 2,357,207,692 series B Shares, 238,595 series D Shares and 238,595 series L Shares not in the form of CPOs. For financial reporting purposes under IFRS only, the number of shares authorized, issued and outstanding as of March 31, 2014 was 60,133,267,475 series A Shares, 52,917,275,378 series B Shares, 84,186,574,465 series D Shares and 84,186,574,465 series L Shares in the form of CPOs, and an additional 54,060,872,390 series A Shares, 186,537 series B Shares, 238,541 series D Shares and 238,541 series L Shares not in the form of CPOs. The number of shares authorized, issued and outstanding for financial reporting purposes under IFRS as of March 31, 2014 does not include 168,563,223 CPOs and an additional 4,865,740,985 series A Shares, 2,357,021,155 series B Shares, 54 series D Shares and 54 series L Shares not in the form of CPOs acquired by the special purpose trust we created to implement our long-term retention plan. See Note 16 to our consolidated year-end financial statements.

(2) Except through the Azcárraga Trust, none of our directors and executive officers currently beneficially owns more than 1% of our outstanding A Shares, B Shares, D Shares or L Shares. See Directors, Senior Management and Employees Share Ownership of Directors and Officers . This information is based on information provided by directors and executive officers.
(3) For a description of the Azcárraga Trust, see The Major Stockholders below.
(4) Based solely on information included in the report on Schedule 13G by BlackRock, Inc., as of December 31, 2013.
(5) Based solely on information included in (i) the report on Schedule 13D filed on March 19, 2010 by Cascade Investment, L.L.C. with respect to holdings by Cascade Investment, L.L.C., and (ii) the report on Form 13F filed on February 2, 2014 by the Bill and Melinda Gates Foundation Trust with respect to holdings by the Bill and Melinda Gates Foundation Trust. Includes 3,644,562,500 A Shares, 3,207,215,000 B Shares, 5,102,387,500 D Shares and 5,102,387,500 L Shares beneficially owned by Cascade Investment, L.L.C., over which William H. Gates III has sole voting and dispositive power, and 2,109,887,875 A Shares, 1,856,701,330 B Shares, 2,953,843,025 D Shares and 2,953,843,025 L Shares beneficially owned by the Bill and Melinda Gates Foundation Trust, over which William H. Gates III and Melinda French Gates have shared voting and dispositive power.
(6) Based solely on information included in the report on Schedule 13G by First Eagle Investment Management, LLC, as of December 31, 2013.
(7) Based solely on information included in the report on Form 13F by Oppenheimer Funds, Inc., as of December 31, 2013.

The Major Stockholders

Approximately 45.6% of the outstanding A Shares, 2.7% of the outstanding B Shares, 2.8% of the outstanding D Shares and 2.8% of the outstanding L Shares of the Company were held through the Stockholder Trust, including shares in the form of CPOs. On June 17, 2009, the Stockholder Trust was terminated and the shares and CPOs which were formerly held through such trust were delivered to the corresponding beneficiaries. The largest beneficiary of the Stockholder Trust was a trust for the benefit of Emilio Azcárraga Jean. Such trust currently holds 43.0% of the outstanding A shares, 0.1% of the outstanding B shares, 0.1% of the outstanding D shares and 0.1% of the outstanding L shares of the Company. As a result, Emilio Azcárraga Jean controlled until June 17, 2009, the voting of the shares held through the Stockholder Trust, and currently controls the vote of such shares through the Azcárraga Trust. The A Shares held through the Azcárraga Trust constitute a majority of the A Shares whose holders are entitled to vote because non-Mexican holders of CPOs and GDSs are not permitted to vote the underlying A Shares in accordance with the trust agreement governing the CPOs and the Company s bylaws. Accordingly, and so long as non-Mexicans own more than a minimal number of A Shares, Emilio Azcárraga Jean will have the ability to direct the election of 11 out of 20 members of our Board of Directors, as well as prevent certain actions by the stockholders, including dividend payments, mergers, spin-offs, changes in corporate purpose, changes of nationality and amendments to the anti-takeover provisions of our bylaws.

Pursuant to our bylaws, holders of B shares are entitled to elect five out of 20 members of our Board of Directors.

Because the Azcárraga Trust only holds a limited number of B Shares, there can be no assurance that individuals nominated by the Azcárraga Trust appointees will be elected to our Board.

We believe that as of March 31, 2014, approximately 317,737,162 GDSs were held of record by 97 persons with U.S. addresses. Those GDSs represent 32% of the outstanding A Shares, 59% of the outstanding B Shares, 62% of the outstanding D Shares and 62% of the outstanding L Shares of the Company. Before giving effect to the 2004 recapitalization, substantially all of the outstanding A Shares not held through CPOs were owned by Televicentro and a special purpose trust created for our Long-Term Retention Plan, as described under Major Stockholders and Related Party Transactions and Directors, Senior Management and Employees Stock Purchase Plan and Long-Term Retention Plan . For more information regarding our 2004 recapitalization, please refer to our Form 6-K filed with the SEC on

March 25, 2004.

Related Party Transactions

Transactions and Arrangements with Univision. In December 2010, the Company and Univision announced the completion of certain agreements among related parties by which, among other transactions, the Company made an investment in BMP, the parent company of Univision, and the PLA between Televisa and Univision was amended and extended through the later of 2025 or seven and one-half years after the Company has sold two-thirds of its initial investment in BMP, Univision became a related party to the Company as of December 2010 as a result of these transactions. For a description of our arrangements with Univision, see Information on the Company Business Overview Univision .

Transactions and Arrangements with Iusacell. Iusacell purchased advertising services from us in connection with the promotion of its products and services in 2013, and we expect that Iusacell will continue to do so in the future. Iusacell paid and will continue to pay rates applicable to third party advertisers for these advertising services.

Transactions and Arrangements With Our Directors and Officers. We own 15% of the equity of Centros de Conocimiento Tecnológico, or CCT, a company that builds, owns and operates technological schools in Mexico and in which Claudio X. González Laporte, one of our directors, and Carlos Fernández González, one of our former directors, own a minority interest.

During 2013, we entered into contracts leasing office space directly or indirectly from certain of our directors and officers. These leases have aggregate annual lease payments for 2014 equal to approximately Ps.23.5 million. We believe that the terms of these leases are comparable to terms that we would have entered into with third parties for similar leases.

Certain of our executive officers have in the past, and from time to time in the future may, purchase debt securities issued by us and/or our subsidiaries from third parties in negotiated transactions. Certain of our executive officers and directors participate in our stock purchase plan and Long-Term Retention Plan. See Directors, Senior Management and Employees Stock Purchase Plan and Long-Term Retention Plan .

Transactions and Arrangements With Affiliates and Related Parties of Our Directors, Officers and Major Stockholders

Consulting Services. Instituto de Investigaciones Sociales, S.C., a consulting firm which is controlled by Ariana Azcárraga De Surmont, the sister of Emilio Azcárraga Jean, has from time to time during 2013 provided consulting services and research in connection with the effects of our programming, especially telenovelas, on our viewing audience. Instituto de Investigaciones Sociales, S.C. provided us with such services in 2013, and we expect to continue these arrangements through 2014.

Loans from Banamex. In 2006, Banamex and Innova entered into a loan agreement with a maturity date of 2016 and in 2010 Banamex and TVI entered into a revolving credit facility which was paid by TVI in March 2011. In March 2011, the Company entered into long-term credit arrangements with Banamex, with maturities between 2018 and 2021. These loans were made on terms substantially similar to those offered by Banamex to third parties. Emilio Azcárraga Jean, our Chief Executive Officer, President and Chairman of the Board, is a member of the Board of Banamex. One of our directors, Roberto Hernández Ramírez, is the Honorary Chairman of the Board of Banamex. Mr. Hernández was also a member of the Board of, and the beneficial owner of less than 1% of the outstanding capital stock of, Citigroup, Inc., the entity that indirectly controls Banamex. For a description of amounts outstanding under, and the terms of, our existing credit facilities with Banamex, see Operating and Financial Review and Prospects Results of Operations Liquidity, Foreign Exchange and Capital Resources Indebtedness .

Advertising Services. One of our former directors, Carlos Fernández González, is a member of the Board of Grupo Modelo, S.A.B. de C.V., or Grupo Modelo, the leading producer, distributor and exporter of beer in Mexico. Grupo Modelo purchased advertising services from us in connection with the promotion of its products from time to time in 2013, and we expect that this will continue to be the case in the future. Grupo Modelo paid and will continue to pay rates applicable to third party advertisers for these advertising services.

Several other members of our current Board serve as members of the Boards and/or are stockholders of other companies. See Directors, Senior Management and Employees . Some of these companies, including Banamex, Kimberly-Clark de México, S.A.B. de C.V., Grupo Financiero Santander, S.A.B. de C.V., and FEMSA, among others, purchased advertising services from us in connection with the promotion of their respective products and services from time to time in 2013, and we expect that this will continue to be the case in the future. Similarly, Alejandro Quintero Iñiguez, a member of our Board and our Executive Committee and our Corporate Vice President of Sales and Marketing, is a stockholder of Grupo TV Promo, S.A. de C.V., which is a company that renders services of publicity, promotion and advertisement to third parties. Grupo TV Promo, S.A. de C.V. and its subsidiaries act as licensees of the Company for the use and exploitation of certain images and/or trademarks of shows and novelas produced by the Company; and produce promotional campaigns and events for the Company and for some of the Company s clients. Grupo TV Promo, S.A. de C.V. has purchased and will continue to purchase advertising services from us, some of which are referred to the aforementioned promotional campaigns. The companies described above pay rates applicable to third party advertisers that purchase advertising services on pay-TV networks and unsold advertising services on free-to-air television channels, which are lower than the rates paid by advertisers that purchase advertising in advance or at regular rates. Alejandro Quintero does not currently receive any form of compensation from Grupo TV Promo, S.A. de C.V., other than dividends to which he may be entitled to receive as stockholder, as the case may be. During 2013, Grupo TV Promo purchased unsold advertising on free-to-air television channels of Televisa for a total of Ps.325,562,963 and Ps.25,096,026 on pay-TV networks.

Online Lottery Services. In March 2012, Multijuegos, our online lottery, entered into an agreement with Cadena Comercial Oxxo, S.A. de C.V. and OXXO Express, S.A. de C.V., or OXXO, the principal chain of convenience stores in Mexico, both controlled subsidiaries of Fomento Economico Mexicano, S.A.B., or FEMSA, to sell online lottery tickets through point-of-sale terminals at the OXXO stores. José Antonio Fernández Carbajal, Executive Chairman of the Board of FEMSA, is a member of our Board.

Legal and Advisory Services. During 2013, Mijares, Angoitia, Cortés y Fuentes, S.C., a Mexican law firm, provided us with legal and advisory services, and we expect that this will continue to be the case in the future. Ricardo Maldonado Yáñez, a partner from the law firm of Mijares, Angoitia, Cortés y Fuentes, S.C., serves also as Secretary of our Board of Directors and Secretary to the Executive Committee of our Board of Directors. We believe that the fees we paid for these services were comparable to those that we would have paid another law firm for similar services.

In August 2009, we entered into an agreement with Allen & Company to provide the Company with advisory services related to investment opportunities outside of Mexico. In February 2010, we entered into an agreement with Allen & Company to provide the Company with advisory services related to an investment opportunity in the wireless telecommunications segment in Mexico. In 2011 and 2012, we entered into agreements with Allen & Company to provide the Company with advisory services related to an investment in the television segment outside of Mexico. Two of our directors are directors of Allen & Company as well. These agreements were entered into on an arm s length basis. We believe that the amounts paid and to be paid under these agreements to Allen & Company are comparable to those paid to third parties for these types of services.

For further information about our related party transactions, see Note 19 to our consolidated year-end financial statements.

Item 8. Financial Information

See Financial Statements and pages F-1 through F-70, which are incorporated in this Item 8 by reference.

Item 9. The Offer and Listing

Trading History of CPOs and GDSs

Since December 1993, the GDSs have been traded on the New York Stock Exchange, or NYSE, and the CPOs have been traded on the Mexican Stock Exchange. In September 2007, we removed JPMorgan Chase Bank, N.A. as the depository for the GDSs and appointed The Bank of New York Mellon pursuant to a new deposit agreement.

The table below shows, for the periods indicated, the high and low market prices in nominal Pesos for the CPOs on the Mexican Stock Exchange.

	Nominal Pesos per CPO(1)	
	High	**Low**
2009	56.67	33.91
2010	65.09	45.19
2011	65.01	46.61
2012	68.63	50.60
First Quarter	58.87	50.60
Second Quarter	58.00	53.18
Third Quarter	63.28	56.55
Fourth Quarter	68.63	59.00
2013	80.07	59.14
First Quarter	73.45	63.99
Second Quarter	67.65	59.14
Third Quarter	74.07	62.24
Fourth Quarter	80.07	72.40
October	79.70	72.40
November	80.07	75.69
December	79.17	73.91
2014 (through April 23, 2014)	90.22	74.24
First Quarter	87.07	74.24
January	83.17	75.56
February	78.45	74.24
March	87.07	78.63
Second Quarter (through April 23, 2014)	90.22	84.65
April (through April 23, 2014)	90.22	84.65

(1) Source: Mexican Stock Exchange.

The table below shows, for the periods indicated, the high and low market prices in U.S. Dollars for the GDSs on the NYSE, giving effect to the March 22, 2006 1:4 GDS ratio change in all cases.

	U.S. Dollars per GDS(1)	
	High	**Low**
2009	22.13	10.92
2010	26.51	17.41
2011	26.50	17.70
2012	26.77	18.75
First Quarter	21.59	19.72
Second Quarter	22.28	18.75
Third Quarter	24.69	21.08
Fourth Quarter	26.77	22.24
2013	30.68	22.31
First Quarter	29.18	25.70
Second Quarter	28.03	22.31
Third Quarter	29.16	23.98
Fourth Quarter	30.68	27.39
October	30.63	27.39
November	30.68	28.79
December	30.26	28.33
2014 (through April 23, 2014)	34.42	27.84
First Quarter	33.29	27.84
January	31.76	28.26
February	29.50	27.84
March	33.29	29.54
Second Quarter (through April 23, 2014)	34.42	32.48
April (through April 23, 2014)	34.42	32.48

(1) Source: NYSE.

Trading prices of the CPOs and the GDSs will be influenced by our results of operations, financial condition, cash requirements, future prospects and by economic, financial and other factors and market conditions. See Key Information Risk Factors Risk Factors Related to Mexico Economic and Political Developments in Mexico May Adversely Affect Our Business . There can be no assurance that prices of the CPOs and the GDSs will, in future, be within the ranges set forth above. We believe that as of March 31, 2014, approximately 317,737,162 GDSs were held of record by 97 persons with U.S. addresses.

Trading on the Mexican Stock Exchange

Overview

The Mexican Stock Exchange, located in Mexico City, is the only stock exchange in Mexico. Operating continuously since 1907, the Mexican Stock Exchange is organized as a *sociedad anónima bursátil de capital variable*, or publicly-traded corporation with variable capital. Securities trading on the Mexican Stock Exchange occurs from 8:30 a.m. to 3:00 p.m., Mexico City time, each business day. Since January 1999, all trading on the Mexican Stock Exchange has been effected electronically. The Mexican Stock Exchange may impose a number of measures to promote an orderly and transparent trading price of securities, including the operation of a system of automatic suspension of trading in shares of a particular issuer when price fluctuation exceeds certain limits. The Mexican Stock Exchange may also suspend trading in shares of a particular issuer as a result of the disclosure of a material event, or when the changes in the volume traded or share price are not consistent with either the historic performance or information publicly available. The Mexican Stock Exchange may resume trading in the shares when it deems that the material events have been adequately disclosed to public investors or when it deems that the issuer has adequately explained the reasons for the changes in the volume traded or prevailing share price. Under current regulations, in certain cases when the relevant securities are simultaneously traded on a stock exchange outside of Mexico, the Mexican Stock Exchange may consider the measures adopted by the other stock exchange in order to suspend and/or resume trading in the issuer s shares.

Settlement is effected two business days after a share transaction on the Mexican Stock Exchange. Deferred settlement, even by mutual agreement, is not permitted without the approval of the CNBV. Most securities traded on the Mexican Stock Exchange, including the CPOs, are on deposit with S.D. Indeval, Institución para el Depósito de Valores, S.A. de C.V., or Indeval, a privately owned securities depositary that acts as a clearinghouse, depositary and custodian, as well as a settlement, transfer and registration agent for Mexican Stock Exchange transactions, eliminating the need for physical transfer of securities.

Although the Mexican Securities Market Law provides for the existence of an over-the-counter market, no such market for securities in Mexico has been developed.

Market Regulation and Registration Standards

In 1946, the *Comisión Nacional de Valores*, or the National Securities Commission, commonly known as the CNV, was established to regulate stock market activity. In 1995, the CNV and the *Comisión Nacional Bancaria*, or the National Banking Commission, were merged to form the CNBV. The Mexican Securities Market Law, which took effect in 1975, introduced important structural changes to the Mexican financial system, including the organization of brokerage firms as corporations with variable capital, or *sociedades anónimas de capital variable*. The Mexican Securities Market Law sets standards for authorizing companies to operate as brokerage firms, which authorization is granted at the discretion of the CNBV. In addition to setting standards for brokerage firms, the Mexican Securities Market Law empowers the CNBV, among other things, to regulate the public offering and trading of securities and to impose sanctions for the illegal use of insider information. The CNBV regulates the Mexican securities market, the Mexican Stock Exchange and brokerage firms through a board of governors composed of thirteen members, five of which are appointed by the Ministry of Finance.

In June 2001, the Mexican Securities Market Law required issuers to increase the protections offered to minority stockholders and to impose corporate governance controls on Mexican listed companies in line with international standards. The Mexican Securities Market Law then in effect expressly permitted Mexican listed companies, with prior authorization from the CNBV, to include in their bylaws anti-takeover defenses such as stockholder rights plans, or poison pills. We amended our bylaws to include certain of these protections at our general extraordinary stockholders meeting, which was held on April 30, 2002. See Additional Information Bylaws Other Provisions Appraisal Rights and Other Minority Protections and Additional Information Bylaws Antitakeover Protections .

To offer securities to the public in Mexico, an issuer must meet specific qualitative and quantitative requirements, and generally only securities for which an application for registration in the National Registry of Securities, or NRS, maintained by the CNBV has been approved by the CNBV may be listed on the Mexican Stock Exchange. This approval does not imply any kind of certification or assurance related to the merits or the quality of the securities or the solvency of the issuer.

In March 2003, the CNBV issued general rules, or General CNBV Rules, applicable to issuers and other securities market participants. The General CNBV Rules, which repealed several previously enacted *circulares*, or rules, of the CNBV, now provide a single set of rules governing issuers and issuer activity, among other things.

The General CNBV Rules have mandated that the Mexican Stock Exchange adopt minimum requirements for issuers to be registered with the CNBV and have their securities listed on the Mexican Stock Exchange. To be registered, issuers will be required to have, among other things:

- a minimum number of years of operating history;

a minimum financial condition;

a minimum number of shares or CPOs to be publicly offered to public investors;

a minimum price for the securities to be offered;

a minimum of 15% of the capital stock placed among public investors;

a minimum of 200 holders of shares or of shares represented by CPOs, who are deemed to be public investors under the General CNBV Rules, upon the completion of the offering;

the following distribution of the securities offered pursuant to an offering in Mexico: (i) at least 50% of the total number of securities offered must be placed among investors who acquire less than 5% of the total number of securities offered; and (ii) no investor may acquire more than 40% of the total number of securities offered; and

complied with certain corporate governance requirements.

To maintain its registration, an issuer will be required to have, among other things:

a minimum of 12% of the capital stock held by public investors;

a minimum of 100 holders of shares or of shares represented by CPOs who are deemed to be public investors under the General CNBV Rules; and

complied with certain corporate governance requirements.

The CNBV has the authority to waive some of these requirements in some circumstances. Also, some of these requirements are applicable for each series of shares of the relevant issuer.

The Mexican Stock Exchange will review annually compliance with the foregoing and other requirements, some of which may be further reviewed on a quarterly or semi-annual basis. The Mexican Stock Exchange must inform the CNBV of the results of its review and this information must, in turn, be disclosed to investors. If an issuer fails to comply with any of the foregoing requirements, the Mexican Stock Exchange will request that the issuer propose a plan to cure the violation. If the issuer fails to propose such plan, if the plan is not satisfactory to the Mexican Stock Exchange or if the issuer does not make substantial progress with respect to the corrective measures, trading of the relevant series of shares on the Mexican Stock Exchange will be temporarily suspended until the situation is corrected. In addition, if the issuer fails to propose the plan or ceases to follow such plan once proposed, the CNBV may suspend or cancel the registration of the shares. In such event, the issuer must evidence the mechanisms to protect the rights of public investors and market in general.

Issuers of listed securities are required to file unaudited quarterly financial statements and audited annual financial statements as well as various periodic reports with the CNBV and the Mexican Stock Exchange. Issuers of listed securities must prepare and disclose their financial information by a Mexican Stock Exchange-approved system known as EMISNET and to the CNBV through the *Sistema de Transferencia de Información sobre Valores*, or STIV-2. Immediately upon its receipt, the Mexican Stock Exchange makes that information available to the public.

The General CNBV Rules and the internal regulations of the Mexican Stock Exchange require issuers of listed securities to file through EMISNET and STIV-2 information on the occurrence of material events affecting the relevant issuer. Material events include, but are not limited to:

the entering into or termination of joint venture agreements or agreements with key suppliers;

the creation of new lines of businesses or services;

significant deviations in expected or projected operating performance;

the restructuring or payment of significant indebtedness;

material litigation or labor conflicts;

changes in dividend policy;

the commencement of any insolvency, suspension or bankruptcy proceedings;

changes in the directors; and

any other event that may have a material adverse effect on the results, financial condition or operations of the relevant issuer.

If there is unusual price volatility of the securities listed, the issuer would be obliged to immediately inform the CNBV and the Mexican Stock Exchange of the causes of such volatility or, if the issuer is unaware of such causes, make a statement to that effect, in order for the Mexican Stock Exchange to immediately convey that information to the public. In addition, the Mexican Stock Exchange must immediately request that issuers disclose any information relating to relevant material events, when it deems the information currently disclosed to be insufficient, as well as instruct issuers to clarify such information when it deems the information to be confusing. The Mexican Stock Exchange may request issuers to confirm or deny any material events that have been disclosed to the public by third parties when it deems that the material event may affect or influence the securities being traded. The Mexican Stock Exchange must immediately inform the CNBV of any requests made to issuers. The CNBV may also make any of these requests directly to issuers. An issuer may delay the disclosure of material events under some circumstances, including where the information being offered is not related to transactions that have been completed.

The CNBV and the Mexican Stock Exchange may suspend the dealing in securities of an issuer:

- if the issuer does not adequately disclose a material event; or

- upon price or volume volatility or changes in the offer or demand in respect of the relevant securities, which are not consistent with the historic performance of the securities and could not be explained solely by the information made publicly available under the General CNBV Rules.

The Mexican Stock Exchange must immediately inform the CNBV and the general public of any such suspension. An issuer may request that the CNBV or the Mexican Stock Exchange resume trading, provided it demonstrates that the causes triggering the suspension have been resolved and that it is in full compliance with the periodic reporting requirements under the applicable law. If its request has been granted, the Mexican Stock Exchange will determine the appropriate mechanism to resume trading in its securities. If trading of an issuer is suspended for more than 20 business days and the issuer is authorized to resume trading without conducting a public offering, the issuer must disclose through EMISNET and STIV-2, before trading resumes, a description of the causes that resulted in the suspension and reasons why it is now authorized to resume trading.

Likewise, if the securities of an issuer are traded on both the Mexican Stock Exchange and a foreign securities market, that issuer must file with the CNBV and the Mexican Stock Exchange on a simultaneous basis the information that it is required to file pursuant to the laws and regulations of the relevant other jurisdiction.

Pursuant to the Mexican Securities Market Law, stockholders of issuers listed on the Mexican Stock Exchange must disclose any transactions through or outside of the Mexican Stock Exchange that result in exceeding 10% ownership stake of an issuer s capital stock. These stockholders must also inform the CNBV of the results of these transactions the day after their completion. See Additional Information Mexican Securities Market Law .

Additionally, related parties of an issuer who increase or decrease their ownership stake, in one or more transactions, by 5% or more, shall disclose such transactions. The Mexican Securities Market Law also requires stockholders holding 10% or more of the capital stock of companies listed in the registry to notify the CNBV of any ownership changes in shares of the company. Moreover, recent amendments to the CNBV regulations for issuers, require issuers to disclose to the CNBV on an annual basis on or before June 30 of each year: (i) the name and ownership percentage of any Board members and relevant officers that maintain 1% or more of the capital stock of an issuer, (ii) the names and ownership percentage of any other individual or entity that maintains 5% or more of the capital stock of an issuer (regardless of whether such stockholder is an officer or director) and (iii) the names and ownership percentage of the 10 (ten) stockholders with the largest direct ownership stake in an issuer (regardless of the ownership percentage or whether such stockholder is an officer, director, related party or private investor with no relationship to the issuer).

Based on the foregoing, Mexican Securities Regulations require that (i) Board members and relevant officers that maintain 1% or more of the capital stock of an issuer and (ii) any other individual or entity that maintains 5% or more of the capital stock of an entity, provide this information to the relevant issuer on or before May 15 of each year.

Item 10. Additional Information

Mexican Securities Market Law

On April 25, 2002, the CNBV issued general rules to regulate public tender offers and the obligation to disclose share acquisitions above certain thresholds, as well as share acquisitions of the capital stock of public companies by related parties. Subject to certain exceptions, any acquisition of shares of a public company which increases the acquiror s ownership to 10% or more, but not more than 30%, of the company s outstanding capital stock must be disclosed to the CNBV and the Mexican Stock Exchange by no later than the day following the acquisition. Any acquisition of shares by a related party that increases such party s ownership interest in a public company by 5% or more of the company s outstanding capital stock must also be disclosed to the CNBV and the Mexican Stock Exchange by no later than the day following the acquisition. In addition, any intended acquisition of shares of a public company which increases the potential acquiror s ownership to 30% or more, but not more than 50%, of the company s voting shares requires the potential acquiror to make a tender offer for the greater of (i) the percentage of the capital stock intended to be acquired or (ii) 10% of the outstanding capital stock. Finally, any intended acquisition of shares of a public company which increases the potential acquiror s ownership to more than 50% of the company s voting shares requires the potential acquiror to make a tender offer for 100% of the outstanding capital stock. Bylaw provisions regarding mandatory tender offers in the case of these acquisitions may differ from the requirements summarized above, provided that they are more protective to minority stockholders than those afforded by law. See Bylaws Antitakeover Protections .

On December 30, 2005, a new Mexican Securities Market Law was enacted and published in the Official Gazette of the Federation. The new Securities Market Law became effective on June 28, 2006 and in some cases allowed an additional period of 180 days (late December 2006) for issuers to incorporate in their bylaws the new corporate governance and other requirements derived from the new law. The new Mexican Securities Market Law changed the Mexican securities laws in various material respects. In particular the new law (i) clarifies the rules for tender offers, dividing them in voluntary and mandatory, (ii) clarifies standards for disclosure of holdings applicable to stockholders of public companies, (iii) expands and strengthens the role of the board of directors of public companies, (iv) determines with precision the standards applicable to the board of directors and the duties of the board, each director, its secretary, the general director and executive officers (introducing concepts such as the duty of care, duty of loyalty and safe harbors), (v) replaces the statutory auditor (comisario) and its duties with the audit committee, the corporate practices committee and the external auditors, (vi) clearly defines the role of the general director and executive officers and their responsibilities, (vii) improves rights of minorities, and (viii) improves the definition of applicable sanctions for violations to the Mexican Securities Market Law, including the payment of punitive damages and criminal penalties.

The new Mexican Securities Market Law does not substantially modify the reporting obligations of issuers of equity securities listed in the Mexican Stock Exchange. The new Mexican Securities Market Law reinforces insider trading restrictions and specifically includes, within such restrictions, trading in options and derivatives the underlying security of which is issued by such entity. Among other changes, the new Mexican Securities Market Law provides for a course of action available to anyone who traded (as a counterparty) with someone in possession of privileged information to seek the appropriate indemnification.

Pursuant to the new Mexican Securities Market Law:

members of a listed issuer s board of directors,

stockholders controlling 10% or more of a listed issuer s outstanding share capital,

- advisors,
- groups controlling 25% or more of a listed issuer s outstanding share capital, and
- other insiders

must inform the CNBV of any transactions undertaken with securities of a listed issuer.

In addition, under the new Mexican Securities Market Law insiders must abstain from purchasing or selling securities of the issuer within 90 days from the last sale or purchase, respectively.

The new Mexican Securities Market Law has, in some respects, modified the rules governing tender offers conducted in Mexico. Under the new law, tender offers may be voluntary or mandatory. All tender offers must be open for at least 20 business days and purchases thereunder are required to be made pro-rata to all tendering stockholders. Any intended purchase resulting in a 30% or greater holding requires the tender to be made for the greater of 10% of the company s capital stock or the share capital intended to be acquired; if the purchase is aimed at obtaining control, the tender must be made for 100% of the outstanding shares. In calculating the intended purchase amount, convertible securities, warrants and derivatives the underlying security of which are such shares must be considered. The new law also permits the payment of certain amounts to controlling stockholders over and above the offering price if these amounts are fully disclosed, approved by the board of directors and paid in connection with non-compete or similar obligations. The new law also introduces exceptions to the mandatory tender offer requirements and specifically provides for the consequences, to a purchaser, of not complying with these tender offer rules (lack of voting rights, possible annulment of purchases, etc.) and other rights available to prior stockholders of the issuer.

The new Mexican Securities Market Law ratifies that public companies may insert provisions in their bylaws pursuant to which the acquisition of control of the company, by the company s stockholders or third parties, may be prevented, if such provisions (i) are approved by stockholders without the negative vote of stockholders representing 5% or more of the outstanding shares, (ii) do not exclude any stockholder or group of stockholders, and (iii) do not restrict, in an absolute manner, the change of control.

Bylaws

Set forth below is a brief summary of some significant provisions of our bylaws and Mexican law. This description does not purport to be complete, and is qualified by reference in its entirety to our bylaws, which have been filed as an exhibit to this annual report, and Mexican law. For a description of the provisions of our bylaws relating to our Board of Directors, Executive Committee, and Audit and Corporate Practices Committee, see Directors, Senior Management and Employees .

Organization and Register

Televisa is a *sociedad anónima bursátil*, or limited liability stock corporation, organized under the laws of Mexico in accordance with the Mexican Companies Law. Televisa was incorporated under Public Deed Number 30,200, dated December 19, 1990, granted before Notary Public Number 73 of Mexico City, D.F., and registered with the Public Registry of Commerce of Mexico City, under Commercial Page (*folio mercantil*) Number 142,164. We have a general corporate purpose, the specifics of which can be found in Article Four of our bylaws.

We maintain a stock registry, and in accordance with Mexican law, we only recognize those holders listed in our stock registry as our stockholders. Our stockholders may hold their share in the form of physical certificates or through book-entries with institutions that have accounts with Indeval. The CPO Trustee is the holder of record for Shares represented by CPOs. Accounts may be maintained at Indeval by brokers, banks and other entities approved by the CNBV.

Voting Rights and Stockholders Meetings

Holders of A Shares. Holders of A Shares have the right to vote on all matters subject to stockholder approval at any general stockholders meeting and have the right, voting as a class, to appoint eleven members of our Board of Directors and the corresponding alternate directors. In addition to requiring approval by a majority of all Shares entitled to vote together on a particular corporate matter, certain corporate matters must be approved by a majority of the holders of A Shares voting separately. These matters include mergers, dividend payments, spin-offs, changes in corporate purpose, changes of nationality and amendments to the anti-takeover provisions of our bylaws.

Holders of B Shares. Holders of B Shares have the right to vote on all matters subject to stockholder approval at any general stockholders meeting and have the right, voting as a class, to appoint five members of our Board of Directors and the corresponding alternate directors. The five directors and corresponding alternate directors elected by the holders of the B Shares will be elected at a stockholders meeting that must be held within the first four months after the end of each year.

Holders of D Shares and L Shares. Holders of D Shares, voting as a class, are entitled to vote at special meetings to elect two of the members of our Board of Directors and the corresponding alternate directors, each of which must be an independent director. In addition, holders of D Shares are entitled to vote on the following matters at extraordinary general meetings:

- our transformation from one type of company to another;
- any merger (even if we are the surviving entity);
- extension of our existence beyond our prescribed duration;
- our dissolution before our prescribed duration (which is currently 99 years from January 30, 2007);
- a change in our corporate purpose;

- a change in our nationality; and
- the cancellation from registration of the D Shares or the securities which represent the D Shares with the securities or special section of the NRS and with any other Mexican or foreign stock exchange in which such shares or securities are registered.

Holders of L Shares, voting as a class, are entitled to vote at special meetings to elect two of the members of our Board of Directors and the corresponding alternate directors, each of which must be an independent director. Holders of L Shares are also entitled to vote at extraordinary general meetings on the following matters:

- our transformation from one type of company to another;
- any merger in which we are not the surviving entity; and
- the cancellation from registration of the L Shares or the securities that represent the L Shares with the special section of the NRS.

The two directors and corresponding alternate directors elected by each of the holders of the D Shares and the L Shares are elected annually at a special meeting of those holders. Special meetings of holders of D Shares and L Shares must also be held to approve the cancellation from registration of the D Shares or L Shares or the securities representing any of such shares with the NRS, as the case may be, and in the case of D Shares, with any other Mexican or foreign stock exchange in which such shares or securities are registered. All other matters on which holders of L Shares or D Shares are entitled to vote must be considered at an extraordinary general meeting. Holders of L Shares and D Shares are not entitled to attend or to address meetings of stockholders at which they are not entitled to vote. Under Mexican law, holders of L Shares and D Shares are entitled to exercise certain minority protections. See Other Provisions Appraisal Rights and Other Minority Protections .

Other Rights of Stockholders. Under Mexican law, holders of shares of any series are also entitled to vote as a class in a special meeting governed by the same rules that apply to extraordinary general meetings, as described below, on any action that would prejudice the rights of holders of shares of such series, but not rights of holders of shares of other series, and a holder of shares of such series would be entitled to judicial relief against any such action taken without such a vote. Generally, the determination of whether a particular stockholder action requires a class vote on these grounds could initially be made by the Board of Directors or other party calling for stockholder action. In some cases, under the Mexican Securities Market Law and the Mexican Companies Law, the Board of Directors, the Audit Committee, the Corporate Practices Committee, or a Mexican court on behalf of those stockholders representing 10% of our capital stock could call a special meeting. A negative determination would be subject to judicial challenge by an affected stockholder, and the necessity for a class vote would ultimately be determined by a court. There are no other procedures for determining whether a particular proposed stockholder action requires a class vote, and Mexican law does not provide extensive guidance on the criteria to be applied in making such a determination.

General stockholders meetings may be ordinary general meetings or extraordinary general meetings. Extraordinary general meetings are those called to consider specific matters specified in Article 182 of the Mexican Companies Law and our bylaws, including, among others, amendments to our bylaws, our dissolution, liquidation or split-up, our merger and transformation from one form of company to another, increases and reductions in our capital stock, the approval of certain acquisitions of shares, including a change of control, as set forth in the antitakeover provisions in our bylaws and any action for civil liabilities against the members of our Board of Directors, its Secretary, or members of our Audit and Corporate Practices Committee. In addition, our bylaws require an extraordinary general meeting to consider the cancellation of registration of the D Shares or L Shares or the securities representing these Shares with the NRS, as the case may be, and in the case of D Shares, with any other Mexican or foreign stock exchange in which such Shares or securities are registered. General meetings called to consider all other matters are ordinary meetings which are held at least once each year within four months following the end of each fiscal year. Stockholders may be represented at any stockholders meeting by completing a form of proxy provided by us, which proxy is available within fifteen days prior to such meeting, and designating a representative to vote on their behalf. The form of proxy must comply with certain content requirements as set forth in the Mexican Securities Market Law and in our bylaws.

Holders of CPOs. Holders of CPOs who are Mexican nationals or Mexican corporations whose bylaws exclude foreign ownership of their shares are entitled to exercise voting rights with respect to the A Shares, B Shares, D Shares and L Shares underlying their CPOs. The CPO Trustee will vote such shares as directed by Mexican holders of CPOs, which must provide evidence of Mexican nationality. Non-Mexican holders of CPOs may only vote the L Shares held in the CPO Trust and are not entitled to exercise any voting rights with respect to the A Shares, B Shares and D Shares held in the CPO Trust. Voting rights in respect of these A Shares, B Shares and D Shares may only be exercised by the CPO Trustee. A Shares, B Shares and D Shares underlying the CPOs of non-Mexican holders or holders that do not give timely instructions as to voting of such Shares, (a) will be voted at special meetings of A Shares, B Shares or D Shares, as the case may be, as instructed by the CPO Trust s Technical Committee (which consists of members of the Board of Directors and/or Executive Committee, who must be Mexican nationals), and (b) will be voted at any general meeting where such series has the right to vote in the same manner as the majority of the outstanding A Shares held by Mexican nationals or Mexican corporations (directly, or through the CPO Trust, as the case may be) are voted at the relevant meeting. L Shares underlying the CPOs of any holders that do not give timely instructions as to the voting of such Shares will be voted, at special meetings of L Shares and at general extraordinary meetings where L Shares have voting rights, as instructed by the Technical Committee of the CPO Trust. The CPO Trustee must receive voting instructions five business days prior to the stockholders meeting. Holders of CPOs that are Mexican nationals or Mexican corporations whose bylaws exclude foreign ownership of their Shares also must provide evidence of nationality, such as a copy of a valid Mexican passport or birth certificate, for individuals, or a copy of the bylaws, for corporations.

As described in Major Stockholders and Related Party Transactions, A Shares held through the Azcárraga Trust constitute a majority of the A Shares whose holders are entitled to vote them, because non-Mexican holders of CPOs and GDSs are not permitted to vote the underlying A Shares. Accordingly, the vote of A Shares held through the Azcárraga Trust generally will determine how the A Shares underlying our CPOs are voted.

Holders of GDRs. Global Depositary Receipts, or GDRs, evidencing GDSs are issued by The Bank of New York Mellon, the Depositary, pursuant to the Deposit Agreement we entered into with the Depositary and all holders from time to time of GDSs. Each GDR evidences a specified number of GDSs. A GDR may represent any number of GDSs. Only persons in whose names GDRs are registered on the books of the Depositary will be treated by us and the Depositary as owners and holders of GDRs. Each GDS represents the right to receive five CPOs which will be credited to the account of Banco Inbursa, S.A., the Custodian, maintained with Indeval for such purpose. Each CPO represents financial interests in, and limited voting rights with respect to, 25 A Shares, 22 B Shares, 35 L Shares and 35 D Shares held pursuant to the CPO Trust.

The Depositary will mail information on stockholders meetings to all holders of GDRs. At least six business days prior to the relevant stockholders meeting, GDR holders may instruct the Depositary as to the exercise of the voting rights, if any, pertaining to the CPOs represented by their GDSs, and the underlying Shares. Since the CPO Trustee must also receive voting instructions five business days prior to the stockholders meeting, the Depositary may be unable to vote the CPOs and underlying Shares in accordance with any written instructions. Holders that are Mexican nationals or Mexican corporations whose bylaws exclude foreign ownership of their Shares are entitled to exercise voting rights with respect to the A Shares, B Shares, D Shares and L Shares underlying the CPOs represented by their GDSs. Such Mexican holders also must provide evidence of nationality, such as a copy of a valid Mexican passport or birth certificate, for individuals, or a copy of the bylaws, for corporations.

Non-Mexican holders may exercise voting rights only with respect to L Shares underlying the CPOs represented by their GDSs. They may not direct the CPO Trustee as to how to vote the A Shares, B Shares or D Shares represented by CPOs or attend stockholders meetings. Under the terms of the CPO Trust Agreement, the CPO Trustee will vote the A Shares, B Shares, D Shares and L Shares represented by CPOs held by non-Mexican holders (including holders of GDRs) as described under Holders of CPOs . If the Depositary does not timely receive instructions from a Mexican or Non-Mexican holder of GDRs as to the exercise of voting rights relating to the A Shares, B Shares, D Shares or L

Shares underlying the CPOs, as the case may be, in the relevant stockholders meeting then, if requested in writing by us, the Depositary will give a discretionary proxy to a person designated by us to vote the Shares. If no such written request is made by us, the Depositary will not represent or vote, attempt to represent or vote any right that attaches to, or instruct the CPO Trustee to represent or vote, the Shares underlying the CPOs in the relevant stockholders meeting and, as a result, the underlying shares will be voted in the same manner described under Holders of CPOs with respect to shares for which timely instructions as to voting are not given.

If the Depositary does not timely receive instructions from a Mexican or non-Mexican holder of GDRs as to the exercise of voting rights relating to the underlying CPOs in the relevant CPO holders meeting, the Depositary and the Custodian will take such actions as are necessary to cause such CPOs to be counted for purposes of satisfying applicable quorum requirements and, unless we in our sole discretion have given prior written notice to the Depositary and the Custodian to the contrary, vote them in the same manner as the majority of the CPOs are voted at the relevant CPOs holders meeting.

Under the terms of the CPO Trust, beginning in December 2008, a non-Mexican holder of CPOs or GDSs may instruct the CPO Trustee to request that we issue and deliver certificates representing each of the Shares underlying its CPOs so that the CPO Trustee may sell, to a third party entitled to hold the Shares, all of those Shares and deliver to the holder any proceeds derived from the sale.

Limitation on Appointment of Directors. Our bylaws prohibit the appointment of individuals to our Board of Directors: who (i) are members of the board of directors or other management boards of a company (other than the Company or its subsidiaries) that has one or more concessions to operate telecommunication networks in Mexico; or (ii) directly or indirectly, are shareholders or partners of companies (other than the Company or its subsidiaries), that have one or more concessions to operate telecommunication networks in Mexico, with the exception of ownership stakes that do not allow such individuals to appoint one or more members of the management board or any other operation or decision making board.

Dividend Rights

At our annual ordinary general stockholders meeting, our Board of Directors is required to submit our financial statements from the previous fiscal year to the holders of our A Shares and B Shares voting together and a majority of the A Shares voting separately. Once our stockholders approve these financial statements, they must then allocate our net profits for the previous fiscal year. Under Mexican law, at least 5% of our net profits must be allocated to a legal reserve, until the amount of this reserve equals 20% of our paid-in capital stock. Thereafter, our stockholders may allocate our net profits to any special reserve, including a reserve for share repurchases. After this allocation, the remainder of our net profits will be available for distribution as dividends. The vote of the majority of the A Shares and B Shares voting together, and a majority of the A Shares voting separately, is necessary to approve dividend payments. As described below, in the event that dividends are declared, holders of D Shares will have preferential rights to dividends as compared to holders of A Shares, B Shares and L Shares. Holders of A Shares, B Shares and L Shares have the same financial or economic rights, including the participation in any of our profits.

Preferential Rights of D Shares

Holders of D Shares are entitled to receive a preferred annual dividend in the amount of Ps.0.00034412306528 per D Share before any dividends are payable in respect of A Shares, B Shares and L Shares. If we pay any dividends in addition to the D Share fixed preferred dividend, then such dividends shall be allocated as follows:

- first, to the payment of dividends with respect to the A Shares, the B Shares and the L Shares, in an equal amount per share, up to the amount of the D Share fixed preferred dividend; and

- second, to the payment of dividends with respect to the A Shares, B Shares, D Shares and L Shares, such that the dividend per share is equal.

Upon any dissolution or liquidation of our company, holders of D Shares are entitled to a liquidation preference equal to:

accrued but unpaid dividends in respect of their D Shares; plus

the theoretical value of their D Shares as set forth in our bylaws. See Other Provisions Dissolution or Liquidation .

Limitation on Capital Increases

Our bylaws provide that, in the event shares of a given series are issued as a result of a capital increase (in respect of a cash capital contribution), each holder of shares of that series will have a preferential right to subscribe to new shares of that series, in proportion to the number of such holder s existing Shares of that series. In addition, primary issuances of A Shares, B Shares, D Shares and L Shares in the form of CPOs may be limited under the Mexican Securities Market Law. As a result of grandfathering provisions, our existing CPO structure will not be affected by the amendments to the law. However, in the case of primary issuances of additional A Shares, B Shares, L Shares and D Shares in the form of CPOs, any new L Shares and D Shares may be required to be converted into A Shares or other voting stock within a term specified by the CNBV, which in no event shall exceed five years. Moreover, under the Mexican Securities Market Law, the aggregate amount of shares of an issuer with limited or non-voting rights may not exceed 25% of the total shares held by public investors. The vote of the holders of a majority of the A Shares is necessary to approve capital increases.

Preemptive Rights

In the event of a capital increase, a holder of existing shares of a given series has a preferential right to subscribe to a sufficient number of shares of the same series in order to maintain the holder s existing proportionate holdings of shares of that series. Stockholders must exercise their preemptive rights within the time period fixed by our stockholders at the meeting approving the issuance of additional shares. This period must continue for at least fifteen days following the publication of notice of the issuance in the Official Gazette of the Federation and in a newspaper of general circulation in Mexico City. Under Mexican law, stockholders cannot waive their preemptive rights in advance or be represented by an instrument that is negotiable separately from the corresponding share.

U.S. holders of GDSs may exercise preemptive rights only if we register any newly issued shares under the Securities Act, as amended, or qualify for an exemption from registration. We intend to evaluate at the time of any offering of preemptive rights the costs and potential liabilities associated with registering additional shares. In addition, if our stockholders meeting approves the issuance of shares of a particular series, holders of shares of other series may be offered shares of that particular series.

Limitations on Share Ownership

Ownership by non-Mexicans of shares of Mexican enterprises is regulated by the Foreign Investment Law and the accompanying Foreign Investment Law Regulations. The Economics Ministry and the *Comisión Nacional de Inversiones Extranjeras*, or the Foreign Investment Commission, are responsible for the administration of the Foreign Investment Law and the Foreign Investment Law Regulations. The Foreign Investment Law reserves certain economic activities exclusively for the Mexican State, certain other activities exclusively for Mexican individuals or Mexican corporations and limits the participation of non-Mexican investors to certain percentages in regard to other enterprises engaged in activities specified therein. Foreign investors may freely participate in up to 100% of the capital stock of Mexican companies or entities except for those existing companies engaged in specific activities, as described below and those with assets exceeding specified amounts established annually by the Foreign Investment Commission, in which case an approval from the Foreign Investment Commission will be necessary in order for foreign investment to exceed 49% of the capital stock. The Foreign Investment Law reserves certain economic activities exclusively for the Mexican state and reserves certain other activities exclusively for Mexican nationals, consisting of Mexican individuals and Mexican corporations the charters of which contain a prohibition on ownership by non-Mexicans of the corporation s capital stock (a foreign exclusion clause). However, the Foreign Investment Law grants broad authority to the Foreign Investment Commission to allow foreign investors to own specified interests in the capital of certain Mexican enterprises. In particular, the Foreign Investment Law provides that certain investments, which comply with certain conditions, are considered neutral investments and are not included in the calculation of the foreign investment percentage for the relevant Mexican entity.

Through our bylaws and the trust governing the CPOs, we have limited the ownership of our A Shares and B Shares to Mexican individuals, Mexican companies the charters of which contain a foreign exclusion clause, credit institutions acting as trustees (such as the CPO Trustee) in accordance with the Foreign Investment Law and the Foreign Investment Law Regulations, and trusts or stock purchase, investment and retirement plans for Mexican employees. The criteria for an investor to qualify as Mexican under our bylaws are stricter than those generally applicable under the Foreign Investment Law and Foreign Investment Law Regulations. A holder that acquires A Shares or B Shares in violation of the restrictions on non-Mexican ownership will have none of the rights of a stockholder with respect to those A Shares or B Shares and could also be subject to monetary sanctions. The D Shares are subject to the same restrictions on ownership as the A Shares and B Shares. However, the foregoing limitations do not affect the ability of non-Mexican investors to hold A Shares, B Shares, D Shares and L Shares through CPOs, or L Shares directly, because such instruments constitute a neutral investment and do not affect control of the issuing company, pursuant to the exceptions contained in the Foreign Investment Law. The sum of the total outstanding number of A Shares and B Shares is required to exceed at all times the sum of the total outstanding L Shares and D Shares.

The Foreign Investment Law and Foreign Investment Law Regulations also require that we and the CPO Trust register with the National Registry of Foreign Investments. In addition to the limitations established by the Foreign Investment Law, the Radio and Television Law provides restrictions on ownership by non-Mexicans of shares of Mexican enterprises holding concessions for radio and television such as those held indirectly by us. Non-Mexican states and governments are prohibited under our bylaws and the Radio and Television Law from owning Shares of Televisa and are, therefore, prohibited from being the beneficial or record owners of the A Shares, B Shares, D Shares, L Shares, CPOs and GDSs. We have been advised by our Mexican counsel, Mijares, Angoitia, Cortés y Fuentes, S.C., that ownership of the A Shares, B Shares, D Shares, L Shares, CPOs and GDSs by pension or retirement funds organized for the benefit of employees of non-Mexican state, municipal or other governmental agencies will not be considered as ownership by non-Mexican states or governments for the purpose of our bylaws or the Radio and Television Law.

We may restrict transfers or, to the extent permitted under applicable law, cause the mandatory sale or disposition of CPOs and GDRs where such transfer or ownership, as the case may be, might result in ownership of CPOs or GDRs exceeding the limits under applicable law or our bylaws, the CPO Trust Agreement or the CPO Deed. Non-Mexican states and governments are prohibited under our bylaws and Radio and Television Law from owning our Shares and are, therefore, prohibited from being beneficial or record owners of GDRs.

Other Provisions

Forfeiture of Shares. As required by Mexican law, our bylaws provide that for L Shares and CPOs, our non-Mexican stockholders formally agree with the Foreign Affairs Ministry:

- to be considered as Mexicans with respect to the L Shares and CPOs that they acquire or hold, as well as to the property, rights, concessions, participations or interests owned by us or to the rights and obligations derived from any agreements we have with the Mexican government; and

- not to invoke the protection of their own governments with respect to their ownership of L Shares and CPOs.

Failure to comply is subject to a penalty of forfeiture of such a stockholder s capital interests in favor of Mexico. In the opinion of Mijares, Angoitia, Cortés y Fuentes, S.C., our Mexican counsel, under this provision a non-Mexican stockholder is deemed to have agreed not to invoke the protection of its own government by asking such government to interpose a diplomatic claim against the Mexican government with respect to the stockholder s rights as a stockholder, but is not deemed to have waived any other rights it may have, including any rights under the U.S. securities laws, with respect to its investment in Televisa. If the stockholder should invoke governmental protection in violation of this agreement, its shares could be forfeited to the Mexican government.

Exclusive Jurisdiction. Our bylaws provide that legal action relating to the execution, interpretation or performance of the bylaws shall be brought only in federal courts located in Mexico City.

Duration. Our corporate existence under our bylaws continues until 2106.

Dissolution or Liquidation. Upon any dissolution or liquidation of our company, our stockholders will appoint one or more liquidators at an extraordinary general stockholders meeting to wind up our affairs. The approval of holders of the majority of the A Shares is necessary to appoint or remove any liquidator. Upon a dissolution or liquidation, holders of D Shares will be entitled to both accrued but unpaid dividends in respect of their D Shares, plus the theoretical value of their D Shares (as set forth in our bylaws). The theoretical value of our D Shares is Ps.0.00688246130560 per share. Thereafter, a payment per share will be made to each of the holders of A Shares, B Shares and L Shares equivalent to the payment received by each of the holders of D Shares. The remainder will be distributed equally among all stockholders in proportion to their number of Shares and amount paid.

Redemption. Our bylaws provide that we may redeem our Shares with distributable profits without reducing our capital stock by way of a stockholder resolution at an extraordinary stockholders meeting. In accordance with Mexican law and our bylaws:

any redemption shall be made on a pro-rata basis among all of our stockholders;

to the extent that a redemption is effected through a public tender offer on the Mexican Stock Exchange, the stockholders resolution approving the redemption may empower our Board to specify the number of shares to be redeemed and appoint the related intermediary or purchase agent; and

any redeemed shares must be cancelled.

Share Repurchases. As required by Mexican law, our bylaws provide that we may repurchase our Shares on the Mexican Stock Exchange at then prevailing market prices. The amount of capital stock allocated to share repurchases and the amount of the corresponding reserve created for this purpose is determined annually by our stockholders at a ordinary general stockholders meeting. The aggregate amount of resources allocated to share repurchases in any given year cannot exceed the total amount of our net profits in any given year, including retained earnings. Share repurchases must be charged to either our net worth if the repurchased Shares remain in our possession or our capital stock if the repurchased Shares are converted into treasury shares, in which case our capital stock is reduced automatically in an amount equal to the theoretical value of any repurchased Shares, if any. Any surplus is charged to the reserve for share repurchases. If the purchase price of the Shares is less than the theoretical value of the repurchased Shares, our capital stock account will be affected by an amount equal to the theoretical value of the repurchased Shares. Under Mexican law, we are not required to create a special reserve for the repurchase of shares, nor do we need the approval of our Board to effect share repurchases. In addition, any repurchased Shares cannot be represented at any stockholders meeting.

Conflicts of Interest. Under Mexican Law, any stockholder that votes on a transaction in which his, her or its interests conflict with our interests may be liable for damages, but only if the transaction would not have been approved without his, her or its vote. In addition, any member of the Board of Directors that votes on a transaction in which his, her or its interests conflict with our interests may be liable for damages. The Securities Market Law also imposes a duty of care and a duty of loyalty on directors as described in Directors, Senior Management and Employees Our Board of Directors Duty of Care and Duty of Loyalty . In addition, pursuant to the Mexican Securities Market Law, the Board of Directors, with input from the Audit and Corporate Practices Committee, must review and approve transactions and arrangements with related parties. See Directors, Senior Management and Employees Our Board of Directors Meetings; Actions Requiring Board Approval .

Appraisal Rights and Other Minority Protections. Whenever our stockholders approve a change in our corporate purpose or jurisdiction of organization or our transformation from one type of company to another, any stockholder entitled to vote that did not vote in favor of these matters has the right to receive payment for its A Shares, B Shares, D Shares or L Shares in an amount calculated in accordance with Mexican law. However, stockholders must exercise their appraisal rights within fifteen days after the stockholders meeting at which the matter was approved. Because the holders of L Shares and D Shares may only vote in limited circumstances, appraisal rights are generally not available to them. See Voting Rights and Stockholders Meetings .

Because the CPO Trustee must vote at a general stockholders meeting, the A Shares, B Shares and D Shares held by non-Mexicans through the CPO Trust will be voted in the same manner as the majority of the A Shares held by Mexican nationals (directly, or through the CPO Trust, as the case may be). As a result, the A Shares, B Shares and D Shares underlying CPOs held by non-Mexicans will not be voted against any change that triggers the appraisal rights of the holders of these Shares. Therefore, these appraisal rights will not be available to holders of CPOs (or GDRs) with respect to A Shares, B Shares or D Shares. The CPO Trustee will exercise such other corporate rights at special stockholders meetings with respect to the underlying A Shares, B Shares and D Shares as may be directed by the Technical Committee of the CPO Trust.

The Mexican Securities Market Law and our bylaws include provisions that permit:

holders of at least 10% of our outstanding capital stock to request our Chairman of the Board or of the Audit and Corporate Practices Committee to call a stockholders meeting in which they are entitled to vote;

subject to the satisfaction of certain requirements under Mexican law, holders of at least 5% of our outstanding capital stock to bring an action for civil liabilities against our directors;

holders of at least 10% of our Shares that are entitled to vote and are represented at a stockholders meeting to request postponement of resolutions with respect to any matter on which they were not sufficiently informed; and

subject to the satisfaction of certain requirements under Mexican law, holders of at least 20% of our outstanding capital stock to contest and suspend any stockholder resolution.

See Key Information Risk Factors Risk Factors Related to Our Securities The Protections Afforded to Minority Stockholders in Mexico Are Different From Those in the U.S. . In addition, in accordance with the Mexican Securities Market Law, we are also subject to certain corporate governance requirements, including the requirement to maintain an audit committee and a corporate practices committee, and to elect independent directors. The protections afforded to minority stockholders under Mexican law are generally different from those in the U.S. and many other jurisdictions. Substantive Mexican law concerning fiduciary duties of directors has not been the subject of extensive judicial interpretation in Mexico, unlike many states in the U.S. where duties of care and loyalty elaborated by judicial decisions help to shape the rights of minority stockholders. Furthermore, despite the fact that recent amendments to the Mexican Federal Code of Civil Procedures have provided for certain types of class actions, these actions are limited to subject matters related to the use of goods or the provision of public or private services, as well as environmental matters. Therefore, Mexican civil procedure does not contemplate class actions or stockholder derivative actions, which permit stockholders in U.S. courts to bring actions on behalf of other stockholders or to enforce rights of the corporation itself. Stockholders in Mexico also cannot challenge corporate actions taken at stockholders meetings unless they meet stringent procedural requirements. See Voting Rights and Stockholders Meetings . As a result of these factors, it is generally more difficult for our minority stockholders to enforce rights against us or our directors or Major Stockholders than it is for stockholders of a corporation established under the laws of a state of the U.S. In addition, under U.S. securities laws, as a foreign private issuer we are exempt from certain rules that apply to domestic U.S. issuers with equity securities registered under the Securities Exchange Act of 1934, as amended, or the Exchange Act, including the proxy solicitation rules. We are also exempt from many of the corporate governance requirements of the New York Stock Exchange.

Antitakeover Protections

General. Our bylaws provide that, subject to certain exceptions, (i) any person, entity or group of persons and/or entities that intends to acquire beneficial ownership of ordinary Shares (as defined below) which, when coupled with ordinary Shares previously beneficially owned by such persons or their affiliates, represent 10% or more of our outstanding ordinary Shares, (ii) any competitor, or group including one or more competitors, that intends to acquire beneficial ownership of ordinary Shares which, when coupled with Shares previously beneficially owned by such competitor, group or their affiliates, represent 5% or more of our outstanding capital stock, (iii) any person, entity or group of persons and/or entities that wishes to acquire beneficial ownership of ordinary Shares representing 10% or more of our outstanding ordinary Shares, and (iv) any competitor, or group including one or more competitors, that intends to acquire beneficial ownership of ordinary Shares representing 5% or more of our capital stock, must obtain the prior approval of our Board of Directors and/or of our stockholders, as the case may be, subject to certain exceptions summarized below. Holders that acquire Shares in violation of these requirements will not be registered in our stock registry. Accordingly, these holders will not be able to vote such Shares or receive any dividends, distributions or other rights in respect of these Shares. In addition, pursuant to our bylaws, these holders will be obligated to pay us a penalty in an amount equal to the market value of the Shares so acquired. Pursuant to our bylaws, Shares are defined as the shares (of any class or series) representing our capital stock, and any instruments or securities that represent such shares or that grant any right with respect to or are convertible into those shares, expressly including CPOs; our A Shares and B Shares are our ordinary Shares.

Pursuant to our bylaws, a competitor is generally defined as any person or entity dedicated, directly or indirectly, to any of the following businesses or activities: television production and broadcasting, pay-TV production, program licensing, direct-to-home satellite services, publishing (newspaper and/or magazine), publishing distribution, music recording, cable television, the transmission of programming and/or other content by any other means known or to be known, radio broadcasting and production, the promotion of professional sports and other entertainment events, paging services, production, feature film/motion picture production and distribution, dubbing and/or the operation of an Internet portal. A competitor is also defined to include any person, entity and/or group that is engaged in any type of business or activity in which we may be engaged from time to time and from which we derive 5% or more of our consolidated income.

Board Notices, Meetings, Quorum Requirements and Approvals. To obtain the prior approval of our Board, a potential acquiror must properly deliver a written notice that states, among other things: (i) the number and class/type of our Shares it beneficially owns, (ii) the percentage of Shares it beneficially owns with respect to both our outstanding capital stock and the respective class/type of our Shares, (iii) the number and class/type of Shares it intends to acquire, (iv) the number and class/type of Shares it intends to grant or share a common interest or right, (v) its identity, or in the case of an acquiror which is a corporation, trust or legal entity, its stockholders or beneficiaries as well as the identity and nationality of each person effectively controlling such corporation, trust or legal entity, (vi) its ability to acquire our Shares in accordance with our bylaws and Mexican law, (vii) its source of financing the intended acquisition, (viii) if it has obtained any financing from one of its related parties for the payment of the Shares, (ix) the purpose of the intended acquisition, (x) if it intends to acquire additional common Shares in the future, which coupled with the current intended acquisition of common Shares and the common Shares previously beneficially owned by the potential acquiror, would result in ownership of 20% or more of our common Shares, (xi) if it intends to acquire control of us in the future, (xii) if the acquiror is our competitor or if it has any direct or indirect economic interest in or family relationship with one of our competitors and (xiii) the identity of the financial institution, if any, that will act as the underwriter or broker in connection with any tender offer.

Either the Chairman, the Secretary or the Alternate Secretary of our Board of Directors must call a Board meeting within 10 calendar days following the receipt of the written notice and the Board meeting must be held within 45 calendar days following the call. Action by written consent is not permitted. With the exception of acquisitions that must be approved by the general extraordinary stockholders meeting as described below in Stockholder Notices, Meetings, Quorum Requirements and Approvals, in order to proceed with any acquisition of Shares that require Board authorization as set forth in our bylaws, such acquisition must be approved by at least the majority of the members of our Board present at a meeting at which at least 75% of the members of our Board are present. Such acquisitions must be acted upon by our Board within 60 calendar days following the receipt of the written notice described above, unless the Board determines that it does not have sufficient information upon which to base its decision. In such case, the Board shall deliver a written request to the potential acquiror for any additional information that it deems necessary to make its determination. The 60 calendar days referred to above will commence following the receipt of the additional information from the potential acquiror to render its decision.

Stockholder Notices, Meetings, Quorum Requirements and Approvals. In the event (i) of a proposed acquisition of Shares that would result in a change of control, (ii) that our Board cannot hold a Board meeting for any reason, (iii) of a proposed acquisition by a competitor and having certain characteristics, or (iv) that the Board determines that the proposed acquisition must be approved by our stockholders at a general extraordinary stockholders meeting, among others, then the proposed acquisition must be approved by the holders of at least 75% of our outstanding common Shares at a general extraordinary stockholders meeting (both in the case of first and subsequent calls) at which the holders of at least 85% of our outstanding common Shares are present. In addition, any proposed merger, spin-off, or capital increase or decrease which results in a change of control must also be approved by the holders of at least 75% of our outstanding common Shares at a general extraordinary stockholders meeting (both in the case of first and subsequent calls) at which the holders of at least 85% of our outstanding common Shares are present. Pursuant to our bylaws, a change of control is defined as the occurrence of any of the following: (i) the acquisition or transfer of ownership of a majority of our outstanding common Shares, (ii) the ability of a person, entity or group, other than the person who currently has the ability to, directly or indirectly, elect a majority of the members of our Board of Directors, to elect a majority of the members of our Board of Directors or (iii) the ability of a person, entity or group, other than the person who currently has the ability to, directly or indirectly, determine our administrative decisions or policies, to determine our administrative decisions or policies. In the event that the general extraordinary stockholders meeting must approve the proposed acquisition, either the Chairman, the Secretary or the Alternate Secretary of our Board of Directors must publish a call for a general extraordinary stockholders meeting in the Official Gazette of the Federation and two other newspapers of general circulation in Mexico City at least 30 calendar days prior to such meeting (both in the case of first and subsequent calls). Once the call for the general extraordinary stockholders meeting has been published, all information related to the agenda for the meeting must be available for review by the holders of common Shares at the offices of our Secretary.

Mandatory Tender Offers in the Case of Certain Acquisitions. If either our Board of Directors or our stockholders at a general extraordinary stockholders meeting, as the case may be, authorize an acquisition of common Shares which increases the acquiror s ownership to 20% or more, but not more than 50%, of our outstanding common Shares, without such acquisition resulting in a change of control, then the acquiror must effect its acquisition by way of a cash tender offer for a specified number of Shares equal to the greater of (x) the percentage of common Shares intended to be acquired or (y) 10% of our outstanding capital stock. In the event that our stockholders approve an acquisition that would result in a change of control, the acquiror must effect its acquisition by way of a cash tender offer for 100% of our total outstanding capital stock at a price which cannot be lower than the highest of the following: (i) the book value of the common Shares and CPOs as reported on the last quarterly income statement approved by the Board of Directors, (ii) the highest closing price of the common Shares, on any stock exchange during any of the three hundred-sixty-five (365) days preceding the date of the stockholders resolution approving the acquisition; or (iii) the highest price paid for any Shares, at any time by the acquiror. All tender offers must be made in Mexico and the U.S. within 60 days following the date on which the acquisition was approved by our Board of Directors or stockholders meeting, as the case may be. All holders must be paid the same price for their common Shares. The provisions of our bylaws summarized above regarding mandatory tender offers in the case of certain acquisitions are generally more stringent than those provided for under the Mexican Securities Market Law. In accordance with the Mexican Securities Market Law, bylaw provisions regarding mandatory tender offers in the case of certain acquisitions may differ from the requirements set forth in such law, provided that those provisions are more protective to minority stockholders than those afforded by law. In these cases, the relevant bylaw provisions, and not the relevant provisions of the Mexican Securities Market Law, will apply to certain acquisitions specified therein.

Exceptions. The provisions of our bylaws summarized above will not apply to (i) transfers of common Shares and/or CPOs by operation of the laws of inheritance, (ii) acquisitions of common Shares and/or CPOs by any person who, directly or indirectly, is entitled to appoint the greatest number of members to our Board of Directors, as well as by (A) entities controlled by such person, (B) affiliates of such person, (C) the estate of such person, (D) certain family members of such person, and (E) such person, when such person acquires any common Shares and/or CPOs from any entity, affiliate, person or family member referred to in (A), (B) and (D) above, and (iii) acquisitions or transfers of common Shares and/or CPOs by us, our subsidiaries or affiliates, or any trust created by us or any of our subsidiaries.

Amendments to the Antitakeover Provisions. Any amendments to these antitakeover provisions must be authorized by the CNBV and registered before the Public Registry of Commerce at our corporate domicile.

Enforceability of Civil Liabilities

We are organized under the laws of Mexico. Substantially all of our directors, executive officers and controlling persons reside outside of the U.S., all or a significant portion of the assets of our directors, executive officers and controlling persons, and substantially all of our assets, are located outside of the U.S. and some of the experts named in this annual report also reside outside of the U.S. As a result, it may not be possible for you to effect service of process within the U.S. upon these persons or to enforce against them or us in U.S. courts judgments predicated upon the civil liability provisions of the federal securities laws of the U.S. We have been advised by our Mexican counsel, Mijares, Angoitia, Cortés y Fuentes, S.C., that there is doubt as to the enforceability, in original actions in Mexican courts, of liabilities predicated solely on U.S. federal securities laws and as to the enforceability in Mexican courts of judgments of U.S. courts obtained in actions predicated upon the civil liability provisions of U.S. federal securities laws. See Key Information Risk Factors Risks Factors Related to Our Securities It May Be Difficult to Enforce Civil Liabilities Against Us or Our Directors, Executive Officers and Controlling Persons .

Material Contracts

We have been granted a number of concessions by the Mexican government that authorize us to broadcast our programming over our television and radio stations and our cable and DTH systems. These concessions are described under Information on the Company Business Overview Regulation . If we are unable to renew, or if the Mexican government revokes, any of the concessions for our significant television stations, our business would be materially adversely affected. See Key Information Risk Factors Risk Factors Related to Our Business The Operation of Our Business May Be Terminated or Interrupted if the Mexican Government Does Not Renew or Revokes Our Broadcast or Other Concessions .

We operate our DTH satellite service in Mexico and Central America through a partnership with DIRECTV. See Information on the Company Business Overview DTH Ventures .

In May 2007, we issued Ps.4,500.0 million aggregate principal amount of 8.49% Senior Notes due 2037. In May 2008, we issued U.S.$500.0 million aggregate principal amount of 6.0% Senior Notes due 2018. In November 2009, we issued U.S.$600.0 million aggregate principal amount of 6.625% Senior Notes due 2040. In October 2010, we issued Ps.10,000.0 million aggregate principal amount of 7.38% Senior Notes due 2020. In March 2011, we entered into long-term credit agreements with four Mexican banks in the aggregate principal amount of Ps.8,600.0 million. For a description of the material terms of the amended indentures related to our 8.5% Senior Notes due 2032, our 6 5/8% Senior Notes due 2025, our 8.49% Senior Notes due 2037, our 6.0% Senior Notes due 2018, our 6.625% Senior Notes due 2040, our 7.38% Senior Notes due 2020, our facilities with a Mexican bank and our Ps.8,600.0 million long-term credit agreements with four Mexican banks, with annual interest rate between 8.09% and 9.4% and principal maturities between 2016 and 2021. In May 2013, we issued Ps.6,500.0 million aggregate principal amount of 7.25% Senior Notes due 2043. See Operating and Financial Review and Prospects Results of Operations Liquidity, Foreign Exchange and Capital Resources Refinancings and Operating and Financial Review and Prospects Results of Operations Liquidity, Foreign Exchange and Capital Resources Indebtedness .

In December 2007, our subsidiary, Sky, and Sky Brasil reached an agreement with Intelsat Corporation and Intelsat LLC, to build and launch a new 24-transponder satellite, IS-16. The agreement contemplates payment of a one-time fixed fee in the aggregate amount of U.S.$138.6 million that was paid in two installments, the first in the first quarter of 2010, and the second in the first quarter of 2011, as well as a monthly service fee of U.S.$150,000 commencing on the service start date. In March 2010, Sky reached an agreement with a subsidiary of Intelsat to lease 24 transponders on Intelsat IS-21 satellite which will be mainly used for signal reception and retransmission services over the satellite s estimated 15-years service life. IS-21 started service in the fourth quarter of 2012, replacing Intelsat IS-9 as Sky s primary transmission satellite.

On March 18, 2010, Telefónica, Editora Factum, S.A. de C.V., a wholly-owned subsidiary of the Company, and Megacable agreed to jointly participate, through a consortium, in the public bid for a pair of dark fiber wires held by the *Comisión Federal de Electricidad*, or CFE. On June 9, 2010, the SCT granted the consortium a favorable award in the bidding process for a 20 year contract for the lease of up to 19,457 kilometers of dark fiber-optic capacity, along with a corresponding concession, granted on July 5, 2010, to operate a public telecommunications network using DWDM technology. The consortium, through GTAC, in which each of Telefónica, Editora Factum and Megacable has an equal equity participation, paid Ps.883.8 million as consideration for the concession plus additional payments in an aggregate amount of Ps.79.4 million for nine additional network segments, in accordance with the terms of the public bid. GTAC established the first link for operations on June 30, 2011, in accordance with the terms and conditions of its concession. By April 2012, GTAC brought to full operation 128 links and 141 nodes nationwide. The overall capacity per link is approximately 3.2 Tbps (80 optical channels x 40 Gbps each). By the end of 2012, 475 long distance high capacity services are active and two GTAC routes were completed (500 kilometers). By the end of 2013, GTAC had in operation 152 links and 148 nationwide nodes, and 615 services for customers were activated. In addition, four GTAC routes were completed (1,003 kilometers) and three third-party dark fiber IRU agreements were signed (692 kilometers). In order to achieve this, GTAC executed with its technological partner, Huawei Technologies Mexico, S.A. de C.V., a supply agreement for U.S.$15.6 million. The total investment made by GTAC in 2011, 2012 and 2013 was Ps.340 million, Ps.362 million and Ps.242 million, respectively, and for 2014, at least Ps.234 million has been authorized for investment. This new fiber optic network will represent for us a new alternative to access data transportation services, increasing competition in the Mexican telecommunications market and therefore improving the quality of the services offered. The fiber optic network will aim to increase broadband internet access for businesses as well as households in Mexico.

On April 7, 2011, we entered into a transaction pursuant to which CVQ, our wholly-owned subsidiary, acquired from MMI (i) the trust beneficiary rights to 1.093875% of the outstanding shares of stock of GSF, which indirectly owns 100% of the outstanding shares of Iusacell, for an aggregate purchase price of approximately U.S.$37.5 million; and (ii) the GSF convertible debentures, issued by GSF and mandatorily convertible into shares of stock of GSF, in an aggregate principal amount of approximately U.S.$365 million of the Series 1 tranche thereof and U.S.$1,200 million of the Series 2 tranche thereof, for an aggregate investment in the GSF convertible debentures of approximately U.S.$1,565 million. The trust beneficiary rights and the Series 1 Debentures were paid in cash on April 7, 2011, and the Series 2 Debentures were paid in cash in multiple installments during 2011.

We also agreed to make an additional payment of U.S.$400 million to Iusacell if Iusacell s EBITDA reaches U.S.$3,472 million at any time from January 1, 2011 to December 31, 2015.

CVQ converted the GSF convertible debentures in June 2012 and as a result, CVQ owns 50% of the outstanding shares of stock of GSF and, indirectly, 50% of the outstanding shares of Iusacell. We do not consolidate the results of GSF and we share governance rights with the other owner of GSF. See Key Information Risk Factors Risk Factors Related to Our Business The Results of Operations of Broadcasting Media Partners, Inc. and GSF Telecom Holdings, S.A.P.I. de C.V., May Affect Our Results of Operations and the Value of Our Investments in Those Companies .

Our transactions and arrangements with related parties are described under Major Stockholders and Related Party Transactions Related Party Transactions .

For a description of our material transactions and arrangements with Univision, see Information on the Company Business Overview Univision .

Legal Proceedings

In 2011, the Administrative Tax System, or SAT, of the Mexican Ministry of Finance, determined a tax assessment against Televisa for alleged wrongful deductions of losses in the payment of its income tax for the year 2005. Televisa filed a claim before the Federal Tax Court contending such tax assessment. In April 2013, Televisa s complaint was ultimately resolved by the withdrawal of such claim by Televisa and a payment in the amount of Ps.343,254 to the SAT.

There are several other legal actions and claims pending against us which are filed in the ordinary course of business. In our opinion, none of these actions and claims is expected to have a material adverse effect on our financial statements as a whole; however, we are unable to predict the outcome of any of these legal actions and claims.

Exchange Controls

For a description of exchange controls and exchange rate information, see Key Information Exchange Rate Information .

Taxation

U.S. Taxes

General. The following is a summary of the anticipated material U.S. federal income tax consequences of the purchase, ownership and disposition of GDSs, CPOs and the A Shares, B Shares, L Shares and D Shares underlying the CPOs (referred to herein as the Underlying Shares), in each case, except as otherwise noted, by U.S. Holders (as defined below). This discussion does not address all aspects of U.S. federal income taxation that may be relevant to a particular beneficial owner of GDSs, CPOs or Underlying Shares based on the beneficial owner s particular circumstances. For example, with respect to U.S. Holders, the following discussion does not address the U.S. federal income tax consequences to a U.S. Holder:

- that owns, directly, indirectly or through attribution, 2% or more of the total voting power or value of our outstanding Underlying Shares (including through ownership of GDSs and CPOs);

- that is a dealer in securities, insurance company, financial institution, tax-exempt organization, U.S. expatriate, broker-dealer or trader in securities; or whose functional currency is not the U.S. Dollar.

Also, this discussion does not consider:

the tax consequences to the stockholders, partners or beneficiaries of a U.S. Holder; or

special tax rules that may apply to a U.S. Holder that holds GDSs, CPOs or Underlying Shares as part of a straddle, hedge, conversion transaction, synthetic security or other integrated investment.

In addition, the following discussion does not address any aspect of state, local or non-U.S. tax laws other than Mexican tax laws. Further, this discussion generally applies only to U.S. Holders that hold the CPOs, GDSs or Underlying Shares as capital assets within the meaning of Section 1221 of the U.S. Internal Revenue Code of 1986, as amended (referred to herein as the Code).

The discussion set forth below is based on the U.S. federal income tax laws as in force on the date of this annual report, including:

- the Code, applicable U.S. Treasury regulations and judicial and administrative interpretations, and
- the convention between the Government of the United States of America and the Government of the United Mexican States for the Avoidance of Double Taxation and the Prevention of Fiscal Evasion with respect to Taxes on Income, including the applicable protocols, collectively referred to herein as the U.S.-Mexico Tax Treaty, and
- is subject to changes to those laws and the U.S.-Mexico Tax Treaty subsequent to the date of this annual report, which changes could be made on a retroactive basis, and
- is also based, in part, on the representations of the Depositary with respect to the GDSs and on the assumption that each obligation in the Deposit Agreement relating to the GDSs and any related agreements will be performed in accordance with their terms.

As used in this section, the term U.S. Holder means a beneficial owner of CPOs, GDSs or Underlying Shares that is, for U.S. federal income tax purposes:

- a citizen or individual resident of the United States;
- a corporation (or entity treated as a corporation for such purposes) created or organized in or under the laws of the United States, or any State thereof or the District of Columbia;
- an estate the income of which is included in gross income for U.S. federal income tax purposes regardless of source; or
- a trust, if either (x) it is subject to the primary supervision of a court within the United States and one or more United States persons has the authority to control all substantial decisions of the trust or (y) it has a valid election in effect under applicable U.S. Treasury regulations to be treated as a United States person .

If a partnership (or an entity or arrangement classified as a partnership for U.S. federal income tax purposes) holds CPOs, GDSs or Underlying Shares, the U.S. federal income tax treatment of a partner in the partnership generally will depend on the status of the partner, the activities of the partnership and certain determinations made at the partner level. Partnerships holding CPOs, GDSs or Underlying Shares, and partners in such partnerships, should consult their own tax advisors regarding the U.S. federal income tax consequences of purchasing, owning and disposing of CPOs, GDSs or Underlying Shares.

An individual may be treated as a resident of the United States in any calendar year for U.S. federal income tax purposes by being present in the United States on at least 31 days in that calendar year and for an aggregate of at least 183 days during a three-year period ending at the close of that year. For purposes of this calculation, all of the days present in the current year, one-third of the days present in the immediately preceding year and one-sixth of the days present in the second preceding year would be counted. Residents are taxed for U.S. federal income purposes as if they were U.S. citizens.

The application of the U.S.-Mexico Tax Treaty to U.S. Holders is conditioned upon, among other things, the assumptions that the U.S. Holder:

- is not a resident of Mexico for purposes of the U.S.-Mexico Tax Treaty;
- is an individual who has a substantial presence (within the meaning of the U.S.-Mexico Tax Treaty) in the United States;
- is entitled to the benefits of the U.S.-Mexico Tax Treaty under the limitation on benefits provision contained in Article 17 of the U.S.-Mexico Tax Treaty; and
- does not have a fixed place of business or a permanent establishment in Mexico with which its ownership of CPOs, GDSs or Underlying Shares is effectively connected.

For U.S. federal income tax purposes, U.S. Holders of GDSs and CPOs will be treated as the beneficial owners of the Underlying Shares represented by the GDSs and CPOs.

Dividends. The U.S. Dollar value of any distribution paid by us, including the amount of any Mexican taxes withheld from such distribution, will be included in the gross income of a U.S. Holder as a dividend, treated as ordinary income, to the extent that the distribution is paid out of our current and/or accumulated earnings and profits, as determined under U.S. federal income tax principles. U.S. Holders will not be entitled to claim a dividends received deduction for dividends received from us. Distributions that are treated as dividends received from us by a non-corporate U.S. Holder who meets certain eligibility requirements will qualify for U.S. federal income taxation at a preferential rate of 20% (or lower) if we are a qualified foreign corporation . We generally will be a qualified foreign corporation if either (i) we are eligible for benefits under the U.S.-Mexico Tax Treaty or (ii) the Underlying Shares or GDSs are listed on an established securities market in the United States. As we are eligible for benefits under the U.S.-Mexico Tax Treaty and the GDSs are listed on the New York Stock Exchange, we presently are a qualified foreign corporation, and we generally expect to be a qualified foreign corporation in future taxable years, but no assurance can be given that a change in circumstances will not affect our treatment as a qualified foreign corporation in any future taxable years. A non-corporate U.S. Holder will not be eligible for the reduced rate (a) if the U.S. Holder has not held the Underlying Shares, CPOs or GDSs for at least 61 days of the 121-day period beginning on the date which is 60 days before the ex-dividend date, (b) to the extent the U.S. Holder is under an obligation to make related payments on substantially similar or related property or (c) with respect to any portion of a dividend that is taken into account as investment income under Section 163(d)(4)(B) of the Code. Any days during which a U.S. Holder has diminished the U.S. Holder s risk of loss with respect to the Underlying Shares, CPOs or GDSs (for example, by holding an option to sell such Underlying Shares, CPOs or GDSs) are not counted towards meeting the 61-day holding period. Special rules apply in determining the foreign tax credit limitation with respect to dividends subject to U.S. federal income taxation at the reduced rate. U.S. Holders should consult their own tax advisors concerning whether dividends received by them qualify for the reduced rate. In addition, a 3.8% tax may apply to certain investment income recognized by a U.S. Holder. See Medicare Tax below.

To the extent, if any, that the amount of a distribution exceeds our current and/or accumulated earnings and profits, the distribution will first reduce the U.S. Holder s adjusted tax basis in its Underlying Shares, CPOs or GDSs and, to the extent the distribution exceeds the U.S. Holder s adjusted tax basis, it will be treated as gain from the sale of the U.S. Holder s Underlying Shares, CPOs or GDSs. We do not maintain calculations of our earnings and profits under U.S. federal income tax principles. Therefore, a U.S. Holder should expect that a distribution paid by us will be treated as a dividend, even if that distribution would otherwise be treated as reducing such U.S. Holder s adjusted tax basis in its Underlying Shares, CPOs or GDSs or as gain from the sale of the U.S. Holder s Underlying Shares, CPOs or GDSs under the rules described above.

The U.S. Dollar value of any distributions paid in Pesos, including the amount of any Mexican taxes withheld, will be calculated by reference to the interbank exchange rate in effect on the date of receipt by the U.S. Holder or, with respect to the GDSs, The Bank of New York Mellon, in its capacity as Depositary, regardless of whether the payment is in fact converted into U.S. Dollars. U.S. Holders should consult their own tax advisors regarding the treatment of any foreign currency gain or loss on any distributions paid in Pesos that are not converted into U.S. Dollars on the day the Pesos are received. For U.S. foreign tax credit purposes, dividends distributed by us on CPOs, GDSs or Underlying Shares generally will constitute foreign source passive income or, in the case of some U.S. Holders, foreign source general category income .

In general, pro rata distributions of additional shares with respect to the Underlying Shares that are part of a pro rata distribution to all of our stockholders generally (including U.S. Holders of GDSs) will not be subject to U.S. federal income tax.

A beneficial owner of CPOs, GDSs or Underlying Shares that is not a U.S. Holder and is not a partnership (or an entity or arrangement classified as a partnership for U.S. federal income tax purposes) will not be subject to U.S. federal income or withholding tax on a dividend paid with respect to the CPOs, GDSs or the Underlying Shares, unless the dividend is effectively connected with the conduct by the beneficial owner of a trade or business in the United States.

Capital Gains. Gain or loss recognized by a U.S. Holder on a taxable sale or exchange of CPOs, GDSs or Underlying Shares will be subject to U.S. federal income taxation as capital gain or loss in an amount equal to the difference between the amount realized on the sale or exchange and the U.S. Holder s adjusted tax basis in the CPOs, GDSs or Underlying Shares. Such capital gain or loss generally will be long-term capital gain or loss if the CPOs, GDSs or Underlying Shares have been held for more than one year at the time of disposition. Long-term capital gain of non-corporate U.S. Holders, including individual U.S. Holders, is subject to U.S. federal income tax at preferential rates. In addition, a 3.8% tax may apply to certain investment income recognized by a U.S. Holder on a sale or exchange of CPOs, GDSs or Underlying Shares. See Medicare Tax below. The deductibility of capital losses is subject to significant limitations.

Such capital gains generally will be U.S. source income, unless the gains are subject to Mexican taxation, in which case such gains generally will be treated as arising in Mexico under the U.S.-Mexico Tax Treaty. If capital gains are subject to Mexican taxation under the U.S.-Mexico Tax Treaty, a U.S. Holder generally may elect to treat such gains as foreign source income for U.S. foreign tax credit limitation purposes. However, any such Mexican taxes may not be used to offset U.S. federal income tax on any other item of income, and foreign taxes on any other item of income cannot be used to offset U.S. federal income tax on such gains. U.S. Holders should consult their tax advisors.

Capital losses recognized on the sale or exchange of CPOs, GDSs or Underlying Shares generally will offset U.S. source income. Deposits and withdrawals of CPOs for GDSs and of Underlying Shares for CPOs by U.S. Holders will not be subject to U.S. federal income tax.

A beneficial owner of CPOs, GDSs or Underlying Shares that is not a U.S. Holder and is not a partnership (or an entity or arrangement classified as a partnership for U.S. federal income tax purposes) generally will not be subject to U.S. federal income tax on gain recognized on a sale or exchange of CPOs, GDSs or Underlying Shares unless:

- the gain is effectively connected with the beneficial owner s conduct of a trade or business in the United States; or

- the beneficial owner is an individual who holds CPOs, GDSs or Underlying Shares as a capital asset, is present in the United States for 183 days or more in the taxable year of the sale or exchange and meets other requirements.

Medicare Tax. A U.S. Holder that is an individual or estate, or a trust that does not fall into a special class of trusts that is exempt from such tax, will generally be subject to a 3.8% tax on the lesser of (i) the U.S. Holder s net investment income for a taxable year and (ii) the excess of the U.S. Holder s modified adjusted gross income for such taxable year over $200,000 ($250,000 in the case of joint filers). For these purposes, net investment income will generally include dividends paid with respect to CPOs, GDSs or Underlying Shares and net gain attributable to the disposition of CPOs, GDSs or Underlying Shares (in each case, unless such CPOs, GDSs or Underlying Shares are held in connection with certain trades or businesses), but will be reduced by any deductions properly allocable to such income or net gain.

U.S. Backup Withholding. A U.S. Holder may be subject to U.S. information reporting and U.S. backup withholding on dividends paid on Underlying Shares, and on proceeds from the sale or other disposition of CPOs, GDSs or Underlying Shares, unless the U.S. Holder:

- comes within an exempt category; or

provides the applicable withholding agent with the U.S. Holder s taxpayer identification number, certifies as to no loss of exemption from backup withholding tax and otherwise complies with the applicable requirements of the backup withholding rules.

The amount of any backup withholding will be allowed as a credit against the U.S. Holder s U.S. federal income tax liability and may entitle such holder to a refund, provided, however, that certain required information is timely furnished to the U.S. Internal Revenue Service. A beneficial owner of CPOs, GDSs or Underlying Shares that is not a U.S. Holder may be required to comply with certification and identification procedures in order to establish its exemption from backup withholding.

Certain Reporting Requirements. U.S. Holders that are individuals (and to the extent specified in applicable U.S. Treasury regulations, certain U.S. Holders that are entities and certain individuals that are not U.S. Holders) and hold specified foreign financial assets (as defined in section 6038D of the Code) are required to file a report on IRS Form 8938 with information relating to such assets for each taxable year in which the aggregate value of all such assets exceeds $75,000 at any time during the taxable year or $50,000 on the last day of the taxable year (or such higher dollar amount as prescribed by applicable U.S. Treasury regulations). Specified foreign financial assets would include, among other assets, GDSs, CPOs and Underlying Shares that are not held through an account maintained with a U.S. financial institution (as defined). Substantial penalties apply to any failure to timely file IRS Form 8938, unless the failure is shown to be due to reasonable cause and not due to willful neglect. Additionally, in the event a U.S. Holder that is required to file IRS Form 8938 does not file such form, the statute of limitations on the assessment and collection of U.S. federal income taxes of such U.S. Holder for the related tax year may not close until three years after the date that the required information is filed. Beneficial owners of GDSs, CPOs or Underlying Shares should consult their own tax advisors regarding their reporting obligations with respect to specified foreign financial assets.

Federal Mexican Taxation

General. The following is a general summary of the main tax consequences under the Mexican Income Tax Law, Federal Tax Code and rules as currently in effect (the Mexican Tax Legislation), all of which are subject to change or interpretation, and under the U.S.-Mexico Tax Treaty, of the purchase, ownership and disposition of CPOs, GDSs or underlying A Shares, B Shares, D Shares and L Shares by a person that is not a resident of Mexico for tax purposes, as defined below.

U.S. Holders should consult with their own tax advisors as to their entitlement to benefits afforded by the U.S.-Mexico Tax Treaty. Mexico has also entered into and is negotiating with various countries regarding other tax treaties that may have an effect on the tax treatment of CPOs, GDSs or underlying A Shares, B Shares, D Shares and L Shares. Holders should consult with their tax advisors as to their entitlement to the benefits afforded by these treaties.

This discussion does not constitute, and shall not be considered as, legal or tax advice to holders.

According to the Mexican Tax Legislation:

- an individual is a Mexican tax resident if the individual has established his permanent home in Mexico. When an individual, in addition to his permanent home in Mexico, has a permanent home in another country, the individual will be a Mexican tax resident if his center of vital interests is located in Mexico. This will be deemed to occur if, among other circumstances, either (i) more than 50% of the total income obtained by the individual in the calendar year is Mexican source or (ii) when the individual s center of professional activities is located in Mexico. Mexican nationals who filed a change of tax residence to a country or jurisdiction that does not have a comprehensive exchange of information agreement with Mexico in which her/his income is subject to a preferred tax regime pursuant to the provisions of the Mexican Income Tax Law, will be considered Mexican residents for tax purposes during the year of filing of the notice of such residence change and during the following three years. Unless otherwise proven, a Mexican national is considered a Mexican tax resident;

- a legal entity is considered a Mexican tax resident if it maintains the main administration of its head office, business, or the effective location of its management in Mexico.

a foreign person with a permanent establishment in Mexico will be required to pay taxes in Mexico in accordance with the Mexican Tax Legislation for income attributable to such permanent establishment; and

a foreign person without a permanent establishment in Mexico will be required to pay taxes in Mexico in respect of revenues proceeding from sources of wealth located in national territory.

Dividends. Beginning in 2014, dividends, either in cash or in any other form, coming from our previously taxed net earnings account, or *cuenta de utilidad fiscal neta*, generated up to 2013 and paid with respect to the shares underlying the CPOs, including those CPOs represented by GDSs, will not be subject to Mexican withholding tax. On the other hand, the dividends coming from our previously taxed net earnings account generated during or after 2014 will be subject to a 10% Mexican withholding tax. We must first utilize the previously taxed net earnings account generated up to 2013 and when this account no longer has a balance, we must utilize the previously taxed net earnings account generated during or after 2014. The latter dividends will be subject to the 10% Mexican withholding tax.

However, under the U.S.-Mexico Tax Treaty, any U.S. Holder that is eligible to claim the benefits of the U.S.-Mexico Tax Treaty may be exempt from or subject to a lower withholding tax rate on dividends paid with respect to the shares underlying the CPOs, including those CPOs represented by GDSs. The U.S. Holder may be subject to a lower withholding tax rate (5%) under the U.S.-Mexico Tax Treaty if the U.S. Holder is a company that owns directly at least 10% of our voting outstanding shares.

On the other hand, the U.S. Holder may be exempt from withholding tax under the U.S.-Mexico Tax Treaty if the U.S. Holder is either (a) a company that has owned shares representing 80 percent or more of our voting outstanding shares for a 12-month period ending on the date the dividend is declared and that (1) prior to October 1, 1998 owned, directly or indirectly, shares representing 80 percent or more of our voting outstanding shares; or (2) is entitled to the benefits of the U.S.-Mexico Tax Treaty under clauses (i) or (ii) of subparagraph d) of paragraph 1 of Article 17 (Limitation on Benefits); or (3) is entitled to the benefits of the U.S.-Mexico Tax Treaty with respect to the dividends under subparagraph g) of paragraph 1 of Article 17; or (4) has received a determination from the relevant competent authority pursuant to paragraph 2 of Article 17; or (b) a trust, company, or other organization constituted and operated exclusively to administer or provide benefits under one or more plans established to provide pension, retirement or other employee benefits and its income is generally exempt from tax in the United States, provided that such dividends are not derived from the carrying on of a business, directly or indirectly, by such trust, company or organization.

Dividends paid to other Holders that are eligible to receive benefits pursuant to other income tax treaties to which Mexico is a party may be exempt from or subject to a lower withholding tax rate in whole or in part. Non-U.S. Holders should consult their own tax advisors as to their possible eligibility under such other income tax treaties. Appropriate tax residence certifications must be obtained by Holders eligible for tax treaty benefits.

When dividends are paid from our previously taxed net earnings account we will not be required to pay any Mexican corporate income tax on the dividends. During 2014, if dividends are not paid from our previously taxed net earnings account we will be required to pay a 30% Mexican corporate income tax (CIT) on the grossed-up dividends with the factor 1.4286.

Sales or Other Dispositions. Deposits and withdrawals of CPOs for GDSs and of underlying A Shares, B Shares, D Shares and L Shares for CPOs will not give rise to Mexican tax or transfer duties.

Beginning on January 1, 2014, the gains on the sale or other disposition of CPOs, GDSs or underlying A Shares, B Shares, D Shares and L Shares will be subject to a 10% Mexican withholding tax if the sale is carried out through the Mexican Stock Exchange. This withholding tax will not apply if the Holder is a tax resident of a country that has in effect a Tax Treaty with Mexico, as is the case with the United States; in order to obtain this benefit the Holder must deliver to the withholding agent a letter stating, under oath, (i) that the Holder is resident for purposes of the specific Tax Treaty and (ii) the Holder s tax identification number.

Sales or other dispositions of CPOs, GDSs or underlying A Shares, B Shares, D Shares and L Shares made in other circumstances also would be subject to Mexican income tax. However, under the U.S.-Mexico Tax Treaty, any U.S. Holder that is eligible to claim the benefits of the U.S.-Mexico Tax Treaty may be exempt from Mexican tax on gains realized on a sale or other disposition of CPOs and shares underlying the CPOs in a transaction that is not carried out through the Mexican Stock Exchange. The U.S. Holder will be exempt under the U.S.-Mexico Tax Treaty if the U.S. Holder did not own directly or indirectly 25% or more of the our outstanding shares within the 12-month period preceding such sale or disposition. Gains realized by other Holders that are eligible to receive benefits pursuant to other income tax treaties to which Mexico is a party may be exempt from Mexican income tax in whole or in part. Non-U.S. Holders should consult their own tax advisors as to their possible eligibility under such other income tax treaties. Appropriate tax residence certifications must be obtained by Holders eligible for tax treaty benefits.

Other Mexican Taxes. There are no estate, gift, or succession taxes applicable to the ownership, transfer or disposition of CPOs, GDSs or underlying A Shares, B Shares, D Shares and L Shares. However, a gratuitous transfer of CPOs, GDSs or underlying A Shares, B Shares, D Shares and L Shares may, in some circumstances, result in the imposition of a Mexican federal tax upon the recipient. There are no Mexican stamp, issuer, registration or similar taxes or duties payable by holders of GDSs, CPOs, or underlying A Shares, B Shares, D Shares and L Shares.

Documents on Display

For further information with respect to us and our CPOs and GDSs, we refer you to the filings we have made with the SEC. Statements contained in this annual report concerning the contents of any contract or any other document are not necessarily complete. If a contract or document has been filed as an exhibit to any filing we have made with the SEC, we refer you to the copy of the contract or document that has been filed. Each statement in this annual report relating to a contract or document filed as an exhibit to any filing we have made with the SEC is qualified in its entirety by the filed exhibit.

The Company is subject to the informational requirements of the Exchange Act and in accordance therewith files reports and other information with the SEC. Reports and other information filed by the Company with the SEC can be inspected and copied at the public reference facilities maintained by the SEC at its Public Reference Room at 100 F Street, N.E., Room 1580, Washington, D.C. 20549.

You may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. Such materials can also be inspected at the offices of the New York Stock Exchange, Inc., 20 Broad Street, New York, New York 10005. Any filings we make electronically will be available to the public over the Internet at the SEC s website at www.sec.gov.

We furnish The Bank of New York Mellon, the depositary for our GDSs, with annual reports in English. These reports contain audited consolidated financial statements that, starting with the annual report for year ended December 31, 2012, have been prepared in accordance with IFRS. The historical financial statements included in these reports have been examined and reported on, with an opinion expressed by, an independent auditor. The depositary is required to mail our annual reports to all holders of record of our GDSs. The Deposit Agreement for the GDSs also requires us to furnish the depositary with English translations of all notices of stockholders meetings and other reports and communications that we send to holders of our CPOs. The depositary is required to mail these notices, reports and communications to holders of record of our GDSs.

As a foreign private issuer, we are not required to furnish proxy statements to holders of our CPOs or GDSs in the United States.

Item 11. Quantitative and Qualitative Disclosures About Market Risk
Market Risk Disclosures

Market risk is the exposure to an adverse change in the value of financial instruments caused by market factors including changes in equity prices, interest rates, foreign currency exchange rates, commodity prices and inflation rates. The following information includes forward-looking statements that involve risks and uncertainties. Actual results could differ from those presented. Unless otherwise indicated, all information below is presented on an IFRS basis in constant Pesos in purchasing power as of December 31, 2013.

Risk Management. We are exposed to market risks arising from changes in equity prices, interest rates, foreign currency exchange rates and inflation rates, in both the Mexican and U.S. markets. Our risk management activities are monitored by our Risk Management Committee and reported to our Executive Committee.

We monitor our exposure to interest rate risk by: (i) evaluating differences between interest rates on our outstanding debt and short-term investments and market interest rates on similar financial instruments; (ii) reviewing our cash flow needs and financial ratios (indebtedness and interest coverage); (iii) assessing current and forecasted trends in the relevant markets; and (iv) evaluating peer group and industry practices. This approach allows us to establish the interest rate mix between variable and fixed rate debt.

Foreign currency exchange risk is monitored by assessing our net monetary liability position in U.S. Dollars and our forecasted cash flow needs for anticipated U.S. Dollar investments and servicing our U.S. Dollar-denominated debt. Equity price risk is assessed by evaluating the long-term value of our investment in both domestic and foreign affiliates, versus comparable investments in the marketplace. We classify our equity investments in affiliates, both domestic and foreign, as long-term assets.

In compliance with the procedures and controls established by our Risk Management Committee, in 2011, 2012 and 2013, we entered into certain derivative transactions with certain financial institutions in order to manage our exposure to market risks resulting from changes in interest rates, foreign currency exchange rates, and inflation rates. Our objective in managing foreign currency and inflation fluctuations is to reduce earnings and cash flow volatility. See Notes 2(v), 4 and 14 to our consolidated year-end financial statements.

Foreign Currency Exchange Rate Risk and Interest Rate Risk

In August 2009, we entered into cross-currency interest rate swap coupon swaps agreements to hedge in its entirety the interest payments for the Senior Notes due 2018, 2025 and 2032 from the second semester of 2009 to the first semester of 2011. Also, in December 2009 and January 2010, in connection with the Senior Notes due 2040 we entered into coupon swaps agreements on a notional amount of U.S.$600.0 million with an expiration date of July 2011. In January and February 2011, we entered into coupon swaps agreements to hedge in its entirety the interest payments for the Senior Notes due 2018, 2025, 2032 and 2040 from the second semester of 2011 to the first semester of 2012. In February 2012, we entered into coupon swaps agreements to hedge in its entirety the interest payments for the Senior Notes due 2025, 2032 and 2040 for the second semester of 2012. In September 2012, we entered into a coupon swap agreement to hedge in its entirety the interest payment for the Senior Notes due 2040 for the first semester of 2013. Finally, in December 2013, we entered into a coupon swap agreement to hedge, in its entirety, the interest payment for the Senior Notes due 2032 for the first semester of 2014. As of March 31, 2014, there are no outstanding coupon swaps agreements. The net fair value of the cross-currency interest rate swap agreements including the option contracts was a (liability) asset of U.S.$0.2 million as of December 31, 2013 and U.S.$0.1 million as of December 31, 2012. The increase in the potential loss in fair value for such instruments from a hypothetical 10% adverse change in quoted Peso exchange rate would be approximately U.S.$1.4 million as of December 31, 2013 and U.S.$2.2 million as of December 31, 2012.

Between December 2011 and December 2012, we entered into foreign exchange option agreements to buy U.S.$472.5 million to hedge against a Peso depreciation of 30% with various expiration dates until the end of 2015. The fair value of these option contracts was a (liability) asset of U.S.$0.3 million as of March 31, 2014, U.S.$0.5 million as of December 31, 2013 and U.S.$1.0 million as of December 31, 2012. We are long these option contracts, so our maximum potential loss in fair value for these instruments from a hypothetical adverse change in quoted Peso exchange rate at any time is the premium paid of U.S.$3.5 million.

During March 2011, in connection with the amortizable variable rate loan with HSBC due 2018, we entered into interest rate swap agreements on a notional amount of Ps.2,500.0 million. These agreements involve the exchange of interest payments based on a variable interest rate for amounts based on fixed rates. These agreements allowed us to fix the coupon payments for a period of seven years at an interest rate of 8.6075%.

As of March 31, 2014, the net fair value of the interest rate swap was a (liability) asset of Ps.(200.1) million, Ps.(203.6) million as of December 31, 2013 and Ps.(219.5) million as of December 31, 2012. The potential loss in fair value for such instruments from a hypothetical 50 bps adverse change in market interest rates would be approximately Ps.40.2 million as of March 31, 2014, Ps.43.1 million as of December 31, 2013 and Ps.53.8 million as of December 31, 2012. This sensitivity analysis assumes a downward parallel shift in the Mexican Interest Rate Swaps Yield Curve.

In connection with Sky s variable rate bank loans guaranteed by Televisa, in December 2006, we entered into forward starting interest rate swap agreements on a notional amount of Ps.1,400.0 million. These agreements involve the exchange of amounts based on a variable interest rate for an amount based on fixed rates, without exchange of the notional amount upon which the payments are based. These agreements allowed us to fix the coupon payments for a period of seven years at an interest rate of 8.415% starting in April 2009.

The net fair value of the interest rate swap was a (liability) asset of Ps.(111.8) million as of March 31, 2014, Ps.(119.8) million as of December 31, 2013 and Ps.(132.1) million as of December 31, 2012. The potential loss in fair value for such instruments from a hypothetical 50 bps adverse change in market interest rates would be approximately Ps.15.0 million as of March 31, 2014, Ps.16.6 million as of December 31, 2013 and Ps.23.0 million as of December 31,2012. This sensitivity analysis assumes a downward parallel shift in the Mexican Interest Rate Swaps Yield Curve.

In connection with TVI s variable rate bank loan with Banorte due 2016, in January and April 2012 TVI entered into interest rate swap agreements on a notional amount of Ps.500.0 million and Ps.800.0 million, respectively. These agreements involve the exchange of interest payments based on a variable interest rate for amounts based on fixed rates. These agreements allowed us to fix the coupon payments for a period of four years at an interest rate of 6.9315%.

The net fair value of the interest rate swap was a (liability) asset of Ps.(11.9) million as of March 31, 2014, Ps.(13.4) million as of December 31, 2013 and Ps.1.4 million as of December 31, 2012. The potential loss in fair value for such instruments from a hypothetical 50 bps adverse change in market interest rates would be approximately Ps.7.6 million as of March 31, 2014, Ps.8.9 million as of December 31, 2013 and Ps.14.4 million as of December 31, 2012. This sensitivity analysis assumes a downward parallel shift in the Mexican Interest Rate Swaps Yield Curve.

In connection with TVI s variable rate bank loan with HSBC due 2019, in August, September and October 2013 TVI entered into interest rate swap agreements on a notional amount of Ps.120.0 million, Ps.230.0 million and Ps.150.0 million, respectively. These agreements involve the exchange of interest payments based on a variable interest rate for amounts based on fixed rates. These agreements allowed us to fix the coupon payments for a period of six years at an interest rate of 6.9189%.

The net fair value of the interest rate swap was a (liability) asset of Ps.(0.6) million as of March 31, 2014 and Ps.1.5 million as of December 31, 2013. The potential loss in fair value for such instruments from a hypothetical 50 bps adverse change in market interest rates would be approximately Ps.8.0 million as of March 31, 2014 and Ps.8.5 million as of December 31, 2013. This sensitivity analysis assumes a downward parallel shift in the Mexican Interest Rate Swaps Yield Curve.

Sensitivity and Fair Value Analyses

The sensitivity analyses that follow are intended to present the hypothetical change in fair value or loss in earnings due to changes in interest rates, inflation rates, foreign currency exchange rates and debt and equity market prices as they affect our financial instruments at December 31, 2013 and 2012. These analyses address market risk only and do not present other risks that we face in the ordinary course of business, including country risk and credit risk. The hypothetical changes reflect our view of changes that are reasonably possible over a one-year period. For purposes of the following sensitivity analyses, we have made conservative assumptions of expected near-term future changes in U.S. interest rates, Mexican interest rates, inflation rates and Peso to U.S. Dollar exchange rates of 10%. The results of the analyses do not purport to represent actual changes in fair value or losses in earnings that we will incur.

	Fair Value at December 31, 2013	2013	2012
	(Millions of U.S. Dollars or millions of Pesos)(1)		
Assets:			
Temporary investments (2)	U.S.$ 284.7	Ps. 3,723.0	Ps. 5,317.3
1.5% Convertible debentures due 2025 issued by BMP (3)	587.0	7,675.0	6,990.4
Embedded derivative BMP (4)	1,129.0	14,761.7	9,611.9
Convertible debt instruments issued by Ares (5)	493.0	6,446.0	
Embedded derivative Ares (20)	59.0	771.0	
Long-term debt instruments issued by Ares (6)	192.9	2,522.0	
Long-term loan and interest receivable from GTAC (7)	56.5	739.4	674.4
Held-to-maturity investments (8)	48.3	632.0	390.0
Available-for-sale investments (9)	307.1	4,015.1	2,986.9
Shares of common stock of Imagina (18)	89.4	1,169.0	867.6
Derivative financial instruments (19)	0.6	8.4	15.0
Liabilities:			
U.S. Dollar-denominated debt:			
Senior Notes due 2018 (10)	558.8	7,305.7	7,565.4
Senior Notes due 2025 (11)	673.1	8,800.6	10,041.6
Senior Notes due 2032 (12)	374.0	4,890.5	5,582.7
Senior Notes due 2040 (13)	641.4	8,386.5	9,981.1
Peso-denominated debt:			
Notes due 2020 (15)	794.8	10,391.7	10,636.9
Senior Notes due 2037 (14)	334.8	4,377.4	5,191.1
Senior Notes due 2043 (16)	407.4	5,326.9	
Short-term and long-term notes payable to Mexican banks (17)	1,102.4	14,414.0	14,535.2
Derivative financial instruments (19)	25.6	335.3	352.8

(1) Peso amounts have been converted to U.S. Dollars solely for the convenience of the reader at a nominal exchange rate of Ps.13.0750 per U.S. Dollar, the Interbank Rate as of December 31, 2013. Beginning on January 1, 2008, we discontinued recognizing the effects of inflation in our financial information in accordance with Mexican FRS.

(2) At December 31, 2013, the Group s temporary investments consisted of highly liquid securities, including without limitation debt securities (primarily Peso and U.S. Dollar-denominated in 2013 and 2012). Given the short-term nature of these investments, an increase in U.S. and/or Mexican interest rates would not significantly decrease the fair value of these investments.

(3) At December 31, 2013, these notes are recorded at fair value. Assuming an increase in the fair value of these notes of a hypothetical 10% increase in the fair value of these notes, the fair value would exceed the carrying value by approximately Ps.767.5 million (U.S.$58.7 million) at December 31, 2013.

(4) At December 31, 2013, these notes are recorded at fair value. Assuming an increase in the fair value of these notes of a hypothetical 10% increase in the fair value of these notes, the fair value would exceed the carrying value by approximately Ps.1,476.2 million (U.S.$112.9 million) at December 31, 2013.

(5) At December 31, 2013, these notes are recorded at fair value. Assuming an increase in the fair value of these notes of a hypothetical 10% increase in the fair value of these notes, the fair value would exceed the carrying

value by approximately Ps.644.6 million (U.S.$49.3 million) at December 31, 2013.

(6) At December 31, 2013, these notes are recorded at fair value. Assuming an increase in the fair value of these notes of a hypothetical 10% increase in the fair value of these notes, the fair value would exceed the carrying value by approximately Ps.252.2 million (U.S.$19.3 million) at December 31, 2013.

(7) At December 31, 2013, fair value exceeded the carrying value of these notes by Ps.30.7 million (U.S.$2.3 million). Assuming an increase in the fair value of these notes of a hypothetical 10% increase in the fair value of these notes, the fair value would exceed the carrying value by approximately Ps.104.6 million (U.S.$8.0 million) at December 31, 2013.

(8) At December 31, 2013, these notes are recorded at fair value. Assuming an increase in the fair value of these notes of a hypothetical 10% increase in the quoted market price of these notes, the fair value would exceed the carrying value by approximately Ps.63.2 million (U.S.$4.8 million) at December 31, 2013.

(9) At December 31, 2013, these investments are recorded at fair value. Assuming an increase in the fair value of these notes of a hypothetical 10% increase in the quoted market price of these notes, the fair value would exceed the carrying value by approximately Ps.401.5 million (U.S.$30.7 million) at December 31, 2013.

(10) At December 31, 2013, fair value exceeded the carrying value of these notes by Ps.768.2 million (U.S. $58.8 million). Assuming an increase in the fair value of these notes of a hypothetical 10% increase in the quoted market price of these notes, the fair value would exceed the carrying value by approximately Ps.1,498.7 million (U.S.$114.6 million) at December 31, 2013.

(11) At December 31, 2013, fair value exceeded the carrying value of these notes by Ps.955.6 million (U.S. $73.1 million). Assuming an increase in the fair value of these notes of a hypothetical 10% increase in the quoted market price of these notes, the fair value would exceed the carrying value by approximately Ps.1,835.7 million (U.S.$140.4 million) at December 31, 2013.

(12) At December 31, 2013, fair value exceeded the carrying value of these notes by Ps.968.0 million (U.S. $74.0 million). Assuming an increase in the fair value of these notes of a hypothetical 10% increase in the quoted market price of these notes, the fair value would exceed the carrying value by approximately Ps.1,457.0 million (U.S.$111.4 million) at December 31, 2013.

(13) At December 31, 2013, fair value exceeded the carrying value of these notes by Ps.541.5 million (U.S. $41.4 million). Assuming an increase in the fair value of these notes of a hypothetical 10% increase in the quoted market price of these notes, the fair value would exceed the carrying value by approximately Ps.1,380.1 million (U.S.$105.6 million) at December 31, 2013.

(14) At December 31, 2013, carrying value exceeded the fair value of these notes by Ps.122.6 million (U.S. $9.4 million). Assuming an increase in the fair value of these notes of a hypothetical 10% increase in the quoted market price of these notes, the fair value would exceed the carrying value by approximately Ps.315.2 million (U.S.$24.1 million) at December 31, 2013.

(15) At December 31, 2013, fair value exceeded the carrying value of these notes by Ps.391.7 million (U.S. $30.0 million). Assuming an increase in the fair value of these notes of a hypothetical 10% increase in the quoted market price of these notes, the fair value would exceed the carrying value by approximately Ps.1,430.9 million (U.S.$109.4 million) at December 31, 2013.

(16) At December 31, 2013, carrying value exceeded the fair value of these notes by Ps.1.173.1 million (U.S.$89.7 million). Assuming an increase in the fair value of these notes of a hypothetical 10% increase in the quoted market price of these notes, the carrying value would exceed the fair value by approximately Ps.640.4 million (U.S.$49.0 million) at December 31, 2013.

(17) At December 31, 2013, fair value exceeded the carrying value of these notes by Ps.699.6 million (U.S. $53.5 million). At December 31, 2013, a hypothetical 10% increase in Mexican interest rates of these notes, the fair value would exceed the carrying value by approximately Ps.2,141.0 million (U.S.$163.7 million) at December 31, 2013.

(18) At December 31, 2013, these shares are recorded at fair value. Assuming an increase in the fair value of these notes of a hypothetical 10% increase in the fair value of these notes, the fair value would exceed the carrying value by approximately Ps.116.9 million (U.S.$8.9 million) at December 31, 2013.

(19) Given the nature of these derivative instruments, an increase of 10% in the interest and/or exchange rates would not have a significant impact on the fair value of these financial instruments.

(20) At December 31, 2013, these notes are recorded at fair value. Assuming an increase in the fair value of these notes of a hypothetical 10% increase in the fair value of these notes the fair value would exceed the carrying value by approximately Ps.77.1 million (U.S.$5.9 million) at December 31, 2013.

We are also subject to the risk of foreign currency exchange rate fluctuations, resulting from the net monetary position in U.S. Dollars of our Mexican operations, as follows:

	Year Ended December 31, 2013	2012
	(In millions of U.S. Dollars)	
U.S. Dollar-denominated monetary assets, primarily cash and cash equivalents, held-to-maturity investments, non-current investments and convertible debentures(1)	U.S.$ 2,231.3	U.S.$ 2,285.5
U.S. Dollar-denominated monetary liabilities, primarily trade accounts payable, senior debt securities and other notes payable(2)	(2,932.6)	(2,745.3)
Net liability position	U.S.$ (701.3)	U.S.$ (459.8)

(1) In 2013 and 2012, include U.S. Dollar equivalent amounts of U.S.$35.2 million and U.S.$108.4 million and, respectively, related to other foreign currencies, primarily Euros.
(2) In 2013 and 2012, include U.S. Dollar equivalent amounts of U.S.$14.1 million and U.S.$10.5 million, respectively, related to other foreign currencies, primarily Euros.

At December 31, 2013, a hypothetical 10% appreciation / depreciation in the U.S. Dollar to Peso exchange rate would result in a gain / loss in earnings of Ps.916.9 million. At December 31, 2012, a hypothetical 10% appreciation / depreciation in the U.S. Dollar to Peso exchange rate would result in a gain / loss in earnings of Ps.590.8 million.

In December 2012 and 2011, we entered into foreign exchange option agreements to buy U.S.$135.0 million and U.S.$337.5 million, respectively, to hedge against a Peso depreciation of 30% with various maturity dates until the end of 2015 and 2014, respectively. The fair value of these option contracts was an asset of Ps.6.1 million and Ps.12.4 million as of December 31, 2013 and 2012, respectively.

Item 12. Description of Securities Other than Equity Securities

Global Depositary Shares

The Bank of New York Mellon, the depositary for the securities underlying our GDSs, collects its fees for delivery and surrender of GDSs directly from investors depositing shares or surrendering GDSs for the purpose of withdrawal or from intermediaries acting for them. The depositary collects fees for making distributions to investors by deducting those fees from the amounts distributed or by selling a portion of distributable property to pay the fees. The depositary may collect its annual fee for depositary services by deductions from cash distributions or by directly billing investors or by charging the book-entry system accounts of participants acting for them. The depositary may generally refuse to provide fee-attracting services until its fees for those services are paid.

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The following table summarizes the fees and charges that a GDS holder may be required to pay, directly or indirectly, to the depositary pursuant to the terms of the Deposit Agreement, which was filed with the SEC as an exhibit to our Registration Statement on Form F-6 filed on September 17, 2007:

Fee	Depositary Service
U.S.$5.00 (or less) per 100 GDSs (or portion of 100 GDSs)	Issuance of GDSs, including issuances resulting from a distribution of shares or rights or other property
	Cancellation of GDSs for the purpose of withdrawal, including if the deposit agreement terminates
U.S.$0.02 (or less) per GDS	Any cash distribution to GDS registered holders
A fee equivalent to the fee that would be payable if securities distributed to holders had been CPOs and the CPOs had been deposited for issuance of GDSs	Distribution of securities distributed to holders of deposited securities which are distributed by the depositary to GDS registered holders
U.S.$0.02 (or less) per GDS per calendar year	Depositary services
Registration or transfer fees	Transfer and registration of CPOs on our CPO register to or from the name of the depositary or its agent when holders deposit or withdraw CPOs
Expenses of the depositary	Cable, telex and facsimile transmissions (when expressly provided in the deposit agreement)
	Converting foreign currency to U.S. dollars
Taxes and other governmental charges the depositary or the custodian have to pay on any GDS or share underlying an GDS, for example, stock transfer taxes, stamp duty or withholding taxes	As necessary
Any charges incurred by the depositary or its agents for servicing the deposited securities	As necessary

Note that the actual amounts charged by the depositary may differ from those set out in the table above, but may not exceed these levels.

The Bank of New York Mellon, as depositary, pays us an agreed amount as reimbursement for certain expenses we incur related to our being a publicly-listed entity in the United States, including, but not limited to, internal and out-of-pocket investor relations expenses, corporate finance and accounting expenses, legal expenses, annual NYSE listing fees, Sarbanes-Oxley compliance, travel expenses related to presentations to rating agencies and investors, road show presentations, or any other similar or related expenses. There are limits on the amount of expenses for which the depositary will reimburse us, but the amount of reimbursement available to us is not necessarily tied to the amount of fees the depositary collects from investors. In 2013, we received a reimbursement of U.S.$1.5 million.

Part II

Item 13. Defaults, Dividend Arrearages and Delinquencies

Not applicable.

Item 14. Material Modifications to the Rights of Security Holders and Use of Proceeds

Not applicable.

Item 15. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Based on the evaluation as of December 31, 2013, the Chief Executive Officer and the Chief Financial Officer of the Company have concluded that the Company s disclosure controls and procedures (as defined in the Exchange Act Rules 13a-15(e) and 15d-15(e)) are effective to ensure that the information required to be disclosed by the Company in the reports that it files or submits under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the SEC rules and forms and that such information is accumulated and communicated to management, including our Chief Executive Officer and the Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

Management s Annual Report on Internal Control Over Financial Reporting

The Company s management, including our Chief Executive Officer and Chief Financial Officer, is responsible for establishing and maintaining adequate internal control over financial reporting and for the assessment of the effectiveness of internal control over financial reporting as defined in Rule 13a-15(f) of the Exchange Act.

Management assessed the effectiveness of the Company s internal control over financial reporting as of December 31, 2013. In making this assessment, management used the criteria established in Internal Control Integrated Framework (1992) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

Based on this assessment, management has concluded that the Company s internal control over financial reporting was effective as of December 31, 2013.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

PricewaterhouseCoopers, S.C., an independent registered public accounting firm, has audited the effectiveness of the Company s internal control over financial reporting as of December 31, 2013, as stated in their report which is included herein.

Changes in Internal Control Over Financial Reporting

There has been no change in the Company s internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Securities Exchange Act of 1934, as amended) that occurred during the year ended December 31, 2013 that has materially affected, or is reasonably likely to materially affect, the Company s internal controls over financial reporting.

Item 16.A. Audit Committee Financial Expert

Our board of directors has determined that Mr. Francisco José Chévez Robelo is our audit committee financial expert. Mr. Francisco José Chévez Robelo is independent and meets the requisite qualifications as defined in Item 16A of Form 20-F.

Item 16.B. Code of Ethics

We have adopted a written code of ethics that applies to all of our employees, including our principal executive officer, principal financial officer and principal accounting officer.

You may request a copy of our code of ethics, at no cost, by writing to or telephoning us as follows:

Grupo Televisa, S.A.B.

Avenida Vasco de Quiroga, No. 2000

Colonia Santa Fe, 01210 México, D.F., México.

Telephone: (52) (55) 5261-2000.

In addition, the English version of the code of ethics can be found at www.televisa.com/inversionistas-ingles and the Spanish version at www.televisa.com/inversionistas-espanol.

Item 16.C. Principal Accountant Fees and Services

PricewaterhouseCoopers, S.C. acted as our independent registered public accounting firm for the fiscal years ended December 31, 2013 and 2012.

The chart below sets forth the total amount billed by our independent registered public accounting firm for services performed in the years 2013 and 2012, and breaks down these amounts by category of service:

	2013	2012
	(in millions of Pesos)	
Audit Fees	Ps. 89.1	Ps. 88.3
Audit-Related Fees	6.6	3.0
Tax Fees	4.4	15.9
Other Fees		0.9
Total	Ps. 100.1	Ps. 108.1

Audit Fees are the aggregate fees billed by our independent auditor for the audit of our consolidated annual financial statements, services related to regulatory financial filings with the SEC and attestation services that are provided in connection with statutory and regulatory filings or engagements.

Audit-Related Fees are fees charged by our independent auditor for assurance and related services that are reasonably related to the performance of the audit or review of our financial statements and are not reported under Audit Fees. This category comprises fees billed for independent accountant review of our interim financial statements in connection with the offering of our debt securities, advisory services associated with our financial reporting, and due diligence reviews in connection with potential acquisitions and business combinations.

Tax Fees are fees for professional services rendered by the Company s independent auditor for tax compliance in connection with our subsidiaries and interests in the United States, as well as tax advice on actual or contemplated transactions.

Other Fees are fees charged by our independent auditor in connection with services rendered other than audit, audit-related and tax services.

We have procedures for the review and pre-approval of any services performed by PricewaterhouseCoopers, S.C. The procedures require that all proposed engagements of PricewaterhouseCoopers, S.C. for audit and non-audit services are submitted to the audit committee for approval prior to the beginning of any such services.

Audit Committee Pre-approval Policies and Procedures

Our audit committee is responsible, among other things, for the appointment, compensation and oversight of our external auditors. To assure the independence of our independent auditors, our audit committee pre-approves annually a catalog of specific audit and non-audit services in the categories Audit Services, Audit-Related Services, Tax-Related Services, and Other Services that may be performed by our auditors, as well as the budgeted fee levels for each of these categories. All other permitted services must receive a specific approval from our audit committee. Our external auditor periodically provides a report to our audit committee in order for our audit committee to review the services that our external auditor is providing, as well as the status and cost of those services.

During 2012 and 2013, none of the services provided to us by our external auditors were approved by our audit committee pursuant to the de minimis exception to the pre-approval requirement provided by paragraph (c)(7)(i)(C) of Rule 2-01 of
Regulation S-X.

Item 16.D. Exemptions from the Listing Standards for Audit Committees

Not applicable.

Item 16.E. Purchases of Equity Securities by the Issuer and Affiliated Purchasers

The following table sets forth, for the periods indicated, information regarding purchases of any of our equity securities registered pursuant to Section 12 of the Exchange Act made by us or on our behalf or by or on behalf of any affiliated purchaser (as that term is defined in Rule 10b-18(a)(3) under the Exchange Act):

Purchases of Equity Securities by the Company

Purchase Date	Total Number of CPOs Purchased	Average Price Paid per CPO(1)	Total Number of CPOs Purchased as part of Publicly Announced Plans or Programs(2)	Maximum Number (or Appropriate Peso Value) of CPOs that May Yet Be Purchased Under the Plans or Programs(2)
January 1 to January 31		Ps.		Ps. 20,000,000,000
February 1 to February 28				20,000,000,000
March 1 to March 31				20,000,000,000
April 1 to April 30				20,000,000,000
May 1 to May 31				20,000,000,000
June 1 to June 30				20,000,000,000
July 1 to July 31				20,000,000,000
August 1 to August 31				20,000,000,000
September 1 to September 30				20,000,000,000
October 1 to October 31				20,000,000,000
November 1 to November 30				20,000,000,000
December 1 to December 31				20,000,000,000
Total				

(1) The values have not been restated in constant Pesos and therefore represent nominal historical figures.

(2) Our share repurchase program was announced in September 2002 and does not have an expiration date. The total amount of our share repurchase program is currently limited to Ps.20,000,000,000, as updated in accordance with a resolution that our stockholders approved in a general meeting of our stockholders held on April 2, 2013.

Purchases of Equity Securities by Special Purpose Trust

Formed in Connection with Long-Term Retention Plan(1)

Purchase Date	Total Number of CPOs Purchased(2)	Average Price Paid per CPO(3)	Total Number of CPOs Purchased as part of Publicly	Maximum Number (or Appropriate Peso Value) of CPOs that May Yet Be Purchased Under the Plans or Programs

				Announced Plans or Programs
January 1 to January 31		Ps.		
February 1 to February 28	764,230		68.1494	
March 1 to March 31	5,563,037		66.4736	
April 1 to April 30	200,000		66.8111	
May 1 to May 31	1,587,335		64.2589	
June 1 to June 30	4,050,000		61.2724	
July 1 to July 31				
August 1 to August 31				
September 1 to September 30				
October 1 to October 31				
November 1 to November 30	150,000		75.4996	
December 1 to December 31	850,000		74.7904	
Total	13,164,602	Ps.	65.3487	

(1) See Directors, Senior Management and Employees Stock Purchase Plan and Long-Term Retention Plan for a description of the implementation, limits and other terms of our Long-Term Retention Plan.

(2) Represents open-market purchases by the special purpose trust formed in connection with our Long-Term Retention Plan.

(3) The values have not been restated in constant Pesos and therefore represent nominal historical figures.

Item 16.F. Change in Registrant s Certifying Accountant

Not applicable.

Item 16.G. Corporate Governance

As a foreign private issuer with shares listed on the NYSE, we are subject to different corporate governance requirements than a U.S. company under the NYSE listing standards. With certain exceptions, foreign private issuers are permitted to follow home country practice standards. Pursuant to Rule 303.A11 of the NYSE listed company manual, we are required to provide a summary of the significant ways in which our corporate governance practices differ from those required for U.S. companies under the NYSE listing standards.

We are a Mexican corporation with shares, in the form of CPOs listed on the *Bolsa Mexicana de Valores*, or Mexican Stock Exchange. Our corporate governance practices are governed by our bylaws, the Mexican Securities Market Law, and the regulations issued by the CNBV and the Mexican Stock Exchange. Although compliance is not mandatory, we also substantially comply with the Mexican Code of Best Corporate Practices (*Código de Mejores Prácticas Corporativas*), which was created in January 1999 by a group of Mexican business leaders and was endorsed by the CNBV. See Additional Information Bylaws for a more detailed description of our corporate governance practices.

The table below sets forth a description of the significant differences between corporate governance practices required for U.S. companies under the NYSE listing standards and the Mexican corporate governance standards that govern our practices.

NYSE rules	Mexican rules
Listed companies must have a majority of independent directors.	The Mexican Securities Market Law requires that listed companies have at least 25% of independent directors. Our stockholder s meeting is required to make a determination as to the independence of the directors. The definition of independence under the Mexican Securities Market Law differs in some aspects from the one applicable to U.S. issuers under the NYSE standard and prohibits, among other relationships, an independent director from being an employee or officer of the company or a stockholder that may have influence over our officers, relevant clients and contractors, as well as certain relationships between the independent director and family members of the independent director. In addition, our bylaws broaden the definition of independent director. Our bylaws provide for an executive committee of our board of directors. The executive committee is currently composed of six members, and there are no applicable Mexican rules that require any of the members to be independent. The executive committee may generally exercise the powers of our board of directors, subject to certain exceptions. Our Chief Executive Officer is a member of our board of directors and the executive

	committee.
Listed companies must have a nominating/corporate governance committee composed entirely of independent directors.	Listed companies are required to have a corporate practices committee.
Listed companies must have a compensation committee composed entirely of independent directors.	The Mexican Code of Best Corporate Practices recommends listed companies to have a compensation committee. While these rules are not legally binding, companies failing to comply with the Mexican Code of Best Business Practices recommendation must disclose publicly why their practices differ from those recommended by the Mexican Code of Best Business Practices.

Listed companies must have an audit committee with a minimum of three members and must be independent.	The Mexican Securities Market Law requires that listed companies must have an audit committee. The Chairman and the majority of the members must be independent.
Non-management directors must meet at regularly scheduled executive sessions without management.	Our non-management directors are not required to meet at executive sessions. The Mexican Code of Best Corporate Practices does not expressly recommend executive sessions.
Listed companies must require shareholder approval for equity compensation plans, subject to limited exemptions.	Companies listed on the Mexican Stock Exchange are required to obtain shareholder approval for equity compensation plans, provided that such plans are subject to certain conditions.
Listed companies must adopt and disclose a code of business conduct and ethics for directors, officers and employees, and promptly disclose any waivers of the code for directors or executive officers.	Companies listed on the Mexican Stock Exchange are not required to adopt a code of ethics. However, we have adopted a code of ethics which is available free of charge through our offices. See Code of Ethics for directions on how to obtain a copy of our code of ethics. Waivers involving any of our executive officers or directors will be made only by our Board of Directors or a designated committee of the Board.

Item 16.H. Mine Safety Disclosure

Not applicable.

Part III

Item 17. Financial Statements

We have responded to Item 18 in lieu of Item 17.

Item 18. Financial Statements

See pages F-1 through F-70, which are incorporated in this Item 18 by reference.

Item 19. Exhibits

Documents filed as exhibits to this annual report appear on the following

(a) Exhibits.

EXHIBIT INDEX

Exhibit Number	Description of Exhibits
1.1	English translation of Amended and Restated Bylaws (Estatutos Sociales) of the Registrant, dated as of April 30, 2009 (previously filed with the Securities and Exchange Commission as Exhibit 1.1 to the Registrant s Annual Report on Form 20-F for the year ended December 31, 2008, and incorporated herein by reference).
2.1	Indenture relating to Senior Debt Securities, dated as of August 8, 2000, between the Registrant, as Issuer, and The Bank of New York, as Trustee (previously filed with the Securities and Exchange Commission as Exhibit 4.1 to the Registrant s Registration Statement on Form F-4 (File number 333-12738), as amended, and incorporated herein by reference).
2.2	Third Supplemental Indenture relating to the 8% Senior Notes due 2011, dated as of September 13, 2001, between the Registrant, as Issuer, and The Bank of New York and Banque Internationale à Luxembourg, S.A. (previously filed with the Securities and Exchange Commission as Exhibit 4.4 to the Registrant s Registration Statement on Form F-4 (File number 333-14200) (the 2001 Form F-4) and incorporated herein by reference).
2.3	Fourth Supplemental Indenture relating to the 8.5% Senior Exchange Notes due 2032 between the Registrant, as Issuer, and The Bank of New York and Dexia Banque Internationale à Luxembourg (previously filed with the Securities Exchange Commission as Exhibit 4.5 to the Registrant s Registration Statement on Form F-4 (the 2002 Form F-4) and incorporated herein by reference).

Exhibit Number	Description of Exhibits
2.4	Fifth Supplemental Indenture relating to the 8% Senior Notes due 2011 between Registrant, as Issuer, and The Bank of New York and Dexia Banque Internationale à Luxembourg (previously filed with the Securities and Exchange Commission as Exhibit 4.5 to the 2001 Form F-4 and incorporated herein by reference).
2.5	Sixth Supplemental Indenture relating to the 8.5% Senior Notes due 2032 between Registrant, as Issuer, and The Bank of New York and Dexia Banque Internationale à Luxembourg (previously filed with the Securities and Exchange Commission as Exhibit 4.7 to the 2002 Form F-4 and incorporated herein by reference).
2.6	Seventh Supplemental Indenture relating to the 6 5/8% Senior Notes due 2025 between Registrant, as Issuer, and The Bank of New York and Dexia Banque Internationale à Luxembourg, dated March 18, 2005 (previously filed with the Securities and Exchange Commission as Exhibit 2.8 to the Registrant s Annual Report on Form 20-F for the year ended December 31, 2004 (the 2004 Form 20-F) and incorporated herein by reference).
2.7	Eighth Supplemental Indenture relating to the 6 5/8% Senior Notes due 2025 between Registrant, as Issuer, and The Bank of New York and Dexia Banque Internationale à Luxembourg, dated May 26, 2005 (previously filed with the Securities and Exchange Commission as Exhibit 2.9 to the 2004 Form 20-F and incorporated herein by reference).
2.8	Ninth Supplemental Indenture relating to the 6 5/8% Senior Notes due 2025 between Registrant, as Issuer, The Bank of New York and Dexia Banque Internationale à Luxembourg, dated September 6, 2005 (previously filed with the Securities and Exchange Commission as Exhibit 2.8 to the Registrant s Annual Report on Form 20-F for the year ended December 31, 2005 (the 2005 Form 20-F) and incorporated herein by reference).
2.9	Tenth Supplemental Indenture related to the 8.49% Senior Notes due 2037 between Registrant, as Issuer, The Bank of New York and The Bank of New York (Luxembourg) S.A., dated as of May 9, 2007 (previously filed with the Securities and Exchange Commission as Exhibit 2.9 to the Registrant s Annual Report on Form 20-F for the year ended December 31, 2006, and incorporated herein by reference).
2.10	Eleventh Supplemental Indenture relating to the 8.49% Senior Exchange Notes due 2037 between Registrant, as Issuer, The Bank of New York and The Bank of New York (Luxembourg) S.A., dated as August 24, 2007 (previously filed with the Securities and Exchange Commission as Exhibit 4.12 to the Registrant s Registration Statement on Form F-4 (File number 333-144460), as amended, and incorporated herein by reference).
2.11	Twelfth Supplemental Indenture related to the 6.0% Senior Notes due 2018 between Registrant, as Issuer, The Bank of New York and The Bank of New York (Luxembourg) S.A., dated as of May 12, 2008 (previously filed with the Securities and Exchange Commission as Exhibit 2.11 to the Form 20-F for the year ended December 31, 2007 (the 2007 Form 20-F) and incorporated herein by reference).
2.12	Form of Deposit Agreement between the Registrant, The Bank of New York, as depositary and all holders and beneficial owners of the Global Depositary Shares, evidenced by Global Depositary Receipts (previously filed with the Securities and Exchange Commission as an Exhibit to the Registrant s Registration Statement on Form F-6 (File number 333-146130) and incorporated herein by reference).
2.13	Thirteenth Supplemental Indenture relating to the 6.0% Senior Exchange Notes due 2018 between Registrant, as Issuer, The Bank of New York Mellon and The Bank of New York (Luxembourg) S.A., dated as of August 21, 2008 (previously filed with the Securities and Exchange Commission as Exhibit

4.14 to the Registrant s Registration Statement on Form F-4 (File number 333-144460), as amended, and incorporated herein by reference).

2.14 Fourteenth Supplemental Indenture relating to the 6.625% Senior Notes due 2040 between Registrant, as Issuer, The Bank of New York Mellon and The Bank of New York (Luxembourg) S.A., dated as of November 30, 2009 (previously filed with the Securities and Exchange Commission as Exhibit 4.15 to the Registrant s Registration Statement on Form F-4 (File number 333-164595), as amended, and incorporated herein by reference).

Exhibit Number	Description of Exhibits
2.15	Fifteenth Supplemental Indenture relating to the 6.625% Senior Exchange Notes due 2040 between Registrant, as Issuer, The Bank of New York Mellon and The Bank of New York (Luxembourg) S.A., dated as of March 22, 2010 (previously filed with the Securities and Exchange Commission as Exhibit 2.15 to the Registrant s Annual Report on Form 20-F for the year ended December 31, 2009 and incorporated herein by reference).
2.16	Sixteenth Supplemental Indenture relating to the 7.25% Peso Denominated Senior Notes due 2043 among the Registrant, The Bank of New York Mellon, as Trustee, Registrar, Paying Agent and Transfer Agent, the Bank of New York Mellon, London Branch, as London Paying Agent and the Bank of New York Mellon (Luxembourg) S.A., as Luxembourg Paying Agent and Transfer Agent, dated as of May 14, 2013 (previously filed with the Securities and Exchange Commission as Exhibit 4.1 to the Registrant s Form 6-K filed on May 14, 2013 and incorporated herein by reference).
4.1	Form of Indemnity Agreement between the Registrant and its directors and executive officers (previously filed with the Securities and Exchange Commission as Exhibit 10.1 to the Registrant s Registration Statement on Form F-4 (File number 33-69636), as amended, and incorporated herein by reference).
4.2	Amended and Restated Collateral Trust Agreement, dated as of June 13, 1997, as amended, among PanAmSat Corporation, Hughes Communications, Inc., Satellite Company, LLC, the Registrant and IBJ Schroder Bank and Trust Company (previously filed with the Securities and Exchange Commission as an Exhibit to the Registrant s Annual Report on Form 20-F for the year ended December 31, 2001 and incorporated herein by reference).
4.3	Amended and Restated Bylaws (Estatutos Sociales) of Innova, S. de R.L. de C.V. (Innova) dated as of December 22, 1998 (previously filed with the Securities and Exchange Commission as an Exhibit to Innova s Annual Report on Form 20-F for the year ended December 31, 2004 and incorporated herein by reference).
4.4	Administration Trust Agreement relating to Trust No. 80375, dated as of March 23, 2004, by and among Nacional Financiera, S.N.C., as trustee of Trust No. 80370, Banco Inbursa, S.A., as trustee of Trust No. F/0553, Banco Nacional de México, S.A., as trustee of Trust No. 14520-1, Nacional Financiera, S.N.C., as trustee of Trust No. 80375, Emilio Azcárraga Jean, Promotora Inbursa, S.A. de C.V., the Registrant and Grupo Televicentro, S.A. de C.V. (as previously filed with the Securities and Exchange Commission as an Exhibit to Schedules 13D or 13D/A in respect of various parties to the Trust Agreement (File number 005-60431) and incorporated herein by reference).
4.5	English translation of Ps.2,100.0 million credit agreement, dated as of March 10, 2006, by and among Innova, the Registrant and Banamex (previously filed with the Securities and Exchange Commission as Exhibit 4.7 to the 2005 Form 20-F and incorporated herein by reference).
4.6	English summary of Ps.1,400.0 million credit agreement, dated as of April 7, 2006, by and among Innova, the Registrant and Banco Santander Serfin, S.A. (the April 2006 Credit Agreement) and the April 2006 Credit Agreement (in Spanish) (previously filed with the Securities and Exchange Commission as Exhibit 4.7 to the 2005 Form 20-F and incorporated herein by reference).
4.7	Third Amended and Restated Program License Agreement, dated as of January 22, 2009, by and between Televisa, S.A. de C.V., as successor in interest to Televisa Internacional, S.A. de C.V. and Univision Communications Inc. (previously filed with the Securities and Exchange Commission on February 2, 2009 (File number 001-12610) and incorporated herein by reference).

4.8	Full-Time Transponder Service Agreement, dated as of November , 2007, by and among Intelsat Corporation, Intelsat LLC, Corporación de Radio y Televisión del Norte de México, S. de R. L. de C.V. and SKY Brasil Serviços Ltda (previously filed with the Securities and Exchange Commission as Exhibit 4.16 to the 2007 Form 20-F and incorporated herein by reference).
4.9*	Investment Agreement, dated as of December 20, 2010 (the Investment Agreement), by and among the Registrant, Televisa, S.A. de C.V., Univision Communications Inc., Broadcasting Media Partners, Inc., and UCI s direct and indirect licensee subsidiaries named therein (previously filed with the Securities and Exchange Commission as Exhibit 4.19 to the Registrant s Annual Report on Form 20-F for the year ended December 31, 2010 and incorporated herein by reference).

Exhibit Number	Description of Exhibits
4.10	Amendment, dated as of February 28, 2011, to the Investment Agreement, dated as of December 20, 2010, by and among Broadcasting Media Partners, Inc., BMPI Services II, LLC, Univision Communications Inc., the Registrant and Pay-TV Venture, Inc. (previously filed with the Securities and Exchange Commission as Exhibit 4.20 to the Registrant s Annual Report on Form 20-F for the year ended December 31, 2010 and incorporated herein by reference).
4.11	$1,125 million aggregate principal amount of 1.5% Convertible Debentures due 2025 issued by Broadcasting Media Partners, Inc. pursuant to the Investment Agreement, dated as of December 20, 2010 (previously filed with the Securities and Exchange Commission as Exhibit 4.21 to the Registrant s Annual Report on Form 20-F for the year ended December 31, 2010 and incorporated herein by reference).
4.12	Amended and Restated Certificate of Incorporation of Broadcasting Media Partners, Inc. (previously filed with the Securities and Exchange Commission as Exhibit 4.22 to the Registrant s Annual Report on Form 20-F for the year ended December 31, 2010 and incorporated herein by reference).
4.13	Amended and Restated Bylaws of Broadcasting Media Partners, Inc. dated as of December 20, 2010 (previously filed with the Securities and Exchange Commission as Exhibit 4.23 to the Registrant s Annual Report on Form 20-F for the year ended December 31, 2010 and incorporated herein by reference).
4.14*	Amended and Restated Stockholders Agreement, dated as of December 20, 2010, by and among Broadcasting Media Partners, Inc., Broadcast Media Partners Holdings, Inc., Univision Communications Inc., and certain stockholders of Broadcasting Media Partners, Inc. (previously filed with the Securities and Exchange Commission as Exhibit 4.24 to the Registrant s Annual Report on Form 20-F for the year ended December 31, 2010 and incorporated herein by reference).
4.15	Amendment, dated as of February 28, 2011, to the Amended and Restated Stockholders Agreement, dated as of December 20, 2010, by and among Broadcasting Media Partners, Inc., Broadcast Media Partners Holdings, Inc., Univision Communications Inc., and certain stockholders of Broadcasting Media Partners, Inc. (previously filed with the Securities and Exchange Commission as Exhibit 4.25 to the Registrant s Annual Report on Form 20-F for the year ended December 31, 2010 and incorporated herein by reference).
4.16*	Amended and Restated Principal Investor Agreement, dated as of December 20, 2010, by and among Broadcasting Media Partners, Inc., Broadcast Media Partners Holdings, Inc., Univision Communications Inc., the Registrant and certain investors (previously filed with the Securities and Exchange Commission as Exhibit 4.26 to the Registrant s Annual Report on Form 20-F for the year ended December 31, 2010 and incorporated herein by reference).
4.17*	Amended and Restated 2011 Program License Agreement, dated as of February 28, 2011, by and among Televisa, S.A. de C.V. and Univision Communications Inc. (previously filed with the Securities and Exchange Commission as Exhibit 4.27 to the Registrant s Annual Report on Form 20-F for the year ended December 31, 2010 and incorporated herein by reference).
4.18	Amendment to International Program Rights Agreement, dated as of December 20, 2010, by and among Univision Communications Inc. and the Registrant (previously filed with the Securities and Exchange Commission as Exhibit 4.28 to the Registrant s Annual Report on Form 20-F for the year ended December 31, 2010 and incorporated herein by reference).
4.19*	

	Amended and Restated 2011 Mexico License Agreement, dated as of February 28, 2011, by and among Univision Communications Inc. and Videoserpel, Ltd. (previously filed with the Securities and Exchange Commission as Exhibit 4.29 to the Registrant s Annual Report on Form 20-F for the year ended December 31, 2010 and incorporated herein by reference).
4.20	Letter Agreement, dated as of February 28, 2011, by and among Televisa, S.A. de C.V., the Registrant and Univision Communications Inc. (previously filed with the Securities and Exchange Commission as Exhibit 4.30 to the Registrant s Annual Report on Form 20-F for the year ended December 31, 2010 and incorporated herein by reference).
4.21*	Purchase and Assignment and Assumption Agreement, dated as of December 20, 2010, by and among Pay-TV Venture, Inc., TuTv LLC and Univision Communications Inc., solely for purposes of Section 1.4, Televisa, S.A. de C.V., as successor to Visat, S.A. de C.V. and Televisa Internacional, S.A. de C.V., and, solely for purposes of Section 1.5, the Registrant (previously filed with the Securities and Exchange Commission as Exhibit 4.31 to the Registrant s Annual Report on Form 20-F for the year ended December 31, 2010 and incorporated herein by reference).

Exhibit Number	Description of Exhibits
4.22	English summary of Shareholders and Share Purchase Agreement, dated as of December 16, 2010 (and amended on April 7, 2011), by and among Grupo Salinas Telecom, S.A. de C.V., Mexico Media Investments, S.L., Sociedad Unipersonal, GSF Telecom Holdings, S.A.P.I. de C.V., Orilizo Holding B.V. and Grupo Iusacell, S.A. de C.V. and Assignment Agreement with respect to the Shareholders and Share Purchase Agreement, dated as of April 7, 2011, by and among Mexico Media Investments S.L., Sociedad Unipersonal, as assignor and Corporativo Vasco de Quiroga, S.A. de C.V., as assignee, with the consent of Grupo Salinas Telecom, S.A. de C.V., GSF Telecom Holdings, S.A.P.I. de C.V., Orilizo Holding B.V. and Grupo Iusacell, S.A. de C.V. (previously filed with the Securities and Exchange Commission as Exhibit 4.32 to the Registrant s Annual Report on Form 20-F for the year ended December 31, 2010 and incorporated herein by reference).
4.23	English summary of Irrevocable Guaranty Trust Agreement, dated as of December 16, 2010 (and amended on December 16, 2010 and April 7, 2011), by and among Grupo Salinas Telecom, S.A. de C.V., México Media Investments, S.L., GSF Telecom Holdings, S.A.P.I. de C.V. and Banco Invex, S.A., Institución de Banca Múltiple, Invex Grupo Financiero and Assignment Agreement with respect to the Irrevocable Guaranty Trust Agreement, dated as of April 7, 2011, by and among Mexico Media Investments S.L., Sociedad Unipersonal, as assignor and Corporativo Vasco de Quiroga, S.A. de C.V., as assignee, with the consent of Grupo Salinas Telecom, S.A. de C.V., GSF Telecom Holdings, S.A.P.I. de C.V. and Banco Invex, S.A., Institución de Banca Múltiple, Invex Grupo Financiero (previously filed with the Securities and Exchange Commission as Exhibit 4.33 to the Registrant s Annual Report on Form 20-F for the year ended December 31, 2010 and incorporated herein by reference).
4.24	English Summary of Amendment and Restatement of the Indenture, dated April 7, 2011, relating to the issuance of the Series 1 and Series 2 Debentures by GSF Telecom Holdings, Sociedad Anónima Promotora de Inversión de Capital Variable with the consent of Deutsche Bank México, Sociedad Anónima, Institución de Banca Múltiple, División Fiduciaria and Assignment Agreement with respect to the Series 1 and Series 2 Debentures, dated April 7, 2011, by and among Mexico Media Investments S.L., Sociedad Unipersonal, as assignor and Corporativo Vasco de Quiroga, S.A. de C.V., as assignee, with the consent of GSF Telecom Holdings, S.A.P.I. de C.V. and Deutsche Bank México, S.A., Institución de Banca Múltiple, División Fiduciaria (previously filed with the Securities and Exchange Commission as Exhibit 4.34 to the Registrant s Annual Report on Form 20-F for the year ended December 31, 2010 and incorporated herein by reference).
4.25	English summary of Ps.400 million credit agreement, dated as of March 23, 2011, between the Registrant and Banco Nacional de Mexico, S.A. integrante del Grupo Financiero Banamex (previously filed with the Securities and Exchange Commission as Exhibit 4.35 to the Registrant s Annual Report on Form 20-F for the year ended December 31, 2010 and incorporated herein by reference).
4.26	English summary of Ps.800 million credit agreement, dated as of March 23, 2011, between the Registrant and Banco Nacional de Mexico, S.A. integrante del Grupo Financiero Banamex (previously filed with the Securities and Exchange Commission as Exhibit 4.36 to the Registrant s Annual Report on Form 20-F for the year ended December 31, 2010 and incorporated herein by reference).
4.27	English summary of Ps.400 million credit agreement, dated as of March 23, 2011, between the Registrant and Banco Nacional de Mexico, S.A. integrante del Grupo Financiero Banamex (previously filed with the Securities and Exchange Commission as Exhibit 4.37 to the Registrant s Annual Report on Form 20-F for the year ended December 31, 2010 and incorporated herein by reference).
4.28	

English summary of Ps.2,500 million credit agreement, dated as of March 30, 2011, between the Registrant and BBVA Bancomer, S.A., Institución de Banca Múltiple, Grupo Financiero BBVA Bancomer (previously filed with the Securities and Exchange Commission as Exhibit 4.38 to the Registrant s Annual Report on Form 20-F for the year ended December 31, 2010 and incorporated herein by reference).

Exhibit Number	Description of Exhibits
4.29	English summary of Ps.2,500 million credit agreement, dated as of March 28, 2011, between the Registrant and HSBC México, S.A., Institución de Banca Múltiple, Grupo Financiero HSBC (previously filed with the Securities and Exchange Commission as Exhibit 4.39 to the Registrant s Annual Report on Form 20-F for the year ended December 31, 2010 and incorporated herein by reference).
4.30	English summary of Ps.2,000 million credit agreement, dated as of March 30, 2011, between the Registrant and Banco Santander (México), S.A., Institución de Banca Múltiple, Grupo Financiero Santander (previously filed with the Securities and Exchange Commission as Exhibit 4.40 to the Registrant s Annual Report on Form 20-F for the year ended December 31, 2010 and incorporated herein by reference).
4.31	English summary of indenture, dated July 31, 2013, related to the issuance of Ps.7,000 million convertible debentures, by Tenedora Ares, S.A.P.I de C.V., together with Banco Invex, Sociedad Anónima, Institución de Banca Múltiple, Invex Grupo Financiero, Fiduciario, in its capacity as common representative for the holders of the debentures.
4.32	English summary of call and put option agreement, dated July 31, 2013, by and among Tenedora Ares, S.A.P.I. de C.V., Thomas Stanley Heather Rodríguez, Vamole Inversiones 2013, S.L. Sociedad Unipersonal and Arretis, S.A.P.I. de C.V.
8.1	List of Subsidiaries of Registrant.
12.1	CEO Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, dated April 29, 2014.
12.2	CFO Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, dated April 29, 2014.
13.1	CEO Certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, dated April 29, 2014.
13.2	CFO Certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, dated April 29, 2014.
23.1	Consent of PricewaterhouseCoopers, S.C.

* Portions of this exhibit have been omitted and filed separately with the Securities and Exchange Commission pursuant to a request for confidential treatment.

Instruments defining the rights of holders of certain issues of long-term debt of the Registrant and its consolidated subsidiaries have not been filed as exhibits to this Form 20-F because the authorized principal amount of any one of such issues does not exceed 10% of the total assets of the Registrant and its subsidiaries on a consolidated basis. The Registrant agrees to furnish a copy of each such instrument to the Securities and Exchange Commission upon request.

(b) Financial Statement Schedules

All financial statement schedules relating to the Registrant are omitted because they are not required or because the required information, if material, is contained in the audited year-end financial statements or notes thereto.

SIGNATURE

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F and that it has duly caused and authorized the undersigned to sign this annual report on its behalf.

GRUPO TELEVISA, S.A.B.

By: /s/ Salvi Rafael Folch Viadero
Name: Salvi Rafael Folch Viadero

Title: Chief Financial Officer

By: /s/ Jorge Lutteroth Echegoyen
Name: Jorge Lutteroth Echegoyen

Title: Vice President Corporate Controller

Date: April 29, 2014

INDEX TO AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF

GRUPO TELEVISA, S. A. B. AND SUBSIDIARIES

Report of Independent Registered Public Accounting Firm

To the Board of Directors and Stockholders of Grupo Televisa, S.A.B.:

In our opinion, the accompanying consolidated balance sheets and the related consolidated statements of income, comprehensive income, shareholders equity and cash flows present fairly, in all material respects, the financial position of Grupo Televisa, S.A.B (the Company), and subsidiaries at December 31, 2013 and 2012, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2013 in conformity with International Financial Reporting Standards as issued by the International Accounting Standards Board. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2013, based on criteria established in Internal Control Integrated Framework (1992) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company s management is responsible for these financial statements, for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in Management s Annual Report on Internal Control Over Financial Reporting appearing in Item 15. Our responsibility is to express opinions on these financial statements and the Company s internal control over financial reporting based on our integrated audits. We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States of America) and International Standards on Auditing. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

A company s internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company s internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorization of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company s assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

PricewaterhouseCoopers, S.C.

/s/ C.P.C. Jorge López de Cárdenas Melgar

Audit Partner

México, D.F.

April 29, 2014

GRUPO TELEVISA, S.A.B. AND SUBSIDIARIES

Consolidated Statements of Financial Position

As of December 31, 2013 and 2012

(In thousands of Mexican Pesos) (Notes 1, 2 and 3)

	Notes	2013	2012
ASSETS			
Current assets:			
Cash and cash equivalents	6	Ps. 16,692,033	Ps. 19,063,325
Temporary investments	6	3,722,976	5,317,296
Trade notes and accounts receivable, net	7	20,734,137	18,982,277
Other accounts and notes receivable, net		2,405,871	2,475,533
Derivative financial instruments	14	3,447	2,373
Due from affiliated companies	19	1,353,641	1,436,892
Transmission rights and programming	8	4,970,603	4,462,348
Inventories, net		1,718,366	1,508,581
Other current assets		1,606,671	1,389,129
Total current assets		53,207,745	54,637,754
Non-current assets:			
Accounts receivable			334,775
Derivative financial instruments	14	4,941	12,627
Transmission rights and programming	8	9,064,845	6,435,609
Investments in financial instruments	9	38,016,402	20,867,624
Investments in joint ventures and associates	10	18,250,764	22,111,315
Property, plant and equipment, net	11	53,476,475	48,267,322
Intangible assets, net	12	11,382,311	11,126,791
Deferred income taxes	23	10,608,778	1,100,731
Other assets		96,659	102,603
Total non-current assets		140,901,175	110,359,397
Total assets		Ps. 194,108,920	Ps. 164,997,151

The accompanying notes are an integral part of these consolidated financial statements.

GRUPO TELEVISA, S.A.B. AND SUBSIDIARIES

Consolidated Statements of Financial Position

As of December 31, 2013 and 2012

(In thousands of Mexican Pesos) (Notes 1, 2 and 3)

	Notes	2013	2012
LIABILITIES			
Current liabilities:			
Short-term debt and current portion of long-term debt	13	Ps. 312,715	Ps. 375,000
Current portion of finance lease obligations	13	424,698	439,257
Trade payables		10,719,484	8,594,138
Customer deposits and advances		21,962,847	21,215,862
Income taxes payable		642,385	512,593
Other taxes payable		1,050,030	843,225
Interest payable		796,229	741,819
Employee benefits		857,903	783,459
Due to affiliated companies		183,285	27,463
Derivative financial instruments	14		1,176
Other accrued liabilities		3,333,491	2,642,619
Total current liabilities		40,283,067	36,176,611
Non-current liabilities:			
Long-term debt, net of current portion	13	59,743,100	52,616,419
Finance lease obligations, net of current portion	13	4,494,549	4,531,893
Derivative financial instruments	14	335,336	351,586
Customer deposits and advances		474,011	769,301
Income taxes payable	23	6,800,806	372,071
Other long-term liabilities		3,318,808	1,605,815
Post-employment benefits	15	79,810	38,852
Total non-current liabilities		75,246,420	60,285,937
Total liabilities		115,529,487	96,462,548
EQUITY			
Capital stock	16	4,978,126	4,978,126
Additional paid-in-capital		15,889,819	15,889,819
Retained earnings	17	56,897,886	51,073,399
Accumulated other comprehensive income, net	17	3,394,051	1,805,884
Shares repurchased	16	(12,848,448)	(13,103,223)
Equity attributable to stockholders of the Company		68,311,434	60,644,005
Non-controlling interests	18	10,267,999	7,890,598

Total equity	78,579,433	68,534,603
Total liabilities and equity	Ps. 194,108,920	Ps. 164,997,151

The accompanying notes are an integral part of these consolidated financial statements.

GRUPO TELEVISA, S.A.B. AND SUBSIDIARIES

Consolidated Statements of Income

For the Years ended December 31, 2013, 2012 and 2011

(In thousands of Mexican Pesos, except per CPO amounts) (Notes 1, 2 and 3)

	Notes	2013	2012	2011
Net sales	25	Ps. 73,790,711	Ps. 69,290,409	Ps. 62,581,541
Cost of sales	20	39,602,423	36,795,944	33,486,015
Selling expenses	20	7,280,649	6,251,773	5,500,628
Administrative expenses	20	8,086,154	7,452,707	6,727,561
Income before other expense	25	18,821,485	18,789,985	16,867,337
Other expense, net	21	(83,150)	(650,432)	(593,661)
Operating income		18,738,335	18,139,553	16,273,676
Finance expense	22	(5,086,972)	(4,522,185)	(5,787,493)
Finance income	22	5,971,689	1,171,693	1,146,517
Finance income (expense), net		884,717	(3,350,492)	(4,640,976)
Share of loss of joint ventures and associates, net	10	(5,659,963)	(666,602)	(449,318)
Income before income taxes		13,963,089	14,122,459	11,183,382
Income taxes	23	3,728,962	4,053,291	3,226,067
Net income		Ps. 10,234,127	Ps. 10,069,168	Ps. 7,957,315
Net income attributable to:				
Stockholders of the Company		Ps. 7,748,279	Ps. 8,760,637	Ps. 6,665,936
Non-controlling interests	18	2,485,848	1,308,531	1,291,379
Net income		Ps. 10,234,127	Ps. 10,069,168	Ps. 7,957,315
Basic earnings per CPO attributable to stockholders of the Company	24	Ps. 2.71	Ps. 3.08	Ps. 2.37
Diluted earnings per CPO attributable to stockholders of the Company	24	Ps. 2.50	Ps. 2.83	Ps. 2.24

The accompanying notes are an integral part of these consolidated financial statements.

GRUPO TELEVISA, S.A.B. AND SUBSIDIARIES

Consolidated Statements of Comprehensive Income

For the Years Ended December 31, 2013, 2012 and 2011

(In thousands of Mexican Pesos) (Notes 1, 2 and 3)

	Notes	2013	2012	2011
Net income		Ps. 10,234,127	Ps. 10,069,168	Ps. 7,957,315
Other comprehensive income (loss):				
Items that will not be reclassified to income:				
Remeasurement of post-employment benefit obligations	15	133,863	(75,065)	2,218
Items that may be subsequently reclassified to income:				
Exchange differences on translating foreign operations		64,591	(287,343)	241,725
Equity instruments	9	254,662	212,948	
Cash flow hedges		17,025	(141,098)	150,016
1.5% Convertible debentures due 2025 issued by BMP	9	592,810	1,202,489	545,136
Convertible debentures issued by GSF:				
(Loss) gain from changes in fair value	9		(1,628,675)	695,675
Reclassification to other finance expense	9		933,000	
Convertible debt instruments issued by Ares	9	100,333		
Long-term debt instrument issued by Ares	9	(54,184)		
Available-for-sale investments	9	987,671	377,863	(402,187)
Share of other comprehensive income (loss) of joint ventures and associates	10	105,259	50,606	(37,314)
Other comprehensive income before income taxes		2,202,030	644,725	1,195,269
Income taxes	23	(602,684)	(183,474)	(344,169)
Other comprehensive income		1,599,346	461,251	851,100
Total comprehensive income		Ps. 11,833,473	Ps. 10,530,419	Ps. 8,808,415
Total comprehensive income attributable to:				
Stockholders of the Company		Ps. 9,336,446	Ps. 9,243,319	Ps. 7,442,603
Non-controlling interests	18	2,497,027	1,287,100	1,365,812
Total comprehensive income		Ps. 11,833,473	Ps. 10,530,419	Ps. 8,808,415

The accompanying notes are an integral part of these consolidated financial statements.

GRUPO TELEVISA, S.A.B. AND SUBSIDIARIES

Consolidated Statements of Changes in Equity

For the Years Ended December 31, 2013, 2012 and 2011

(In thousands of Mexican Pesos) (Notes 1, 2 and 3)

	Capital Stock Issued (Note 16)	Additional Paid-in Capital	Retained Earnings (Note 17)	Accumulated Other Comprehensive Income (Note 17)	Shares Repurchased (Note 16)	Equity Attributable to Stockholders of the Company	Non-controlling Interests (Note 18)	Total
t ,	Ps. 4,883,782	Ps. 3,844,524	Ps. 41,493,638	Ps. 546,535	Ps. (6,156,625)	Ps. 44,611,854	Ps. 8,628,731	Ps. 53
			(1,023,012)			(1,023,012)	(2,202,243)	(3
ned	120,787	10,379,213				10,500,000	(39,454)	10
d					(11,442,740)	(11,442,740)		(11
res			(697,467)		1,627,655	930,188		
n of a lling (Note	36,239	1,666,082	(1,595,796)			106,525	(470,076)	
d ion			649,325			649,325		
s to lling							31,862	
nsive			6,665,936	776,667		7,442,603	1,365,812	8
t 31,	5,040,808	15,889,819	45,492,624	1,323,202	(15,971,710)	51,774,743	7,314,632	59
			(1,002,692)			(1,002,692)	(672,988)	(1
n	(62,682)		(1,929,032)		1,991,714			
d					(533,038)	(533,038)		
res			(876,775)		1,409,811	533,036		
d ion			628,637			628,637		
							(38,146)	
s to								

lling								
nsive			8,760,637	482,682		9,243,319	1,287,100	10
t **31,**	4,978,126	15,889,819	51,073,399	1,805,884	(13,103,223)	60,644,005	7,890,598	68
			(2,168,384)			(2,168,384)	(118,238)	(2
t for f IAS nded)			(101,814)			(101,814)	(1,088)	
d					(1,057,083)	(1,057,083)		(1
res			(254,775)		1,311,858	1,057,083		1
d ion			601,181			601,181		
s to lling							(300)	
nsive			7,748,279	1,588,167		9,336,446	2,497,027	11
t **31,**	Ps. 4,978,126	Ps. 15,889,819	Ps. 56,897,886	Ps. 3,394,051	Ps. (12,848,448)	Ps. 68,311,434	Ps. 10,267,999	Ps. 78

The accompanying notes are an integral part of these consolidated financial statements.

GRUPO TELEVISA, S.A.B. AND SUBSIDIARIES

Consolidated Statements of Cash Flows

For the Years Ended December 31, 2013, 2012 and 2011

(In thousands of Mexican Pesos) (Notes 1, 2 and 3)

	2013	2012	2011
Operating Activities:			
Income before income taxes	Ps. 13,963,089	Ps. 14,122,459	Ps. 11,183,382
Adjustments to reconcile income before income taxes to net cash provided by operating activities:			
Share of loss of joint ventures and associates	5,659,963	666,602	449,318
Depreciation and amortization	9,846,366	8,474,240	7,361,552
Write-off and other amortization of assets	185,080	221,204	275,794
Impairment of long-lived assets	59,648		
Disposition of property, plant and equipment	236,667	270,556	61,633
Provision for doubtful accounts and write-off of receivables	873,097	814,153	689,057
Post-employment benefits	143,133	183,523	93,561
Interest income	(192,712)	(106,529)	(226,769)
Stock-based compensation	601,181	628,637	649,325
Derivative financial instruments	(4,841,734)	152,909	899,410
Gain on disposition of investments		(24,856)	
Interest expense	4,803,151	4,369,276	4,174,455
Unrealized foreign exchange loss (gain), net	128,619	(540,302)	952,440
	31,465,548	29,231,872	26,563,158
Increase in trade notes and accounts receivable, net	(2,604,151)	(594,478)	(2,097,433)
Increase in transmission rights and programming	(3,133,650)	(599,758)	(1,355,910)
Decrease (increase) in due from affiliated companies, net	154,301	(1,057,783)	(134,595)
Increase in inventories	(238,760)	(27,207)	(113,275)
(Increase) decrease in other accounts and notes receivable and other current assets	(2,290,656)	(761,179)	1,367,361
Increase (decrease) in trade payable	2,159,414	711,155	(21,162)
Increase in customer deposits and advances	448,725	608,647	2,269,052
Increase (decrease) in other liabilities, taxes payable and deferred taxes	2,639,723	(834,293)	112,785
Increase in post-employment benefits	404	414,230	36,235
Income taxes paid	(4,794,693)	(4,535,143)	(3,622,589)
	(7,659,343)	(6,675,809)	(3,559,531)
Net cash provided by operating activities	23,806,205	22,556,063	23,003,627

Investing activities:			
Temporary investments, net	1,604,322	170,396	5,238,418
Due from affiliated companies, net	9,882	(18,140)	(64,800)
Held-to-maturity and available-for-sale investments	(517,199)	(274,958)	(313,853)
Disposition of held-to-maturity and available-for-sale investments	263,737	308,643	580,793
Investments in financial instruments	(9,492,744)		
Investment in convertible debentures			(19,229,056)
Equity method and other investments	(1,588,925)	(452,023)	(1,907,471)
Disposition of equity method and other investments		12,830	66,310
Investments in property, plant and equipment	(14,870,672)	(11,428,422)	(9,668,501)
Disposition of property, plant and equipment	169,218	336,278	529,970
Investments in intangible assets	(824,072)	(822,027)	(464,156)
Net cash used in investing activities	(25,246,453)	(12,167,423)	(25,232,346)

Financing activities:			
Long-term Mexican banks	493,383	239,400	9,700,000
Issuance of Senior Notes due 2043	6,437,204		
Repayment of Senior Notes due 2011			(898,776)
Prepayment of bank loan facility (Empresas Cablevisión)			(2,700,135)
Repayment of Mexican peso debt	(375,000)	(1,020,000)	(410,000)
Capital lease payments	(376,159)	(645,184)	(332,673)
Interest paid	(4,681,676)	(4,355,869)	(4,067,162)
Repurchase of capital stock	(1,057,083)	(533,036)	(942,740)
Sale of capital stock	1,057,083	533,036	930,188
Dividends paid	(2,168,384)	(1,002,692)	(1,023,012)
Non-controlling interests	(112,651)	(672,988)	(2,649,274)
Derivative financial instruments	(140,534)	(90,466)	(149,518)
Net cash used in financing activities	(923,817)	(7,547,799)	(2,543,102)
Effect of exchange rate changes on cash and cash equivalents	(7,227)	(53,440)	105,214
Net (decrease) increase in cash and cash equivalents	(2,371,292)	2,787,401	(4,666,607)
Cash and cash equivalents at beginning of year	19,063,325	16,275,924	20,942,531
Cash and cash equivalents at end of year	Ps. 16,692,033	Ps. 19,063,325	Ps. 16,275,924

Non-cash transactions:

The principal non-cash transactions in 2013 included an impairment adjustment to the Group s joint venture investment in GSF (see Note 3); a favorable change in fair value in the Group s investment in Convertible Debentures of BMP (see Note 9); and the acquisition of assets under lease agreements recognized as finance leases (see Notes 13 and 19). The principal non-cash transactions in 2012 and 2011 included the acquisition in 2012 of property and equipment and intangible assets under lease agreements recognized as finance leases (see Notes 11, 13 and 19); and the issuance of shares of the Company in 2011 as consideration for the acquisition of a non-controlling interest in Cablemás (see Notes 3 and 16).

The accompanying notes are an integral part of these consolidated financial statements.

GRUPO TELEVISA, S.A.B. AND SUBSIDIARIES

Notes to Consolidated Financial Statements

For the Years Ended December 31, 2013, 2012 and 2011

(In thousands of Mexican Pesos, except per CPO, per share, par value and exchange rate amounts)

1. Corporate Information

Grupo Televisa, S.A.B. (the Company) is a limited liability public stock corporation (Sociedad Anónima Bursátil or S.A.B.), incorporated under the laws of Mexico. Pursuant to the terms of the Company s bylaws (Estatutos Sociales) its corporate existence continues through 2106. The shares of the Company are listed and traded in the form of Certificados de Participación Ordinarios or CPOs on the Mexican Stock Exchange (Bolsa Mexicana de Valores) under the ticker symbol TLEVISA CPO, and in the form of Global Depositary Shares or GDSs, on the New York Stock Exchange, or NYSE, under the ticker symbol TV. The Company s principal executive offices are located at Avenida Vasco de Quiroga 2000, Colonia Santa Fe, 01210 México, D. F., México.

Grupo Televisa, S.A.B. together with its subsidiaries (collectively, the Group) is the largest media company in the Spanish-speaking world based on its market capitalization and a major participant in the international entertainment business. It operates four broadcast channels in Mexico City and distributes its audiovisual content through different platforms in Mexico, produces and distributes 24 pay-TV brands for distribution in Mexico and the rest of the world, and exports its programs and formats to the United States through Univision Communications Inc. (Univision) and to other television networks in over 50 countries. The Group is also an active participant in Mexico s telecommunications industry. It has a majority interest in Sky, a leading direct-to-home satellite television system operating in Mexico, the Dominican Republic and Central America, and in four telecommunications businesses: Cablevisión, Cablemás, TVI, and Bestel, which offer pay-TV, video, voice and broadband services. The Group also has interests in magazine publishing and distribution, radio production and broadcasting, professional sports and live entertainment, feature-film production and distribution, the operation of a horizontal Internet portal, and gaming. In addition, the Group has a 50% equity stake in GSF Telecom Holdings, S.A.P.I. de C.V. (GSF), the controlling company of Grupo Iusacell, S.A. de C.V. (Iusacell), Mexico s third mobile telecom provider based on its subscribers. In the United States, the Group has equity and debentures that, upon conversion and subject to any necessary approval from the Federal Communications Commission in the United States, would represent approximately 38% on a fully-diluted, as-coverted basis of the equity capital in Broadcasting Media Partners, Inc. (BMP), the controlling company of Univision, the leading media company serving the United States Hispanic market.

2. Accounting Policies

The principal accounting policies followed by the Group and used in the preparation of these consolidated financial statements are summarized below.

(a) Basis of Presentation

As required by regulations issued by the Mexican Banking and Securities Commission (Comisión Nacional Bancaria y de Valores) for listed companies in Mexico, beginning on January 1, 2012, the Group discontinued using Mexican Financial Reporting Standards (Mexican FRS) as issued by the Mexican Financial Reporting Standards Board (Consejo Mexicano de Normas de Información Financiera or CINIF) and began using International Financial Reporting Standards (IFRSs) as issued by the International Accounting Standards Board (IASB) for financial reporting purposes. IFRSs comprise: (i) International Financial Reporting Standards (IFRS); (ii) International Accounting Standards (IAS); (iii) IFRS Interpretations Committee (IFRIC) Interpretations; and (iv) Standing

Interpretations Committee (SIC) Interpretations.

The consolidated financial statements of the Group as of December 31, 2013 and 2012, and for the years ended December 31, 2013, 2012 and 2011, are presented in accordance with IFRSs as issued by the IASB. Through December 31, 2011 the consolidated financial statements of the Group were reported in accordance with Mexican FRS.

The consolidated financial statements have been prepared on a historical cost basis, except by the measurement at fair value of temporary investments, derivative financial instruments, available-for-sale financial assets, and equity financial instruments as described below.

The preparation of consolidated financial statements in conformity with IFRSs requires the use of certain critical accounting estimates. It also requires management to exercise its judgment in the process of applying the Group accounting policies. Changes in assumptions may have a significant impact on the consolidated financial statements in the period the assumptions changed. Management believes that the underlying assumptions are appropriate. The areas involving a higher degree of judgment or complexity, or areas where estimates and assumptions are significant to the Group s financial statements are disclosed in Note 5 to these consolidated financial statements.

These consolidated financial statements were authorized for issuance on April 8, 2014, by the Group s Chief Financial Officer.

(b) Consolidation

The financial statements of the Group are prepared on a consolidated basis and include the assets, liabilities and results of operations of all companies in which the Company has a controlling interest (subsidiaries). All intercompany balances and transactions have been eliminated from the financial statements.

Subsidiaries

Subsidiaries are all entities over which the Company has control. The Group controls an entity when this is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The existence and effects of potential voting rights that are currently exercisable or convertible are considered when assessing whether or not the Company controls another entity. The subsidiaries are consolidated from the date on which control is obtained by the Company and cease to consolidate from the date on which said control is lost.

The Group applies the acquisition method to account for business combinations. The consideration transferred for the acquisition of a subsidiary is the fair values of the assets transferred, the liabilities incurred to the former owners of the acquiree and the equity interests issued by the Group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. The Group recognizes any non-controlling interest in the acquiree on an acquisition-by-acquisition basis.

Acquisition-related costs are expensed as incurred.

Goodwill is initially measured as the excess of the aggregate of the consideration transferred and the fair value of non-controlling interest over the net identifiable assets acquired and liabilities assumed. If this consideration is lower than the fair value of the net assets of the subsidiary acquired, the difference is recognized in income or loss.

Changes in ownership interests in subsidiaries without change of control

Transactions with non-controlling interests that do not result in loss of control are accounted for as equity transactions that is, as transactions with the owners in their capacity as owners. The difference between fair value of any consideration paid and the relevant share acquired of the carrying value of net assets of the subsidiary is recorded in equity. Gains or losses on disposals to non-controlling interests are also recorded in equity.

Disposal of subsidiaries

When the Company ceases to have control any retained interest in the entity is re-measured to its fair value at the date when control is lost, with the change in carrying amount recognized in profit or loss. The fair value is the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognized in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities. This means that amounts previously recognized in other comprehensive income are reclassified to income or loss.

At December 31, 2013, 2012 and 2011, the main subsidiaries of the Company were as follows:

Entity	Company s Ownership Interest (1)	Business Segment (2)
Grupo Telesistema, S.A. de C.V. and subsidiaries	100%	Content
Televisa, S.A. de C.V. (Televisa) (3)	100%	Content
G-Televisa-D, S.A. de C.V. (3)	100%	Content
Multimedia Telecom, S.A. de C.V. (4)	100%	Content
Editorial Televisa, S.A. de C.V. and subsidiaries	100%	Publishing
Innova, S. de R.L. de C.V. and subsidiaries (collectively, Sky) (5)	58.7%	Sky
Empresas Cablevisión, S.A.B. de C.V. and subsidiaries (collectively, Empresas Cablevisión) (6)	51%	Telecommunications
The subsidiaries engaged in the Cablemás business (collectively, Cablemás) (7)	100%	Telecommunications
Televisión Internacional, S.A. de C.V. and subsidiaries (collectively, TVI) (8)	50%	Telecommunications
Cablestar, S.A. de C.V. and subsidiaries (9)	66.1%	Telecommunications
Corporativo Vasco de Quiroga, S.A. de C.V. (10)	100%	Telecommunications
Consorcio Nekeas, S.A. de C.V. and subsidiaries	100%	Other Businesses
Grupo Distribuidoras Intermex, S.A. de C.V. and subsidiaries	100%	Other Businesses
Sistema Radiópolis, S.A. de C.V. and subsidiaries (11)	50%	Other Businesses
Televisa Juegos, S.A. de C.V. and subsidiaries	100%	Other Businesses

(1) Percentage of equity interest directly or indirectly held by the Company in the parent company of the consolidated entity.
(2) See Note 25 for a description of each of the Group s business segments.
(3) Televisa, S.A. de C.V. and G-Televisa-D, S.A. de C.V. are direct subsidiaries of Grupo Telesistema, S.A. de C.V.
(4) Multimedia Telecom, S.A. de C.V. is a indirect subsidiary of Grupo Telesistema, S.A. de C.V. through which it owns 8% of the capital stock of BMP and maintains an investment in Convertible Debentures issued by BMP.
(5) Innova, S. de R.L. de C.V. is an indirect majority-owned subsidiary of the Company and a direct majority-owned subsidiary of Innova Holdings, S.de R.L. de C.V. Sky is a satellite television provider in Mexico, Central America and the Dominican Republic. Although the Company holds a majority of Sky s equity and designates a majority of the members of Sky s Board of Directors, the non-controlling interest has certain governance and veto rights in Sky, including the right to block certain transactions between the companies in the Group and Sky. These veto rights are protective in nature and do not affect decisions about the relevant activities.
(6) Empresas Cablevisión, S.A.B. de C.V. is an indirect majority-owned subsidiary of the Company and a direct majority-owned subsidiary of Editora Factum, S.A. de C.V.
(7)

Cablemás, S.A. de C.V., the former holding company of the subsidiaries engaged in the Cablemás business, which includes the operation of telecommunication networks covering 50 cities of Mexico, was merged into the Company on April 29, 2011. As a result of this merger, the Company became the direct holding company of the subsidiaries engaged in the Cablemás business (see Note 3).

(8) TVI is an indirect subsidiary of the Company and a direct subsidiary of Cable TV Internacional, S.A. de C.V. The Company consolidates TVI because it appoints the majority of the members of the Board of Directors.

(9) Cablestar, S.A. de C.V. is an indirect majority-owned subsidiary of Empresas Cablevisión, S.A.B. de C.V. and a direct majority-owned subsidiary of Milar, S.A. de C.V.

(10) Corporativo Vasco de Quiroga, S.A. de C.V. is a direct subsidiary of the Company through which the Company owns 50% of the capital stock of GSF.

(11) Sistema Radiópolis, S.A. de C.V. (Radiópolis) is an indirect subsidiary of the Company. The Company controls Radiópolis as it has the right to appoint the majority of the members of the Board of Directors.

The Group s Content, Sky and Telecommunications segments, as well as the Group s Radio business, which is reported in the Other Businesses segment, require concessions (licenses) granted by the Mexican Federal Government for a fixed term, subject to renewal in accordance with Mexican law. Also, the Group s Gaming business, which is reported in the Other Businesses segment, requires a permit granted by the Mexican Federal Government for a fixed term, subject to renewal in accordance with Mexican law. Additionally, the Group s Sky businesses in Central America and the Dominican Republic require concessions (licenses) or permits granted by local regulatory authorities for a fixed term, subject to renewal in accordance with local laws. The concessions and licenses held by the Group are not subject to pricing regulations. At December 31, 2013, the expiration dates of the Group s concessions and permits were as follows:

Segments	**Expiration Dates**
Content	In 2021
Sky	Various from 2015 to 2027
Telecommunications	Various from 2014 to 2042
Other Businesses:	
Radio	Various from 2015 to 2020
Gaming	In 2030

(c) Investments in Joint Ventures and Associates

Investments in joint arrangements are classified as either joint operations or joint ventures depending on the contractual rights and obligations of each investor. Joint ventures are those joint arrangements where the Group exercises joint control with other stockholder or more stockholders without exercising control individually, and have rights to the net assets of the joint arrangements. Associates are those entities over which the Group has significant influence but not control, generally those entities with a shareholding of between 20% and 50% of the voting rights. Investments in joint ventures and associates are accounted for using the equity method of accounting. Under the equity method, the investment is initially recognized at cost, and the carrying amount is increased or decreased to recognize the investor s share of the net assets of the investee after the date of acquisition.

As of December 31, 2013 and 2012, the Group had investments in joint ventures and associates, including a 50% joint interest in GSF and an 8% interest in BMP. GSF is the parent company of Iusacell, a provider of telecommunication services, primarily engaged in providing mobile services throughout Mexico; and BMP is the parent company of Univision, the premier Spanish-language media company in the United States (see Notes 3, 9 and 10).

The Group recognizes its share of losses of a joint venture or an associate up to the amount of its initial investment, subsequent capital contributions and long-term loans, or beyond that when guaranteed commitments have been made by the Group in respect of obligations incurred by investees, but not in excess of such guarantees. If a joint venture or an associate for which the Group had recognized a share of losses up to the amount of its guarantees generates net income in the future, the Group would not recognize its share of this net income until the Group first recognizes its share of previously unrecognized losses.

If the Group s share of losses of a joint venture or an associate equals or exceeds its interest in the investee, the Group discontinues recognizing its share of further losses. The interest in a joint venture or an associate is the carrying amount of the investment in the investee under the equity method together with any other long-term investment that, in substance, form part of the Group s net investment in the investee. After the Group s interest is reduced to zero, additional losses are provided for, and a liability is recognized, only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the joint venture or associate.

(d) Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the Group s executive officers (chief operating decision makers) who are responsible for allocating resources and assessing performance for each of the Group s operating segments.

(e) Foreign Currency Translation

Functional and presentation currency

Items included in the financial statements of each of the Group s entities are measured using the currency of the primary economic environment in which the entity operates (functional currency). The presentation and functional currency of the Group s consolidated financial statements is the Mexican peso, which is used for compliance with its legal and tax obligations.

Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or measurement where items are re-measured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognized in the income statement as part of finance income or expense, except when deferred in other comprehensive income as qualifying cash flow hedges and qualifying net investment hedges.

Changes in the fair value of monetary securities denominated in foreign currency classified as available for sale are analyzed between exchange differences resulting from changes in the amortized cost of the security and other changes in the carrying amount of the security. Translation differences related to changes in amortized cost are recognized in income or loss, and other changes in carrying amount are recognized in other comprehensive income or loss.

Translation of Non-Mexican subsidiaries financial statements

The financial statements of all the Group entities that have a functional currency different from the presentation currency are translated into the presentation currency as follows: (a) assets and liabilities are translated at the closing rate at the date of the statement of financial position; (b) income and expenses are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the rate on the dates of the transactions); and (c) all resulting translation differences are recognized in other comprehensive income or loss.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate. Translation differences arising are recognized in other comprehensive income or loss.

Assets and liabilities of non-Mexican subsidiaries that use the Mexican Peso as a functional currency are translated into Mexican Pesos by utilizing the exchange rate of the statement of financial position date for monetary assets and liabilities, and historical exchange rates for nonmonetary items, with the related adjustment included in the consolidated statement of income as income or finance expense.

Beginning in the third quarter of 2011, the Group designated as an effective hedge of foreign exchange exposure a portion of the outstanding principal amount of its U.S. dollar denominated long-term debt in connection with its net investment in shares of common stock of BMP, which amounted to U.S.$218.9 million (Ps.2,862,147) and U.S.$197.7 million (Ps.2,539,814) as of December 31, 2013 and 2012, respectively. Consequently, any foreign exchange gain or loss attributable to this designated hedging long-term debt is credited or charged directly to other comprehensive income or loss as a cumulative result from foreign currency translation (see Notes 3, 9 and 23).

(f) Cash and Cash Equivalents and Temporary Investments

Cash and cash equivalents consist of cash on hand and all highly liquid investments with an original maturity of three months or less at the date of acquisition. Cash is stated at nominal value and cash equivalents are measured at fair value, and the changes in the fair value are recognized in the income statement.

Temporary investments consist of short-term investments in securities, including without limitation debt with a maturity of over three months and up to one year at the date of acquisition, stock and other financial instruments, or a combination thereof, as well as current maturities of noncurrent held-to-maturity securities. Temporary investments are measured at fair value with changes in fair value recognized in the income statement, except the current maturities of non-current held-to-maturity securities which are measured at amortized cost.

As of December 31, 2013 and 2012, cash equivalents and temporary investments primarily consisted of fixed short-term deposits and corporate fixed income securities denominated in U.S. dollars and Mexican pesos, with an average yield of approximately 0.12% for U.S. dollar deposits and 4.12% for Mexican peso deposits in 2013, and approximately 0.23% for U.S. dollar deposits and 4.56% for Mexican peso deposits in 2012.

(g) Transmission Rights and Programming

Programming is comprised of programs, literary works, production talent advances and films.

Transmission rights and literary works are valued at the lesser of acquisition cost and net realizable value. Programs and films are valued at the lesser of production cost, which consists of direct production costs and production overhead, and net realizable value. Payments for production talent advances are initially capitalized and subsequently included as direct or indirect costs of program production.

The Group s policy is to capitalize the production costs of programs which benefit more than one annual period and amortize them over the expected period of future program revenues based on the Company s historical revenue patterns for similar productions.

Transmission rights, programs, literary works, production talent advances and films are recorded at acquisition or production cost. Cost of sales is calculated for the month in which such transmission rights, programs, literary works, production talent advances and films are matched with related revenues.

Transmission rights are amortized over the lives of the contracts. Transmission rights in perpetuity are amortized on a straight-line basis over the period of the expected benefit as determined by past experience, but not exceeding 25 years.

(h) Inventories

Inventories of paper, magazines, materials and supplies are recorded at the lower of cost or its net realization value. The net realization value is the estimated selling price in the normal course of business, less costs estimated to conduct the sale. Cost is determined using the average cost method.

(i) Financial Assets

The Group classifies its financial assets in the following categories: loans and receivables, held-to-maturity investments, fair value through income and available-for-sale financial assets. The classification depends on the purpose for which the financial assets were acquired. Management determines the classification of its financial assets at initial recognition.

Loans and Receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Loans and receivables are initially recognized at fair value plus transaction costs and subsequently carried at amortized cost using the effective interest method, with changes in carrying value recognized in the income statement in the line which most appropriately reflects the nature of the item or transaction. They are included in current assets, except for maturities greater than 12 months after the end of the reporting period. These are classified as non-current assets. The Group s loans and receivables are presented as trade notes and accounts receivable and other accounts and notes receivable in the consolidated statement of financial position (see Note 7).

Held-to-maturity Investments

Held-to-maturity investments are non-derivative financial assets with fixed or determinable payments and fixed maturities that the Group s management has the positive intention and ability to hold to maturity. After initial measurement, held-to-maturity investments are measured at amortized cost using the effective interest rate method, less impairment, if any. Any gain or loss arising from these investments is included in finance income or loss in the consolidated statement of income. Held-to-maturity investments are included in investments in financial instruments, except for those with maturities less than 12 months from the end of the reporting period, which are classified as temporary investments (see Note 9).

Available-for-sale Financial Assets

Available-for-sale financial assets are non-derivative financial assets that are not classified as loans and receivables, held-to-maturity investments or financial assets at fair value through income or loss, and include debt securities and equity instruments. Debt securities in this category are those that are intended to be held for an indefinite period of time and that may be sold in response to needs for liquidity or in response to changes in the market conditions. Equity instruments in this category are those of companies in which the Group does not exercise joint control nor significant influence, but intent to hold for an indefinite term, and are neither classified as held for trading nor designated at fair value through income. After initial measurement, available-for-sale assets are measured at fair value with unrealized gains or losses recognized as other comprehensive income or loss until the investment is derecognized or the investment is determined to be impaired, at which time the cumulative gain or loss is recognized in the consolidated statement of income either in other finance income or expense (debt securities) or other income or expense (equity instruments). Interest earned whilst holding available-for-sale financial assets is reported as interest income using the effective interest rate method (see Notes 9 and 14).

Financial Assets at Fair Value through Income

Financial assets at fair value through income are financial assets held for trading. A financial assets is classified in this category if acquired principally for the purpose of selling in the short term. Derivatives are also categorized as held for trading unless they are designated as hedges. Assets in this category are classified as current assets if expected to be settled within 12 months, otherwise they are classified as non-current.

Impairment of Financial Assets

The Group assesses at each statements of financial position date whether there is objective evidence that a financial asset or group of financial assets is impaired. A financial asset or a group of financial assets is impaired and impairment losses are incurred only if there is objective and other-than-temporary evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset. If it is determined that a financial asset or group of financial assets have sustained a decline other than temporary in their value a charge is recognized in income in the related period.

For financial assets classified as held-to-maturity the amount of the loss is measured as the difference between the asset s carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset s original effective interest rate.

Impairment of Financial Assets Recognized at Amortized Cost

The Group assesses at the end of each reporting period whether there is objective evidence that a financial asset or group of financial assets measured at amortized cost is impaired. A financial asset or group of financial assets is impaired and impairment losses are incurred only if there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset (a loss event) and that loss event (or events) has an impact on the estimated future cash flows of the financial asset or group of financial assets that can be reliably estimated.

(j) Property, Plant and Equipment

Property, plant and equipment are recorded at acquisition cost.

Subsequent costs are included in the asset s carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognized. All other repairs and maintenance are charged to income or loss during the financial period in which they are incurred.

Land is not depreciated. Depreciation of property, plant and equipment is based upon the carrying value of the assets in use and is computed using the straight-line method over the estimated useful lives of the asset, as follows:

	Estimated useful lives
Buildings	20-65 years
Building improvements	5-20 years
Technical equipment	3-20 years
Satellite transponders	15 years
Furniture and fixtures	3-11 years
Transportation equipment	4-8 years
Computer equipment	3-5 years
Leasehold improvements	2-20 years

The assets residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

An asset s carrying amount is written down immediately to its recoverable amount if the asset s carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognized within other income or expense in the consolidated income statement.

(k) Intangible Assets

Intangible assets are recognized at acquisition cost. Intangible assets acquired through business combinations are recorded at fair value at the date of acquisition. Intangible assets with indefinite useful lives, which include goodwill, publishing trademarks and television network concessions, are not amortized. Intangible assets with finite useful lives are amortized on a straight-line basis over their estimated useful lives, as follows:

	Estimated useful lives
Licenses	3-14 years
Subscriber lists	4-10 years
Other intangible assets	3-20 years

Goodwill

Goodwill arises on the acquisition of subsidiaries and represents the excess of the consideration transferred over the Group s interest in net fair value of the identifiable assets, liabilities and contingent liabilities of the acquiree and the fair value of the non-controlling interest in the acquire.

For the purpose of impairment testing, goodwill acquired in a business combination is allocated to each of the cash generating units (CGUs), or groups of CGUs, that are expected to benefit from the synergies of the combination. Each unit or group of units to which the goodwill is allocated represents the lowest level within the entity at which the goodwill is monitored for internal management purposes. Goodwill is monitored at the operating segment level.

Goodwill impairment reviews are undertaken annually or more frequently if events or changes in circumstances indicate a potential impairment. The carrying value of goodwill is compared to the recoverable amount, which is the higher of value in use and the fair value less costs to sell. Any impairment is recognized as an expense and may be subsequently reversed under certain circumstances.

(l) Impairment of Long-lived Assets

The Group reviews for impairment the carrying amounts of its long-lived assets, tangible and intangible, including goodwill (see Note 12), at least once a year, or whenever events or changes in business circumstances indicate that these carrying amounts may not be recoverable. An impairment loss is recognized for the amount by which the asset s carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset s fair value less costs to sell and value in use. To determine whether an impairment exists, the carrying value of the reporting unit is compared with its recoverable amount. Fair value estimates are based on quoted market values in active markets, if available. If quoted market prices are not available, the estimate of fair value is based on various valuation techniques, including discounted value of estimated future cash flows, market multiples or third-party appraisal valuations.

(m) Trade Payables

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Accounts payable are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). If not, they are presented as non-current liabilities.

Trade payables are recognized initially at fair value and subsequently measured at amortized cost using the effective interest method.

(n) Debt

Debt is recognized initially at fair value, net of transaction costs incurred. Debt is subsequently carried at amortized cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognized in the income statement over the period of the debt using the effective interest method.

Fees paid on the establishment of debt facilities are recognized as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw-down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalized as a pre-payment for liquidity services and amortized over the period of the facility to which it relates.

(o) Customer Deposits and Advances

Customer deposit and advance agreements for television advertising services provide that customers receive preferential prices that are fixed for the contract period for television broadcast advertising time based on rates established by the Group. Such rates vary depending on when the advertisement is aired, including the season, hour, day, rating and type of programming.

(p) Provisions

Provisions are recognized when the Group has a present legal or constructive obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation; and the amount has been reliably estimated. Provisions are not recognized for future operating losses.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provisions due to passage of time is recognized as interest expense.

(q) Equity

The capital stock and other equity accounts include the effect of restatement through December 31, 1997, determined by applying the change in the Mexican National Consumer Price Index between the dates capital was contributed or net results were generated and December 31, 1997, the date through which the Mexican economy was considered hyperinflationary under the guidelines of the IFRSs. The restatement represented the amount required to maintain the contributions and accumulated results in Mexican Pesos in purchasing power as of December 31, 1997.

(r) Revenue Recognition

Revenue is measured at the fair value of the consideration received or receivable, and represents amounts receivable for services provided. The Group recognizes revenue when the amount of revenue can be reliably measured; when it is probable that future economic benefits will flow to the entity; and when specific criteria have been met for each of the Group s activities, as described below. The Group bases its estimate of return on historical results, taking into consideration the type of customer, the type of transaction and the specifics of each arrangement.

The Group derives the majority of its revenues from media and entertainment-related business activities both in Mexico and internationally. Revenues are recognized when the service is provided and collection is probable. A summary of revenue recognition policies by significant activity is as follows:

Advertising revenues, including deposits and advances from customers for future advertising, are recognized at the time the advertising services are rendered.

Revenues from program services for network subscription and licensed and syndicated television programs are recognized when the programs are sold and become available for broadcast.

Revenues from magazine subscriptions are initially deferred and recognized proportionately as products are delivered to subscribers. Revenues from the sales of magazines are recognized on the date of circulation of delivered merchandise, net of a provision for estimated returns.

Revenues from publishing distribution are recognized upon distribution of the products.

Sky program service revenues, including advances from customers for future direct-to-home (DTH) program services, are recognized at the time the service is provided.

Cable television, internet and telephone subscription, and pay-per-view and installation fees are recognized in the period in which the services are rendered.

Revenues from telecommunications and data services are recognized in the period in which these services are provided. Telecommunications services include long distance and local telephony, as well as leasing and maintenance of telecommunications facilities.

Revenues from attendance to soccer games, including revenues from advance ticket sales for soccer games and other promotional events, are recognized on the date of the relevant event.

Motion picture production and distribution revenues are recognized as the films are exhibited.

Gaming revenues consist of the net win from gaming activities, which is the difference between amounts wagered and amounts paid to winning patrons.

In respect to sales of multiple products or services, the Group evaluates whether it has fair value evidence for each deliverable in the transaction. For example, the Group sells cable television, internet and telephone subscription to subscribers in a bundled package at a rate lower than if the subscriber purchases each product on an individual basis. Subscription revenues received from such subscribers are allocated to each product in a pro-rata manner based on the fair value of each of the respective services.

(s) Interest Income

Interest income is recognized using the effective interest method. When a loan and receivable is impaired, the Group reduces the carrying amount to its recoverable amount, being the estimated future cash flow discounted at the original effective interest rate of the instrument, and continues unwinding the discount as interest income. Interest income on impaired loan and receivables is recognized using the original effective interest rate.

(t) Employee Benefits

Pension and Seniority Premium Obligations

Plans exist for pensions and seniority premiums (post-employment benefits), for most of the Group s employees funded through irrevocable trusts. Increases or decreases in the consolidated liability or asset for post-employment benefits are based upon actuarial calculations. Contributions to the trusts are determined in accordance with actuarial estimates of funding requirements. Payments of post-employment benefits are made by the trust administrators. The defined benefit obligation is calculated annually using the projected unit credit method. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using interest rates of government bonds that are denominated in the currency in which the benefits will be paid, and that have terms to maturity approximating to the terms of the related pension obligation.

In the first quarter of 2013, the Group adopted the provisions of IAS 19, Employee Benefits, as amended, which became effective on January 1, 2013. The amended IAS 19 eliminated the corridor approach for the recognition of remeasurement of post-employment benefit obligations, and requires the calculation of finance costs on a net funding basis. Also, the amended IAS 19 requires the recognition of past service cost as an expense at the earlier of the following dates: (i) when the plan amendment or curtailment occurs; and (ii) when the entity recognizes related restructuring costs or termination benefits. As a result of the adoption of the amended IAS 19, the Group adjusted a consolidated unamortized past service cost balance and consolidated retained earnings as of January 1, 2013 in the aggregate amount of Ps.102,902 (see Note 15).

Remeasurement of post-employment benefit obligations related to experience adjustments and changes in actuarial assumptions of post-employment benefits are recognized in the period in which they are incurred as part of other comprehensive income or loss in consolidated equity.

Profit Sharing

The employees profit sharing required to be paid under certain circumstances in Mexico, is recognized as a direct benefit to employees in the consolidated statements of income in the period in which it is incurred.

Termination Benefits

Termination benefits, which mainly represent severance payments by law, are recorded in the consolidated statement of income. The Group recognizes termination benefits at the earlier of the following dates: (a) when the Group can no longer withdraw the offer of those benefits; and (b) when the entity recognizes costs for a restructuring is within the scope of IAS 37 and involves the payment of termination benefits.

(u) Income Taxes

The income tax expense for the period comprises current and deferred income tax. Income tax is recognized in the consolidated statement of income, except to the extent that it relates to items recognized in other comprehensive income or directly in equity. In this case, the income tax is also recognized in other comprehensive income.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the statement of financial position date in the countries where the Company and its subsidiaries operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is recognized, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, deferred income tax liabilities are not recognized if they arise from the initial recognition of goodwill; deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction (other than in a business combination) that at the time of the transaction affects neither accounting nor taxable income or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the statement of financial position date and are expected to apply when the related deferred income tax asset is realized or the deferred income tax liability is settled.

Deferred income tax assets are recognized only to the extent that it is probable that future taxable profit will be available against which the temporary differences and tax loss carryforwards can be utilized. For this purpose, the Group takes into consideration all available positive and negative evidence, including factors such as market conditions, industry analysis, projected taxable income, carryforward periods, current tax structure, potential changes or adjustments in tax structure, and future reversals of existing temporary differences.

Deferred income tax liability is provided on taxable temporary differences associated with investments in subsidiaries, joint ventures and associates, except for deferred income tax liability where the timing of the reversal of the temporary difference is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred income tax asset is provided on deductible temporary differences associated with investments in subsidiaries, joint ventures and associates, to the extent that it is probable that there will be sufficient taxable income against which to utilize the benefit of the temporary difference and it is expected to reverse in the foreseeable future.

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income taxes assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

(v) Derivative Financial Instruments

The Group recognizes derivative financial instruments as either assets or liabilities in the consolidated statements of financial position and measures such instruments at fair value. The accounting for changes in the fair value of a derivative financial instrument depends on the intended use of the derivative financial instrument and the resulting designation. For a derivative financial instrument designated as a cash flow hedge, the effective portion of such derivative s gain or loss is initially reported as a component of accumulated other comprehensive income and subsequently reclassified into income when the hedged exposure affects income. The ineffective portion of the gain or loss is reported in income immediately. For a derivative financial instrument designated as a fair value hedge, the gain or loss is recognized in income in the period of change together with the offsetting loss or gain on the hedged item attributed to the risk being hedged. For derivative financial instruments that are not designated as accounting hedges, changes in fair value are recognized in income in the period of change. During the years ended December 31, 2013 and 2012, certain derivative financial instruments qualified for hedge accounting (see Note 14).

(w) Comprehensive Income

Comprehensive income for the period includes the net income for the period presented in the consolidated statement of income plus other comprehensive income for the period reflected in the consolidated statement of comprehensive income.

(x) Stock-based Compensation

The share-based compensation expense is measured at fair value at the date the equity benefits are conditionally sold to officers and employees, and is recognized in consolidated stockholders equity with charge to consolidated income (administrative expense) over the vesting period (see Note 16). The Group accrued a stock-based compensation expense of Ps.601,181 and Ps.628,637 for the years ended December 31, 2013 and 2012, respectively.

(y) Leases

The determination of whether an arrangement is, or contains, a lease is based on the substance of the arrangement and requires an assessment of whether the fulfillment of the arrangement is dependent on the use of a specific asset or assets and whether the arrangement conveys the right to use the asset.

Leases of property, plant and equipment other assets where the Group holds substantially all the risks and rewards of ownership are classified as finance leases. Finance lease assets are capitalized at the commencement of the lease term at the lower of the present value of the minimum lease payments or the fair value of the lease asset. The obligations relating to finance leases, net of finance charges in respect of future periods, are recognized as liabilities. The interest element of the finance cost is charged to the income statement over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period. The property, plant and equipment acquired under finance leases is depreciated over the shorter of the useful life of the asset and the lease term.

Leases where a significant portion of the risks and rewards are held by the lessor are classified as operating leases. Rentals are charged to the income statement on a straight line basis over the period of the lease.

Leasehold improvements are depreciated at the lesser of its useful life or contract term.

(z) New and Amended IFRS

New and amended standards adopted by the Group

The following standards have been adopted by the Group for the first time for the financial year beginning on or after January 1, 2013. The application of the following standards did not have significant impact on the Group s consolidated financial statements in accordance with IFRS: IAS 19 *Employee Benefits* (as amended in 2011); IAS 28 *Investments in Associates and Joint Ventures* (as amended in 2011); IFRS 10 *Consolidated Financial Statements*; IFRS 11 *Joint Arrangements*; IFRS 12 *Disclosures of Interests in Other Entities* and IFRS 13 *Fair Value Measurement*.

New and amended standards not yet adopted

Below is a list of the new and amended standards that have been issued by the IASB and are effective for annual periods starting on or after January 1, 2014. Management has evaluated the potential impact of these pronouncements and concluded that they are not expected to have a significant impact on the Group s consolidated financial statements in accordance with IFRSs.

New or Amended Standard	Content	Effective for Annual Periods Beginning On or After
IAS 36 (amended in May 2013)	Recoverable Amount Disclosures for Non-Financial Assets	January 1, 2014
IAS 39 (amended in June 2013)	Novation of Derivatives and Continuation of Hedge Accounting	January 1, 2014
IFRS 9	Financial Instruments	January 1, 2018
IFRIC 21	Levies	January 1, 2014
Annual Improvements to IFRSs	2010-2012 Cycle	July 1, 2014
Annual Improvements to IFRSs	2011-2013 Cycle	July 1, 2014
IFRS 14	Regulatory Deferral Accounts	January 1, 2016

IAS 36 *Impairment of Assets* (as amended in May 2013) removed certain disclosures of the recoverable amount of cash generating units, which had been included in IAS 36 Impairment of Assets by the issue of IFRS 13 *Fair Value Measurement*.

IAS 39 *Financial Instruments*: Recognition and Measurement (as amended in June 2013) allows hedge accounting to continue in a situation where a derivative, which has been designated as a hedging instrument, is novated to effect clearing with a central counterparty as a result of laws or regulation, if specific conditions are met. In this context, a novation indicates that parties to a contract agree to replace their original counterparty with a new one.

IFRS 9 *Financial Instruments* (IFRS 9) addresses the classification, measurement and recognition of financial assets and financial liabilities. IFRS 9 was issued in November 2009 and October 2010. It replaces the parts of IAS 39 *Financial Instruments*: Recognition and Measurement (IAS 39) that relate to the classification and measurement of financial instruments. IFRS 9 requires financial assets to be classified into two measurement categories: those measured at amortized cost and those measured at fair value. The determination is made at initial recognition. The basis of classification depends on the entity s business model for managing its financial instruments and the contractual cash flow characteristics of the financial asset. The guidance in IAS 39 on impairment of financial assets and hedge accounting continues to apply. For financial liabilities, this standard retains most of the IAS 39 requirements. The main change is that, in cases where the fair value option is taken for financial liabilities, the part of a fair value change due to an entity s own credit risk is recorded in other comprehensive income rather than the income statement, unless this creates an accounting mismatch. Some amendments to IFRS 9 and IFRS 7 Financial Instruments: Disclosures (IFRS 7) were issued in December 2011. These amendments to IFRS 9 modify the mandatory effective date of this standard and the relief from restating prior periods, and also add transition disclosures to IFRS 7 that are required to be applied when IFRS 9 is first applied.

IFRIC 21 *Levies* was issued in May 2013 as an interpretation of IAS 37, Provisions, contingent liabilities and contingent assets (IAS 37), on the accounting for levies imposed by governments. IAS 37 sets out criteria for the recognition of a liability, one of which is the requirement for the entity to have a present obligation as a result of a past event (known as an obligating event). The interpretation clarifies that the obligating event that give rise to a liability to pay a levy is the activity described in the relevant legislation that triggers the payment of the levy.

Annual Improvements to IFRSs 2010-2012 Cycle and *Annual Improvements to IFRSs 2011-2013 Cycle* were published in December 2013 and set out amendments to certain IFRSs. These amendments result from proposals made during the IASB s Annual Improvements process, which provides a vehicle for making non-urgent but necessary amendments to IFRSs. The IFRSs amended and the topics addressed by these amendments are as follows:

Annual Improvements 2010-2012 Cycle	**Subject of Amendment**
IFRS 2 *Share-based Payment*	Definition of vesting condition
IFRS 3 *Business Combinations*	Accounting for contingent consideration in a business combination
IFRS 8 *Operating Segments*	Aggregation of operating segments. Reconciliation of the total of the reportable segments assets to the entity s assets
IFRS 13 *Fair Value Measurement*	Short-term receivables and payables
IAS 16 *Property, Plant and Equipment*	Revaluation method proportionate restatement of accumulated depreciation
IAS 24 *Related Party Disclosures*	Key management personnel
IAS 38 *Intangible Assets*	Revaluation method proportionate restatement of accumulated amortization

Annual Improvements 2011-2013 Cycle	**Subject of Amendment**

IFRS 1 *First-time Adoption of IFRSs*	Meaning of effective IFRSs
IFRS 3 *Business Combinations*	Scope exceptions for joint ventures
IFRS 13 *Fair Value Measurement*	Scope of paragraph 52 (portfolio exception)
IAS 40 Investment property	Clarifying the interrelationship between IFRS 3 and IAS 40 when classifying property as investment property or owner-occupied property

IFRS 14 *Regulatory Deferral Accounts* (IFRS 14) enhances the comparability of financial reporting by entities that are engaged in rate-regulated activities. IFRS 14 was issued in January 2014 as an interim standard and does not provide any specific guidance for rate-regulated activities, which are subject to a comprehensive project being developed by the IASB. IFRS 14 is intended for first-time adopters of IFRSs, and an entity that already presents IFRS financial statements is not eligible to apply this standard.

3. Acquisitions, Investments and Dispositions

In July 2013, the Group made an investment in the amount of Ps.7,000,000 in convertible debt instruments which, subject to regulatory approvals, will allow the Group to acquire 95% of the equity interest of Tenedora Ares, S.A.P.I. de C.V. (Ares), owner of 51% of the equity interest of Grupo Cable TV, S.A. de C.V. (Cablecom), a telecommunications company that offers video, telephony, data and other telecom services in Mexico. In addition, Ares will have an option to acquire in the future, subject to regulatory approvals, the remaining 49% of the equity interest of Cablecom at a value of approximately 9.3 times earnings before interest, taxes, depreciation and amortization (EBITDA) of Cablecom, as defined, of the 12-month period preceding the closing of such acquisition. In addition, as part of this transaction, the Group also invested in a long-term debt instrument issued by Ares in the amount of U.S.$195 million (Ps.2,549,625) (see Notes 9, 14 and 19).

In December 2011, the Company agreed to exchange on a non-cash basis its 40.8% interest in Gestora de Inversiones Audiovisuales La Sexta, S.A. (La Sexta), a free-to-air television channel in Spain, for a 14.5% equity participation in Imagina Media Audiovisual, S. L. (Imagina), a significant provider of content and audiovisual services for the media and entertainment industry in Spain. All closing conditions applicable to this transaction were met on February 29, 2012, and the Company recognized a pre-tax gain of Ps.24,856 as a result of this transaction in the consolidated statement of income for the year ended December 31, 2012, and classified its investment in Imagina as an equity financial instrument, with changes in related fair value recognized as other comprehensive income or loss (see Notes 9 and 21).

In April 2011, the Company, Iusacell and GSF reached an agreement under which the Group made an investment intended to hold a 50% equity stake in GSF, which consisted of (i) U.S.$37.5 million (Ps.442,001) in 1.093875% of the outstanding shares of common stock of GSF, which amount was paid in cash by the Group in April 2011; and (ii) U.S.$1,565 million (Ps.19,229,056) in unsecured debentures issued by GSF that were mandatorily convertible into shares of common stock of GSF, subject to regulatory approval and other customary closing conditions. The debentures issued by GSF were divided into two tranches, the Series 1 Debentures and the Series 2 Debentures. The Series 1 Debentures were the 364,996 registered unsecured debentures of GSF, par value U.S.$1,000 each, representing in the aggregate U.S.$365 million (Ps.4,302,146), issued against the payment in cash made by the Group in April 2011. The Series 2 Debentures were the 1,200,000 registered unsecured debentures of GSF, par value U.S.$1,000 each, representing in the aggregate U.S.$1,200 million (Ps.14,926,910), issued against payments in cash made by the Group in the period from April through October 2011, in the aggregate amount of U.S.$1,200 million (Ps.14,926,910). These debentures had a conversion date on or before December 2015, with an annual interest rate of 2%, which was receivable on a quarterly basis. In addition, the Company agreed to make an additional payment of U.S.$400 million (Ps.5,230,000) to GSF if cumulative EBITDA of Iusacell, as defined, reaches U.S.$3,472 million (Ps.45,396,400) at any time between 2011 and 2015. In June 2012, (i) the Mexican Antitrust Commission approved, subject to the acceptance of certain conditions, the conversion by the Group of the debentures issued by GSF into common stock of GSF; (ii) the Group accepted the conditions established by the Mexican Antitrust Commission and converted the debentures issued by GSF into common stock of GSF; and (iii) GSF became a jointly controlled entity of the Group with a 50% interest and the Group began to share equal governance rights with the other owner of GSF. As of June 30, 2012, the Group recognized at fair value its 50% interest in GSF in the amount of Ps.18,738,057, which included related intangible assets, and began to account for this joint venture by using the equity method. Before that date, this investment was accounted for as an equity financial instrument with changes in fair value recognized in other comprehensive income or loss. In connection with the conversion of debentures into common stock of GSF, the Group reclassified a cumulative net loss in fair value of Ps.933,000 recognized in other comprehensive income or loss through June 30, 2012, to other finance expense in the consolidated statement of income for the year ended December 31, 2012. During 2013, the Group made capital contributions in connection with its 50% interest in GSF in the aggregate amount of Ps.1,587,500 (see Notes 9, 10 and 22).

On March 31, 2011, the stockholders of Cablemás approved, among other matters, a capital increase in Cablemás, by which a wholly-owned subsidiary of the Company increased its equity interest in Cablemás from 58.3% to 90.8%. On April 29, 2011, the stockholders of the Company approved, among other matters: (i) the merger of Cablemás into the Company on that date, for which regulatory approvals were obtained in the first half of 2011; and (ii) an increase in the capital stock of the Company in connection with this merger, by which the Group s controlling interest in Cablemás increased from 90.8% to 100%. These transactions between stockholders, which were completed in October 2011, resulted in a net loss of Ps.1,595,796, which decreased retained earnings attributable to stockholders of the Company in the year ended December 31, 2011 (see Note 18).

On December 20, 2010, the Group, Univision, BMP and other parties affiliated with the investor groups that owned BMP entered into various agreements and completed certain transactions. As a result, the Group: (i) made an aggregate cash investment of U.S.$1,255 million in BMP in the form of a capital contribution in the amount of U.S.$130 million (Ps.1,613,892), representing 5% of the outstanding shares of common stock of BMP, and 1.5% Convertible Debentures of BMP due 2025 in the principal amount of U.S.$1,125 million (Ps.13,904,222), which are convertible at the Company s option into additional shares equivalent to approximately 30% equity stake of BMP, subject to existing laws and regulations in the United States, and other conditions; (ii) acquired an option to purchase at fair value additional shares equivalent to a 5% equity stake of BMP, subject to existing laws and regulations in the United States, and other terms and conditions and (iii) sold to Univision its entire interest in TuTv, LLC (TuTv), which represented 50% of TuTv s capital stock, for an aggregate cash amount of U.S.$55 million (Ps.681,725). In connection with this investment, (i) the Company entered into an amended Program License Agreement (PLA) with Univision, pursuant to which Univision has the right to broadcast certain Televisa content in the United States for a term that commenced on January 1, 2011 and ends on the later of 2025 or seven and one-half years after the Group has sold two-thirds of its initial investment in BMP, and which includes an increased percentage of royalties from Univision and (ii) the Group entered into a new program license agreement with Univision, the Mexico License Agreement (MLA), under which the Group has the right to broadcast certain Univision s content in Mexico for the same term as that of the PLA. In connection with its option to purchase at fair value additional shares equivalent to a 5% equity of BMP, in the fourth quarter of 2011 and third quarter of 2012, the Group entered into agreements to buy from existing BMP stockholders additional 219,125 shares and 97,389 shares, respectively, of common stock of BMP in the aggregate cash amount of U.S.$49.1 million (Ps.669,392) and U.S.$22.5 million (Ps.301,534), respectively. As a result of these acquisitions, the Group increased its equity stake in BMP to 7.1% and 8%, respectively (see Notes 9, 10 and 22).

4. Financial Risk Management

(a) Market Risk

Market risk is the exposure to an adverse change in the value of financial instruments caused by market factors including changes in equity prices, interest rates, foreign currency exchange rates, commodity prices and inflation rates. The following information includes forward-looking statements that involve risks and uncertainties. Actual results could differ from those presented.

The Group is exposed to market risks arising from changes in equity prices, interest rates, foreign currency exchange rates and inflation rates, in both the Mexican and U.S. markets. Risk management activities are monitored by the Risk Management Committee and reported to the Executive Committee.

(i) ***Foreign Exchange Risk***

The Group is exposed to foreign exchange risk arising from various currency exposures, primarily with respect to the U.S. dollar and the Mexican peso. Foreign exchange risk arises from future commercial transactions, recognized assets and liabilities and net investments in foreign operations.

Foreign currency exchange risk is monitored by assessing the net monetary liability position in U.S. dollars and the forecasted cash flow needs for anticipated U.S. dollar investments and servicing the Group s U.S. dollar denominated debt.

Management has set up a policy to require Group companies to manage their foreign exchange risk against their functional currency. To manage their foreign exchange risk arising from future commercial transactions and recognized assets and liabilities, entities in the Group use forward contracts. In compliance with the procedures and controls established by the Risk Management Committee, in 2013 and 2012, the Group entered into certain derivative transactions with certain financial institutions in order to manage its exposure to market risks resulting from changes in interest rates, foreign currency exchange rates, and inflation rates. The objective in managing foreign currency and inflation fluctuations is to reduce earnings and cash flow volatility.

Foreign Currency Position

The foreign currency position of monetary items of the Group at December 31, 2013, was as follows:

	Foreign Currency Amounts (Thousands)	Year-End Exchange Rate	Mexican Pesos
Assets:			
U.S. Dollars	2,242,046	Ps. 13.0750	Ps. 29,314,751
Euros	30,228	17.9846	543,638
Argentinean Pesos	225,414	2.0050	451,955
Chilean Pesos	4,263,954	0.0249	106,172
Colombian Pesos	14,139,829	0.0067	94,737
Other currencies			326,788
Liabilities:			
U.S. Dollars	2,980,274	Ps. 13.0750	Ps. 38,967,082
Euros	10,974	17.9846	197,363
Argentinean Pesos	156,102	2.0050	312,985
Chilean Pesos	1,089,973	0.0249	27,140
Colombian Pesos	11,948,683	0.0067	80,056
Other currencies			83,433

As of April 8, 2014, the exchange rate was Ps.13.0315 per U.S. dollar, which represents the interbank free market exchange rate on that date as reported by Banco Nacional de México, S.A.

The Group is also subject to the risk of foreign currency exchange rate fluctuations, resulting from the net monetary position in U.S. dollars of the Group s Mexican operations, as follows (in millions of U.S. dollars):

	December 31, 2013	December 31, 2012
U.S. dollar-denominated monetary assets, primarily cash and cash equivalents, held-to-maturity investments, non-current investments, and convertible debentures (1)	U.S.$ 2,231.3	U.S.$ 2,285.5
U.S. dollar-denominated monetary liabilities, primarily trade accounts payable, Senior debt securities and other notes payable (2)	(2,932.6)	(2,745.3)
Net liability position	U.S.$ (701.3)	U.S.$ (459.8)

(1) In 2013 and 2012, include U.S. dollar equivalent amounts of U.S.$ 35.2 million and U.S.$108.4 million, respectively, related to other foreign currencies, primarily euros.

(2)

In 2013 and 2012, include U.S. dollar equivalent amounts of U.S.$14.1 million and U.S.$10.5 million, respectively, related to other foreign currencies, primarily euros.

At December 31, 2013, a hypothetical 10% appreciation / depreciation in the U.S. dollar to Mexican peso exchange rate would result in a gain/loss in earnings of Ps.916,913. At December 31, 2012, a hypothetical 10% appreciation / depreciation in the U.S. dollar to Mexican peso exchange rate would result in a gain/loss in earnings of Ps.590,821.

In December 2012 and 2011, the Group entered into foreign exchange option agreements to buy U.S.$135.0 million and U.S.$337.5 million, respectively, to hedge against a Mexican peso depreciation of 30% with various maturity dates until the end of 2015 and 2014, respectively. The fair value of these option contracts was an asset of Ps.6,122 and Ps.12,419 as of December 31, 2013 and 2012, respectively.

(ii) ***Cash Flow Interest Rate Risk***

The Group monitors the exposure to interest rate risk by: (i) evaluating differences between interest rates on its outstanding debt and short-term investments and market interest rates on similar financial instruments; (ii) reviewing its cash flow needs and financial ratios (indebtedness and interest coverage); (iii) assessing current and forecasted trends in the relevant markets; and (iv) evaluating peer Group and industry practices. This approach allows the Group to determine the interest rate mix between variable and fixed rate debt.

The Group s interest rate risk arises from long-term debt. Debt issued at variable rates expose the Group to cash flow interest rate risk which is partially offset by cash and cash equivalents held at variable rates. Debt issued at fixed rates expose the Group to fair value interest rate risk. During recent years the Group has maintained most of its debt in fixed rate instruments.

Based on various scenarios, the Group manages its cash flow interest rate risk by using cross-currency interest rate swap agreements and floating-to-fixed interest rate swaps. Cross-currency interest rate swap agreements allow the Group to hedge against Mexican peso depreciation on the interest payments for medium-term periods. Interest rate swaps have the economic effect of converting borrowings from floating rates to fixed rates.

Sensitivity and Fair Value Analyses

The sensitivity analyses that follow are intended to present the hypothetical change in fair value or loss in earnings due to changes in interest rates, inflation rates, foreign currency exchange rates and debt and equity market prices as they affect the Group s financial instruments at December 31, 2013 and 2012. These analyses address market risk only and do not take into consideration other risks that the Group faces in the ordinary course of business, including country risk and credit risk. The hypothetical changes reflect management view of changes that are reasonably possible over a one-year period. For purposes of the following sensitivity analyses, the Group has made conservative assumptions of expected near-term future changes in U.S. interest rates, Mexican interest rates, inflation rates and Mexican peso to U.S. dollar exchange rate of 10%. The results of the analyses do not purport to represent actual changes in fair value or losses in earnings that the Group will incur.

	Fair Value at December 31,	
	2013	**2012**
Assets:		
Temporary investments (1)	Ps. 3,722,976	Ps. 5,317,296
1.5% Convertible debentures due 2025 issued by BMP (2)	7,675,036	6,990,427
Embedded derivative BMP (3)	14,761,677	9,611,873
Convertible debt instruments issued by Ares (4)	6,446,000	
Embedded derivative Ares (19)	771,000	
Long-term debt instrument issued by Ares (5)	2,521,999	
Long-term loan and interest receivable from GTAC (6)	739,384	674,403
Held-to-maturity investments (7)	631,990	389,957
Available-for-sale investments (8)	4,015,105	2,986,933
Shares of common stock of Imagina (17)	1,169,002	867,581
Derivative financial instruments (18)	8,388	15,000
Liabilities:		
U.S. dollar-denominated debt:		
Senior Notes due 2018 (9)	Ps. 7,305,656	Ps. 7,565,438

Senior Notes due 2025 (10)	8,800,599	10,041,580
Senior Notes due 2032 (11)	4,890,455	5,582,657
Senior Notes due 2040 (12)	8,386,462	9,981,058
Peso-denominated debt:		
Notes due 2020 (14)	10,391,700	10,636,900
Senior Notes due 2037 (13)	4,377,420	5,191,110
Senior Notes due 2043 (15)	5,326,893	
Short-term and long-term notes payable to Mexican banks (16)	14,413,969	14,535,200
Derivative financial instruments (18)	335,336	352,762

(1) At December 31, 2013, the Group´s temporary investments consisted of highly liquid securities, including without limitation debt securities (primarily Mexican peso and U.S. dollar-denominated in 2013 and 2012). Given the short-term nature of these investments, an increase in U.S. and/or Mexican interest rates would not significantly decrease the fair value of these investments.

(2) At December 31, 2013, these notes are recorded at fair value. Assuming an increase in the fair value of these notes of a hypothetical 10% increase in the fair value of these notes, the fair value would exceed the carrying value by approximately Ps.767,504 (U.S.$58.7 million) at December 31, 2013.

(3) At December 31, 2013, these notes are recorded at fair value. Assuming an increase in the fair value of these notes of a hypothetical 10% increase in the fair value of these notes, the fair value would exceed the carrying value by approximately Ps.1,476,168 (U.S.$112.9 million) at December 31, 2013.

(4) At December 31, 2013, these notes are recorded at fair value. Assuming an increase in the fair value of these notes of a hypothetical 10% increase in the fair value of these notes, the fair value would exceed the carrying value by approximately Ps.644,600 (U.S.$49.3 million) at December 31, 2013.

(5) At December 31, 2013, these notes are recorded at fair value. Assuming an increase in the fair value of these notes of a hypothetical 10% increase in the fair value of these notes, the fair value would exceed the carrying value by approximately Ps.252,200 (U.S.$19.3 million) at December 31, 2013.

(6) At December 31, 2013, fair value exceeded the carrying value of these notes by Ps.30,691 (U.S.$2.3 million). Assuming an increase in the fair value of these notes of a hypothetical 10% increase in the fair value of these notes the fair value would exceed the carrying value by approximately Ps.104,629 (U.S.$8.0 million) at December 31, 2013.

(7) At December 31, 2013, fair value exceeded the carrying value of these notes by Ps.26 (U.S.$0.0 million). Assuming an increase in the fair value of these notes of a hypothetical 10% increase in the quoted market price of these notes, the fair value would exceed the carrying value by approximately Ps.63,225 (U.S.$4.8 million) at December 31, 2013.

(8) At December 31, 2013, these investments are recorded at fair value. Assuming an increase in the fair value of these notes of a hypothetical 10% increase in the quoted market price of these notes, the fair value would exceed the carrying value by approximately Ps.401,511 (U.S.$30.7 million) at December 31, 2013.

(9) At December 31, 2013, fair value exceeded the carrying value of these notes by Ps.768,156 (U.S.$58.8 million). Assuming an increase in the fair value of these notes of a hypothetical 10% increase in the quoted market price of these notes, the fair value would exceed the carrying value by approximately Ps.1,498,722 (U.S.$114.6 million) at December 31, 2013.

(10) At December 31, 2013, fair value exceeded the carrying value of these notes by Ps.955,599 (U.S.$73.1 million). Assuming an increase in the fair value of these notes of a hypothetical 10% increase in the quoted market price of these notes, the fair value would exceed the carrying value by approximately Ps.1,835,659 (U.S.$140.4 million) at December 31, 2013.

(11) At December 31, 2013, fair value exceeded the carrying value of these notes by Ps.967,955 (U.S.$74.0 million). Assuming an increase in the fair value of these notes of a hypothetical 10% increase in the quoted market price of these notes, the fair value would exceed the carrying value by approximately Ps.1,457,001 (U.S.$111.4 million) at December 31, 2013.

(12) At December 31, 2013, fair value exceeded the carrying value of these notes by Ps.541,462 (U.S.$41.4 million). Assuming an increase in the fair value of these notes of a hypothetical 10% increase in the quoted market price of these notes, the fair value would exceed the carrying value by approximately Ps.1,380,108 (U.S.$105.6 million) at December 31, 2013.

(13) At December 31, 2013, carrying value exceeded the fair value of these notes by Ps.122,580 (U.S.$9.4 million). Assuming an increase in the fair value of these notes of a hypothetical 10% increase in the quoted market price of these notes, the fair value would exceed the carrying value by approximately Ps.315,162 (U.S.$24.1 million) at December 31, 2013.

(14) At December 31, 2013, fair value exceeded the carrying value of these notes by Ps.391,700 (U.S.$30.0 million). Assuming an increase in the fair value of these notes of a hypothetical 10% increase in the quoted market price of these notes, the fair value would exceed the carrying value by approximately Ps.1,430,870 (U.S.$109.4 million) at December 31, 2013.

(15) At December 31, 2013, carrying value exceeded the fair value of these notes by Ps.1.173,107 (U.S.$89.7 million). Assuming an increase in the fair value of these notes of a hypothetical 10% increase in the quoted market price of these notes, the carrying value would exceed the fair value by approximately Ps.640,418 (U.S.$49.0 million) at

December 31, 2013.

(16) At December 31, 2013, fair value exceeded the carrying value of these notes by Ps.699,569 (U.S.$53.5 million). At December 31, 2013, a hypothetical 10% increase in Mexican interest rates of these notes, the fair value would exceed the carrying value by approximately Ps.2,140,966 (U.S.$163.7 million) at December 31, 2013.

(17) At December 31, 2013, these shares are recorded at fair value. Assuming an increase in the fair value of these notes of a hypothetical 10% increase in the fair value of these notes, the fair value would exceed the carrying value by approximately Ps.116,900 (U.S.$8.9 million) at December 31, 2013.

(18) Given the nature of these derivative instruments, an increase of 10% in the interest and/or exchange rates would not have a significant impact on the fair value of these financial instruments.

(19) At December 31, 2013, these notes are recorded at fair value. Assuming an increase in the fair value of these notes of a hypothetical 10% increase in the fair value of these notes, the fair value would exceed the carrying value by approximately Ps.77,100 (U.S.$5.9 million) at December 31, 2013.

(b) Credit Risk

Credit risk is managed on a Group basis, except for credit risk relating to accounts receivable balances. Each local entity is responsible for managing and analyzing the credit risk for each of their new clients before standard payment and delivery terms and conditions are offered. Credit risk arises from cash and cash equivalents, derivative financial instruments and deposits with banks and financial institutions, as well as credit exposure to customers, including outstanding receivables and committed transactions. For banks and financial institutions, only independently rated parties with a minimum rating of AA in local scale for domestic institutions and BBB in global scale for foreign institutions are accepted. If customers are independently rated, these ratings are used. If there is no independent rating, the Group s risk control function assesses the credit quality of the customer, taking into account its financial position, past experience and other factors. Individual risk limits are set based on internal or external ratings in accordance with limits set by the Company s management. See Note 7 for further disclosure on credit risk.

No credit limits were exceeded during the reporting period, and management does not expect any losses from non-performance by the counterparties.

The Group historically has not had significant credit losses arising from customers.

(c) Liquidity Risk

Cash flow forecasting is performed in the operating entities of the Group and aggregated by corporate management. Corporate management monitors rolling forecasts of the Group s liquidity requirements to ensure it has sufficient cash to meet operational needs while maintaining sufficient headroom on its borrowing facilities at all times so that the Group does not breach borrowing limits or covenants (where applicable) on any of its borrowing facilities. Such forecasting takes into consideration the Group s debt financing plans, covenant compliance, compliance with internal statement of financial position ratio targets and, if applicable external regulatory or legal requirements.

Surplus cash held by the operating entities over and above balance required for working capital management are transferred to the Group treasury. Group treasury invests surplus cash in interest bearing current accounts, time deposits, money market deposits and marketable securities, choosing investments with appropriate maturities or sufficient liquidity to provide sufficient headroom as determined by the above-mentioned forecasts. At December 31, 2013 and 2012, the Group held cash and cash equivalents of Ps.16,692,033 and Ps.19,063,325, respectively, and temporary investments of Ps.3,722,976 and Ps.5,317,296, respectively, that are expected to readily generate cash inflows for managing liquidity risk (see Note 6).

The table below analyses the Group s non-derivative and derivative financial liabilities as well as related contractual interest on debt and finance lease obligations into relevant maturity groupings based on the remaining period at the statement of financial position date to the contractual maturity date. Derivative financial liabilities are included in the analysis if their contractual maturities are essential for an understanding of the timing of the cash flows. The amounts disclosed in the table are the contractual undiscounted cash flows.

	Less Than 12 Months January 1, 2014 to December 31, 2014	12-36 Months January 1, 2015 to December 31, 2016	36-60 Months January 1, 2017 to December 31, 2018	Maturities Subsequent to December 31, 2018	Total
At December 31, 2013					
Debt (1)	Ps. 314,293	Ps. 9,582,515	Ps. 9,278,425	Ps. 41,689,167	Ps. 60,864,400

Finance lease liabilities	424,698	605,578	647,317	3,241,654	4,919,247
Derivative financial instruments (interest rate swaps)		133,184	203,614	(1,462)	335,336
Trade and other payables	1,484,716	1,938,870	795,118	342,137	4,560,841
Interest on debt (2)	3,521,590	8,128,689	6,785,739	38,490,977	56,926,995
Interest on capital lease obligations	310,310	547,933	565,041	1,207,587	2,630,871

	Less Than 12 Months January 1, 2013 to December 31, 2013	12-36 Months January 1, 2014 to December 31, 2015	36-60 Months January 1, 2016 to December 31, 2017	Maturities Subsequent to December 31, 2017	Total
At December 31, 2012					
Debt (1)	Ps. 375,000	Ps. 544,620	Ps. 10,764,780	Ps. 42,105,000	Ps. 53,789,400
Finance lease liabilities	439,257	579,009	555,274	3,397,610	4,971,150
Derivative financial instruments (interest rate swaps)	1,176		132,075	219,511	352,762
Trade and other payables	1,374,217	785,371	347,181	248,968	2,755,737
Interest on debt (2)	3,092,753	7,599,347	6,359,931	29,393,902	46,445,933
Interest on capital lease obligations	313,541	588,826	529,550	1,343,278	2,775,195

(1) The amounts of debt are disclosed on a principal amount basis (see Note 13).

(2) Interest to be paid in future years on outstanding debt as of December 31, 2013 and 2012, based on contractual interest rate and exchange rates as of that date.

Certain of the Group s derivative financial instruments (coupon swaps) are in hedge relationships and are due to settle within 12 months of the statement of financial position date. These contracts require undiscounted contractual cash inflows of U.S.$12.8 million and U.S.$19.9 million in 2014 and 2013, respectively and undiscounted contractual cash outflows of Ps.165,316 and Ps.256,073 in 2014 and 2013, respectively.

Capital Management

The Group s objectives when managing capital are to safeguard the Group s ability to continue as a going concern in order to provide returns for stockholders and benefits for other stakeholders and to maintain an optimal capital structure in order to minimize the cost of capital.

5. Critical Accounting Estimates and Assumptions

Estimates and assumptions are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The Group makes estimates and assumptions concerning the future. By definition, the resulting accounting estimates will seldom equal the related actual results. The estimates and assumptions that have a risk of causing a material adjustment to the carrying amounts of consolidated assets and liabilities within the next financial year are addressed below.

(a) Accounting for Programming

The Group produces a significant portion of programming for initial broadcast over its television networks in Mexico, its primary market. Following the initial broadcast of this programming, the Group then licenses some of this programming for broadcast in secondary markets, such as Mexico, the United States, Latin America, Asia, Europe and Africa. Under IFRS, in order to properly capitalize and subsequently amortize production costs related to this programming, the Group must estimate the expected future benefit period over which a given program will generate revenues (generally, over a five-year period). The Group then amortizes the production costs related to a given program over the expected future benefit period. Under this policy, the Group generally expenses approximately 70%

of the production costs related to a given program in its initial broadcast run and defers and expenses the remaining production costs over the remainder of the expected future benefit period (see Note 2 (g)).

The Group estimates the expected future benefit periods based on past historical revenue patterns for similar types of programming and any potential future events, such as new outlets through which the Group can exploit or distribute its programming, including its consolidated subsidiaries and equity investees. To the extent that a given future expected benefit period is shorter than the estimate, the Group may have to accelerate capitalized production costs sooner than anticipated. Conversely, to the extent that a given future expected benefit period is longer than the estimate, the Group may have to extend the amortization schedule for the remaining capitalized production costs.

The Group also purchases programming from, and enters into license arrangements with, various third party programming producers and providers, pursuant to which it receives the rights to broadcast programming produced by third parties over its television networks in Mexico. In the case of programming acquired from third parties, the Group estimates the expected future benefit period based on the anticipated number of showings in Mexico. In the case of programming licensed from third parties, the Group estimates the expected future benefit period based upon the term of the license. To the extent that a given future expected benefit period is shorter than the estimate, the Group may have to accelerate the purchase price or the license fee sooner than anticipated. Conversely, to the extent that a given future expected benefit period is longer than the estimate, the Group may have to extend the amortization schedule for the remaining portion of the purchase price or the license fee.

(b) Investments in Joint Ventures and Associates

Some of the Group s investments are structured as investments in joint ventures and associates (see Notes 2 (c) and 10). As a result, the results of operations attributable to these investments are not consolidated with the results of the Group s various segments for financial reporting purposes, but are reported as share of income or loss of joint ventures and associates in the consolidated statement of income (see Note 10).

In the past, the Group has made significant capital contributions and loans to its joint ventures and associates, and it may in the future make additional capital contributions and loans to at least some of its joint ventures. In the past, these ventures have generated, and they may continue to generate, operating losses and negative cash flows as they continue to build and expand their respective businesses.

The Group periodically evaluates its investments in these joint ventures and associates for impairment, taking into consideration the performance of these ventures as compared to projections related to net sales, expenditures, strategic plans and future required cash contributions, among other factors. In doing so, the Group evaluates whether any declines in value are other than temporary. The Group has taken impairment charges in the past for some of these investments. Given the dynamic environments in which these businesses operate, as well as changing macroeconomic conditions, there can be no assurance that the Group s future evaluations will not result in recognizing additional impairment charges for these investments.

Once the carrying balance of a given investment is reduced to zero, the Group evaluates whether it should suspend the equity method of accounting, taking into consideration both quantitative and qualitative factors, such as long-term loans guarantees it has provided to these joint ventures and associates, future funding commitments and expectations as to the viability of the business. These conditions may change from year to year, and accordingly, the Group periodically evaluates whether to continue to account for its various investments under the equity method.

(c) Goodwill and Other Indefinite-lived Intangible Assets

Goodwill and other intangible assets with indefinite useful lives are reviewed for impairment at least annually. When an impairment test is performed, the recoverable amount is assessed by reference to the higher of the net present value of the expected future cash flows (value in use) of the relevant cash generating unit and the fair value less cost to sell.

The recoverable amount of cash generating units has been determined based on value in use calculations. These calculations require the use of estimates, including management s expectations of future revenue growth, operating costs, profit margins and operating cash flows for each cash-generating unit.

During 2013, the Group recorded impairments for goodwill and other indefinite-lived intangible assets related to its joint venture investment in capital stock of GSF, and its Publishing segment (see Notes 10 and 12).

There were no goodwill impairments recorded in 2012 and 2011.

(d) Long-lived Assets

The Group presents certain long-lived assets other than goodwill and indefinite-lived intangible assets in its consolidated statement of financial position. Long-lived assets are tested for impairment whenever events or changes in circumstances indicate that the carrying value of an asset may no longer be recoverable. An impairment loss is recognized for the amount by which the asset s carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset s fair value less costs to sell and value in use. Recoverability is analyzed based on projected cash flows. Estimates of future cash flows involve considerable management judgment. These estimates are based on historical data, future revenue growth, anticipated market conditions, management plans, and assumptions regarding projected rates of inflation and currency fluctuations, among other factors. If these assumptions are not correct, the Group would have to recognize a write-off or write-down or accelerate the amortization schedule related to the carrying value of these assets (see Notes 2 (l), 12 and 21). The Group has not recorded any significant impairment charges over the past few years.

(e) Deferred Income Taxes

The Group records its deferred tax assets based on the likelihood that these assets are realized in the future. This likelihood is assessed by taking into consideration the future taxable income. In the event the Group were to determine that it would be able to realize its deferred tax assets in the future in excess of the net recorded amount, an adjustment to the deferred tax asset would increase income in the period such determination was made. Should the Group determine that it would not be able to realize all or part of its net deferred tax asset in the future, an adjustment to the deferred tax asset would be charged to income in the period such determination was made.

(f) Financial Assets and Liabilities Measured at Fair Value

The Group has a significant amount of financial assets and liabilities which are measured at fair value on a recurring basis. The degree of management s judgment involved in determining the fair value of a financial asset and liability varies depending upon the availability of quoted market prices. When observable quoted market prices exist, that is the fair value estimate the Group uses. To the extent such quoted market prices do not exist, management uses other means to determine fair value.

6. Cash and Cash Equivalents and Temporary Investments

Cash and cash equivalents as of December 31, 2013 and 2012, consisted of:

	2013	2012
Cash and bank accounts	Ps. 1,281,663	Ps. 1,777,349
Short-term investments (1)	15,410,370	17,285,976
Total cash and cash equivalents	Ps. 16,692,033	Ps. 19,063,325

(1) Highly-liquid investments with an original maturity of three months or less at the date of acquisition.
Temporary investments as of December 31, 2013 and 2012, consisted of:

	2013	2012
Short-term investments (2)	Ps. 12,202	Ps. 43,435
Other financial assets (3)	3,675,632	5,153,058
Current maturities of non-current held-to-maturity securities	35,142	120,803
Total temporary investments	Ps. 3,722,976	Ps. 5,317,296

(2) Short-term investments with a maturity of over three months and up to one year at the date of acquisition.
(3) Other financial assets include equity instruments held for trading and current held-to-maturity investments.

7. Trade Notes and Accounts Receivable, Net

Trade notes and accounts receivable as of December 31, 2013 and 2012, consisted of:

	2013	2012
Non-interest bearing notes received from customers as deposits and advances	Ps. 16,050,479	Ps. 14,608,137
Trade accounts receivable	7,176,194	6,559,863
Allowance for doubtful accounts	(2,492,536)	(2,185,723)
	Ps. 20,734,137	Ps. 18,982,277

The carrying amounts of the Group s trade notes and account receivables denominated in other than peso, currencies are as follows:

	2013	2012
U.S. dollar	Ps. 1,524,245	Ps. 1,714,614
Other currencies	561,990	512,573
At December 31	Ps. 2,086,235	Ps. 2,227,187

Movements on the Group allowance for doubtful accounts of trade notes and account receivables are as follows:

	2013	2012
At January 1	Ps. (2,185,723)	Ps. (1,781,670)
Impairment provision	(789,895)	(781,949)
Write off of receivables	457,721	377,896
Unused amounts reversed	25,361	
At December 31	Ps. (2,492,536)	Ps. (2,185,723)

8. Transmission Rights and Programming

At December 31, 2013 and 2012, transmission rights and programming consisted of:

	2013	2012
Transmission rights	Ps. 8,947,399	Ps. 6,609,643
Programming	5,088,049	4,288,314
	14,035,448	10,897,957
Non-current portion of:		
Transmission rights	6,126,109	4,138,222
Programming	2,938,736	2,297,387
	9,064,845	6,435,609
Current portion of transmission rights and programming	Ps. 4,970,603	Ps. 4,462,348

9. Investments in Financial Instruments

At December 31, 2013 and 2012, the Group had the following investments in financial instruments:

	2013	2012
Available-for-sale financial assets:		
1.5% Convertible Debentures due 2025 issued by BMP (1)	Ps. 7,675,036	Ps. 6,990,427
Embedded derivative BMP (1)	14,761,677	9,611,873
Convertible debt instruments issued by Ares (2)	6,446,000	
Embedded derivative Ares (2)	771,000	
Long-term debt instrument issued by Ares (2)	2,521,999	
Shares of common stock of Imagina (3)	1,169,002	867,581
Available-for-sale investments (4)	4,015,105	2,986,933
	37,359,819	20,456,814
Held-to-maturity investments (5)	631,964	388,504
Other	24,619	22,306
	Ps. 38,016,402	Ps. 20,867,624

(1) As of December 31, 2013 and 2012, the Group held an investment in 1.5% Convertible Debentures due 2025 issued by BMP in the principal amount of U.S.$1,125 million (Ps.14,709,375 and Ps.14,456,250, respectively). These Convertible Debentures are classified as available-for-sale financial assets with changes in fair value recognized in consolidated other comprehensive income or loss. The Group s option of converting these debentures into an equity stake of BMP is accounted for as an embedded derivative with changes in fair value recognized in consolidated income (see Notes 3, 14 and 19).

(2) As of December 31, 2013, the Group held an investment in convertible debt instruments issued by Ares which, subject to regulatory approvals, will allow the Group to acquire 95% of the equity interest of Ares. These debt instruments have an initial maturity in 2018, which can be extended through 2023, with an annual interest of 4% capitalized into the principal amount on a semiannual basis. As of December 31, 2013, the Group also held an investment in a note payable due 2023 issued by Ares in the principal amount of U.S.$195 million with an annual interest of the higher of 2.5% and the six-month LIBOR plus 190 basis points, which is payable at the maturity of the note. The debt financial instruments are classified as available-for-sale financial assets with changes in fair value recognized in consolidated other comprehensive income or loss . The eventual conversion of the debt instruments into and equity stake of Ares is accounted for as an embedded derivative with changes in fair value recognized in consolidated income (see Notes 3 and 14).

(3) The Company s investment in 14.5% of the common stock of Imagina is accounted for as an available-for-sale equity financial asset with changes in fair value recognized in consolidated other comprehensive income or loss (see Notes 3 and 21).

(4) The Group has an investment in an open ended fund that has as a primary objective to achieve capital appreciation by using a broad range of strategies through investments and transactions in telecom, media and other sectors across global markets, including Latin America and other emerging markets. Shares may be redeemed on a quarterly basis at the Net Asset Value (NAV) per share as of such redemption date. The fair value of this fund is determined by using the NAV per share. The NAV per share is calculated by determining the value of the fund assets and subtracting all of the fund liabilities and dividing the result by the total number of issued shares (see Note 2 (i)).

(5) Held-to-maturity investments represent corporate fixed income securities with long-term maturities. These investments are stated at amortized cost. Maturities of these investments subsequent to December 31, 2013, are as follows: Ps.342,238 in 2015, Ps.193,913 in 2016 and Ps.95,813 thereafter. Held-to-maturity financial assets as of December 31, 2013 and 2012 are denominated primarily in Mexican pesos.

A roll forward of available-for-sale financial assets for the years ended December 31, 2013 and 2012 is presented as follows:

	2013	2012
At January 1	Ps. 20,456,814	Ps. 38,946,680
Foreign exchange differences	350,506	(1,472,690)
Acquisitions	9,492,744	654,633
Reclassification to investments in joint ventures		(18,738,057)
Interest income	143,225	
Changes in other comprehensive income	1,928,051	164,625
Changes in other finance income	4,988,479	901,623
At December 31	Ps. 37,359,819	Ps. 20,456,814

10. Investments in Joint Ventures and Associates

At December 31, 2013 and 2012, the Group had the following investments in joint ventures and associates accounted for by the equity method:

	Ownership as of December 31, 2013	2013	2012
Joint ventures:			
GSF (1)	50%	Ps. 13,828,000	Ps. 18,072,210
GTAC (2)	33.3%	628,628	574,707
Associates:			
BMP (3)	8%	2,844,519	2,539,814
Ocesa Entretenimiento, S.A. de C.V. and subsidiaries (collectively, OCEN) (4)	40%	878,160	842,328
Other		71,457	82,256
		Ps. 18,250,764	Ps. 22,111,315

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(1) Effective in June 2012, the Group shares equal governance rights with the other owner of GSF, and began to account for this joint venture under the equity method. The investment in GSF includes intangible assets in the amount of Ps.5,172,851 and Ps.10,009,206 as of December 31, 2013 and 2012, respectively (see Note 3). Following the approvals of new industry regulations during 2013, and due to the lack of specific guidance, which is still being discussed by the Mexican congress, Management determined that it will take a longer period to realize the projected benefits of its investment, thus affecting its present value. As a result, the Company recorded an impairment of Ps.4,587,785 in its joint venture in the consolidated statement of income for the year ended December 31, 2013. The recoverable amount for GSF has been determined based on fair value calculations. Determining fair value requires the exercise of significant judgment, including judgment about appropriate discount rates, perpetual growth rates, the amount and timing of expected future cash flows for a period of time that comprise five years, as well as relevant comparable company earnings multiples for the market-based approach. The key assumptions used for fair value calculations of the recoverable amount of GSF in 2013 and 2012 were as follows:

	2013	**2012**
Long-term growth rate	3.00%	3.00%
Discount rate	13.60%	13.70%

(2) In 2010, Grupo de Comunicaciones de Alta Capacidad, S.A.P.I. de C.V. (GTAC) was granted a 20-year contract for the lease of a pair of dark fiber wires held by the Mexican Federal Electricity Commission and a concession to operate a public telecommunications network in Mexico with an expiration date in 2030. GTAC is a joint venture in which a subsidiary of the Company, a subsidiary of Grupo de Telecomunicaciones Mexicanas, S.A. de C.V. and a subsidiary of Megacable, S.A. de C.V. have an equal equity participation of 33.3%. GTAC started operations in the second half of 2011 and commercial services in the first quarter of 2012. In June 2010, a subsidiary of the Company entered into a long-term credit facility agreement to provide financing to GTAC for up to Ps.688,217, with an annual interest rate of the Mexican Interbank Interest Rate (Tasa de Interés Interbancaria de Equilibrio or TIIE) plus 200 basis points. Under the terms of this agreement, principal and interest are payable at dates agreed by the parties, between 2013 and 2021. As of December 31, 2013 and 2012, GTAC had used a principal amount of Ps.618,683 and Ps.562,083, respectively, under this credit facility, with a related accrued interest receivable of Ps.114,491 and Ps.74,687, respectively. In the second half of 2013 GTAC paid interest to the Group in connection with this credit facility in the aggregate amount of Ps.84,577. In 2013, a subsidiary of the Company entered into a long-term credit facility agreement to provide additional financing to GTAC for up to U.S.$6.1 million (Ps.80,046), with an annual interest of TIIE plus 200 basis points. As of December 31, 2013, GTAC had used a principal amount of U.S.$5.9 million (Ps.77,359) under this additional credit facility, with a related accrued interest receivable of U.S.$0.3 million (Ps.3,668). The net investment in GTAC as of December 31, 2013 and 2012, included amounts receivable in connection with these credit facilities to GTAC in the aggregate amount of Ps.708,693 and Ps.648,720, respectively (see Note 14).

(3) The Group accounts for its 8% investment in common stock of BMP, the parent company of Univision, under the equity method due to the Group s ability to exercise significant influence over BMP s operations. The Group has determined it has the ability to exercise significant influence over the operating and financial policies of BMP because as of December 31, 2013 and 2012, the Group (i) owned 842,850 Class C shares of common stock of BMP, representing 8% of the outstanding total shares of BMP as of each of those dates; (ii) held 1.5% Convertible Debentures due 2025 issued by BMP with interest payable on a quarterly basis, which can be converted into additional 4,858,485 shares (subject to adjustment as provided in the debentures) of common stock of BMP equivalent to approximately 30% equity stake of BMP on a fully-diluted, as-converted basis, at the option of the Group, subject to certain conditions and regulations; (iii) owned an option to acquire at fair value additional shares of common stock of BMP representing 2% of the outstanding total shares of BMP as of each of those dates, subject to certain conditions and regulations; (iv) had three of 20 designated members of the Board of Directors of

BMP; and (v) had entered into program license agreements with Univision, an indirect wholly-owned subsidiary of BMP, through the later of 2025 or seven and one-half years after the Group has sold two-thirds of its initial investment in BMP. On January 30, 2014, a group of institutional investors made a capital contribution in BMP. As a result of this transaction, the Group s equity stake in BMP decreased from 8% to 7.8% (see Notes 3, 9, 14 and 19).

(4) OCEN is a majority-owned subsidiary of Corporación Interamericana de Entretenimiento, S.A. de C.V., and is engaged in the live entertainment business in Mexico. In 2011, OCEN paid dividends to the Group in the aggregate amount of Ps.64,960. The investment in OCEN included a goodwill of Ps.359,613 as of December 31, 2013 and 2012 (see Note 19).

A roll forward of investment in joint ventures and associates for the years ended December 31, 2013 and 2012 is presented as follows:

	2013	2012
At January 1	Ps. 22,111,315	Ps. 3,936,085
Equity method for the year	(661,569)	(653,939)
Equity method from prior years	(52,825)	(24,547)
Impairment adjustment	(4,587,785)	
Amortization of GSF intangibles	(248,570)	
Capital contributions to GSF	1,587,500	
Long-term loans to GTAC, net	65,608	112,102
Reclassification of GSF investment		18,738,057
Other	37,090	3,557
At December 31	Ps. 18,250,764	Ps. 22,111,315

Amounts of consolidated cash and cash equivalents, other current assets, non-current assets, debt and finance lease obligations, trade payables, other non-current liabilities and equity related to GSF as of December 31, 2013 and 2012, as well as a reconciliation of this summarized financial information to the Group s carrying amount of its interest in this joint venture as of those dates, are set forth as follows:

	2013	2012
Assets:		
Cash and cash equivalents	Ps. 1,011,899	Ps. 752,021
Other current assets	7,997,528	7,498,174
Total current assets	9,009,427	8,250,195
Non-current assets	26,863,439	22,091,409
Total assets	Ps. 35,872,866	Ps. 30,341,604
Liabilities:		
Short-term debt and finance lease obligations	Ps. 2,267,161	Ps. 1,139,115
Trade payables	8,721,489	7,374,844
Total current liabilities	10,988,650	8,513,959
Long-term debt and finance lease obligations	6,570,140	7,474,040
Long-term trade payables	3,629,005	338,875
Other non-current liabilities	620,322	1,134,344
Total non-current liabilities	10,819,467	8,947,259
Total liabilities	21,808,117	17,461,218
Equity:		

Attributable to stockholders of GSF	17,310,297	16,126,007
Non-controlling interests	(3,245,548)	(3,245,621)
Total equity	14,064,749	12,880,386
Total liabilities and equity	Ps. 35,872,866	Ps. 30,341,604
Share of equity attributable to controlling stockholders of GSF	Ps. 8,655,149	Ps. 8,063,004
Other concepts that are part of the investment:		
Intangible assets	5,172,851	10,009,206
Total investment	Ps. 13,828,000	Ps. 18,072,210

Amounts of consolidated net sales, depreciation and amortization, operating income, interest expense, income tax expense, net income or loss, and comprehensive income or loss related to GSF for the years ended December 31, 2013 and 2012, are set forth as follows:

	2013	2012 (a)
Net sales	Ps. 19,582,451	Ps. 17,382,368
Depreciation and amortization	2,378,885	2,017,128
Operating income (loss)	1,093,673	(1,787,456)
Interest expense	(1,149,683)	(1,363,627)
Income tax expense	342,215	467,075
Net (loss) income attributable to:		
Controlling stockholders of GSF	(1,991,059)	(2,232,394)
Non-controlling interests	73	(79)
Comprehensive (loss) income attributable to:		
Controlling stockholders of GSF	(1,990,710)	(2,227,826)
Non-controlling interests	73	(79)

(a) As discussed in Note 3, the Group started recognizing equity method in its investment in GSF in the second half of 2012. The net loss, other comprehensive income and comprehensive loss attributable to controlling stockholders of GSF for the six months ended December 31, 2012, amounted to Ps.(1,336,261), Ps.4,568 and Ps.(1,331,693), respectively.

Aggregate amounts of consolidated net income or loss, other comprehensive income or loss and total comprehensive income or loss related to the Group s interests in other joint ventures and associates for the years ended December 31, 2013, 2012 and 2011, are set forth as follows:

	2013	2012	2011
Net income (loss)	Ps. 246,276	Ps. 1,505	Ps. (500,816)
Other comprehensive income (loss)	87,510	10,403	(19,316)
Total comprehensive income (loss)	Ps. 333,786	Ps. 11,908	Ps. (520,132)

The Group recognized its share of comprehensive loss of joint ventures and associates for the years ended December 31, 2013, 2012 and 2011, as follows:

	2013	2012	2011
Share of loss of joint ventures and associates, net	Ps. (5,659,963)	Ps. (666,602)	Ps. (449,318)
Share of other comprehensive income (loss) of joint ventures and associates:			
Foreign currency translation adjustments, net	50,398	(291,460)	292,720
Gain on equity accounts, net	105,259	50,606	(37,314)

	155,657	(240,854)	255,406
Share of total comprehensive loss of joint ventures and associates	Ps. (5,504,306)	Ps. (907,456)	Ps. (193,912)

11. Property, Plant and Equipment, Net

The analysis of the changes in property, plant and equipment is as follows:

Buildings and Land	Technical Equipment	Satellite Transponders	Furniture and Fixtures	Transportation Equipment	Computer Equipment	Leasehold Improvements	Construction in Progress
Ps. 14,255,102	Ps. 52,277,259	Ps. 3,593,873	Ps. 884,408	Ps. 2,136,332	Ps. 4,422,994	Ps. 1,424,386	Ps. 3,653,553
27,776	1,825,760		16,287	72,751	158,635	62,352	13,631,268
(253,085)	(5,647,233)		(106,991)	(74,934)	(410,043)	(164,706)	(1,319)
228,280	8,650,639	4,275,619	(51,549)	88,886	82,443	113,129	(13,387,447)
	18,384		1,513	1,241	752	4,872	
(23,495)	(100,489)		(18,921)	(1,788)	(5,618)	(1,561)	23
14,234,578	57,024,320	7,869,492	724,747	2,222,488	4,249,163	1,438,472	3,896,078
26,829	2,484,622		21,261	68,877	213,679	36,617	12,018,787
(1,173,618)	(1,715,313)		(5,783)	(495,244)	(55,284)	(186)	(526,507)
242,804	8,580,462		95,456	107,199	929,427	52,999	(10,008,347)
7,873	110,987		7,118	5,451	7,546	1,807	
(24,280)	23,487		(17,515)	(1,562)	(3,477)	(798)	
Ps. 13,314,186	Ps. 66,508,565	Ps. 7,869,492	Ps. 825,284	Ps. 1,907,209	Ps. 5,341,054	Ps. 1,528,911	Ps. 5,380,011
Ps. (4,688,112)	Ps. (30,083,670)	Ps. (1,962,701)	Ps. (531,811)	Ps. (977,116)	Ps. (3,008,686)	Ps. (520,925)	Ps.
(213,347)	(6,071,153)	(239,201)	(57,198)	(222,578)	(609,205)	(133,220)	
	(25,247)						
89,953	5,178,719		102,268	66,965	386,262	47,210	
5,870	(250,452)		(977)	252	250,513	(5,206)	
	(7,379)		(605)	(267)	(288)	(2,036)	
10,670	56,358		17,489	2,633	3,285	917	
(4,794,966)	(31,202,824)	(2,201,902)	(470,834)	(1,130,111)	(2,978,119)	(613,260)	

(222,209)	(7,154,847)	(405,307)	(48,048)	(215,481)	(658,067)	(157,431)	
1,156,200	1,486,930		5,104	445,879	53,398	8	
(4,478)	(87,764)		(6,176)	(5,032)	(5,555)	(483)	
9,653	(12,305)		15,738	610	2,662	780	
Ps. (3,855,800)	Ps. (36,970,810)	Ps. (2,607,209)	Ps. (504,216)	Ps. (904,135)	Ps. (3,585,681)	Ps. (770,386)	Ps.
Ps. 9,566,990	Ps. 22,193,589	Ps. 1,631,172	Ps. 352,597	Ps. 1,159,216	Ps. 1,414,308	Ps. 903,461	Ps. 3,653,553
Ps. 9,439,612	Ps. 25,821,496	Ps. 5,667,590	Ps. 253,913	Ps. 1,092,377	Ps. 1,271,044	Ps. 825,212	Ps. 3,896,078
Ps. 9,458,386	Ps. 29,537,755	Ps. 5,262,283	Ps. 321,068	Ps. 1,003,074	Ps. 1,755,373	Ps. 758,525	Ps. 5,380,011

Depreciation charges are presented in Note 20.

In March 2010, Sky reached an agreement with a subsidiary of Intelsat to lease 24 transponders on Intelsat IS-21 satellite, mainly for signal reception and retransmission services over the satellite s estimated 15-year service life. IS-21 replaced Intelsat IS-9 as Sky s primary transmission satellite and started service in the fourth quarter of 2012. This lease agreement contemplates monthly payments of U.S.$3.0 million to be paid by Sky beginning in the fourth quarter of 2012. In October 2012, the Group recognized this agreement as a finance lease obligation in the net amount of U.S.$326.3 million (Ps.4,192,955).

12. Intangible Assets, Net

The analysis of the changes in intangible assets is as follows:

	Intangible Assets with Indefinite Useful Lives			Intangible Assets with Finite Useful Lives			
Changes	**Goodwill**	**Trademarks**	**Concessions**	**Licenses**	**Subscriber Lists**	**Other Intangible Assets**	**Total**
Cost:							
January 1, 2012	Ps. 2,621,842	Ps. 1,749,765	Ps. 3,921,603	Ps. 2,285,988	Ps. 2,785,800	Ps. 1,224,582	Ps. 14,589,580
Additions		10,000	15,432	561,867	175,261	882,662	1,645,222
Retirements	(310)			(624,227)	(281,000)	(28,467)	(934,004)
Acquisition of subsidiaries				6,534	10,386		16,920
Transfers and reclassifications			(43,856)			43,856	
Effect of translation		(509)		(139)		(3,515)	(4,163)
December 31, 2012	2,621,532	1,759,256	3,893,179	2,230,023	2,690,447	2,119,118	15,313,555
Additions				942,166	36,198	407,850	1,386,214
Retirements				(756)		(419,618)	(420,374)
Acquisition of subsidiaries	100,028						100,028
Impairment adjustments	(50,130)	(9,518)					(59,648)
Effect of translation		(336)		(748)	199	843	(42)
December 31, 2013	Ps. 2,671,430	Ps. 1,749,402	Ps. 3,893,179	Ps. 3,170,685	Ps. 2,726,844	Ps. 2,108,193	Ps. 16,319,733
Amortization:							
January 1, 2012	Ps. (49,900)	Ps.	Ps. (270,638)	Ps. (1,533,088)	Ps. (1,582,533)	Ps. (479,490)	Ps. (3,915,649)
Amortization of the year				(400,265)	(364,940)	(163,133)	(928,338)
Other amortization of the year						(195,957)	(195,957)
Retirements				561,302	273,979	20,745	856,026
Acquisition of subsidiaries				(2,940)	(5,193)		(8,133)
Transfers and reclassifications			33,444			(33,444)	
Effect of translation				686		4,601	5,287

December 31, 2012	(49,900)		(237,194)	(1,374,305)	(1,678,687)	(846,678)	(4,186,764)
Amortization of the year				(453,195)	(344,769)	(187,012)	(984,976)
Other amortization of the year						(185,080)	(185,080)
Retirements				483		419,210	419,693
Effect of translation				522		(817)	(295)
December 31, 2013	Ps. (49,900)	Ps.	Ps. (237,194)	Ps. (1,826,495)	Ps. (2,023,456)	Ps. (800,377)	Ps. (4,937,422)
Carrying value:							
At January 1, 2012	Ps. 2,571,942	Ps. 1,749,765	Ps. 3,650,965	Ps. 752,900	Ps. 1,203,267	Ps. 745,092	Ps. 10,673,931
At December 31, 2012	Ps. 2,571,632	Ps. 1,759,256	Ps. 3,655,985	Ps. 855,718	Ps. 1,011,760	Ps. 1,272,440	Ps. 11,126,791
At December 31, 2013	Ps. 2,621,530	Ps. 1,749,402	Ps. 3,655,985	Ps. 1,344,190	Ps. 703,388	Ps. 1,307,816	Ps. 11,382,311

Amortization charges are presented in Note 20.

The changes in the net carrying amount of goodwill and trademarks for the year ended December 31, 2013, were as follows:

	Balance as of December 31, 2012	Acquisitions	Foreign Currency Translation Adjustments	Impairment Adjustments	Balance as of December 31, 2013
Goodwill:					
Content	Ps. 241,973	Ps.	Ps.	Ps.	Ps. 241,973
Telecommunications	1,859,048	100,028			1,959,076
Publishing	470,611			(50,130)	420,481
	Ps. 2,571,632	Ps. 100,028	Ps.	Ps. (50,130)	Ps. 2,621,530
Trademarks (see Note 3):					
Publishing	Ps. 464,965	Ps.	Ps. (336)	Ps. (9,518)	Ps. 455,111
Telecommunications	1,284,291				1,284,291
Other	10,000				10,000
	Ps. 1,759,256	Ps.	Ps. (336)	Ps. (9,518)	Ps. 1,749,402

During the fourth quarter of 2013, the Group monitored the market associated with its Publishing segment, which has experienced a general slow-down in Latin America. Accordingly, the Group reduced its cash flow expectations for some of its foreign operations. As a result, the Group compared the implied fair value of the goodwill and trademarks in the reporting units with the related carrying value and recorded an aggregate Ps.59,648 pre-tax impairment charge in other expense, net, in the consolidated statement of income for the year ended December 31, 2013.

The key assumptions used for fair value calculations of Goodwill and intangible assets in 2013 were as follows:

	Publishing		**Telecommunications**	
	Minimum	**Maximum**	**Minimum**	**Maximum**
Long-term growth rate	3.50%	4.60%	3.50%	3.50%
Discount rate	14.10%	22.80%	11.20%	13.50%

The key assumptions used for fair value calculations of Goodwill and intangible assets in 2012 were as follows:

	Publishing		**Telecommunications**	
	Minimum	**Maximum**	**Minimum**	**Maximum**
Long-term growth rate	2.70%	4.90%	3.50%	3.70%
Discount rate	11.60%	20.20%	10.60%	12.56%

13. Debt and Finance Lease Obligations

Debt and finance lease obligations outstanding as of December 31, 2013 and 2012, were as follows:

	2013	**2012**
U.S. dollar debt:		
6% Senior Notes due 2018 (1)	Ps. 6,507,849	Ps. 6,388,636
6.625% Senior Notes due 2025 (1)	7,414,019	7,240,710
8.50% Senior Notes due 2032 (1)	3,890,267	3,821,000
6.625% Senior Notes due 2040 (1)	7,679,931	7,538,562
Total U.S. dollar debt	25,492,066	24,988,908
Mexican peso debt:		
7.38% Notes due 2020 (2)	9,951,803	9,944,750
8.49% Senior Notes due 2037 (1)	4,483,022	4,482,297
7.25% Senior Notes due 2043 (1)	6,430,330	
Bank loans (3)	8,589,233	8,586,064
Bank loans (Sky) (4)	3,500,000	3,500,000
Bank loans (TVI) (5)	1,609,361	1,489,400
Total Mexican peso debt	34,563,749	28,002,511
Total debt (8)	60,055,815	52,991,419
Less: Short-term debt and current portion of long-term debt	312,715	375,000

Long-term debt, net of current portion	Ps. 59,743,100	Ps. 52,616,419
Finance lease obligations:		
Satellite transponder lease obligation (6)	Ps. 4,077,561	Ps. 4,132,365
Other (7)	841,686	838,785
Total finance lease obligations	4,919,247	4,971,150
Less: Current portion	424,698	439,257
Finance lease obligations, net of current portion	Ps. 4,494,549	Ps. 4,531,893

(1) The Senior Notes due 2018, 2025, 2032, 2037, 2040 and 2043, in the outstanding principal amount of U.S.$500 million, U.S.$600 million, U.S.$300 million, Ps.4,500,000, U.S.$600 million and Ps.6,500,000, respectively, are unsecured obligations of the Company, rank equally in right of payment with all existing and future unsecured and unsubordinated indebtedness of the Company, and are junior in right of payment to all of the existing and future liabilities of the Company s subsidiaries. Interest on the Senior Notes due 2018, 2025, 2032, 2037, 2040 and 2043, including additional amounts payable in respect of certain Mexican withholding taxes, is 6.31%, 6.97%, 8.94%, 8.93%, 6.97% and 7.62% per annum, respectively, and is payable semi-annually. These Senior Notes may not be redeemed prior to maturity, except (i) in the event of certain changes in law affecting the Mexican withholding tax treatment of certain payments on the securities, in which case the securities will be redeemable, as a whole but not in part, at the option of the Company; and (ii) in the event of a change of control, in which case the Company may be required to redeem the securities at 101% of their principal amount. Also, the Company may, at its own option, redeem the Senior Notes due 2018, 2025, 2037, 2040 and 2043, in whole or in part, at any time at a redemption price equal to the greater of the principal amount of these Senior Notes or the present value of future cash flows, at the redemption date, of principal and interest amounts of the Senior Notes discounted at a fixed rate of comparable U.S. or Mexican sovereign bonds. The Senior Notes due 2018, 2032, 2040 and 2043 were priced at 99.280%, 99.431%, 98.319% and 99.733%, respectively, for a yield to maturity of 6.097%, 8.553%, 6.755% and 7.27%, respectively. The Senior Notes due 2025 were issued in two aggregate principal amounts of U.S.$400 million and U.S.$200 million, and were priced at 98.081% and 98.632%, respectively, for a yield to maturity of 6.802% and 6.787%, respectively. The agreement of these Senior Notes contains covenants that limit the ability of the Company and certain restricted subsidiaries engaged in the Group s Content segment, to incur or assume liens, perform sale and leaseback transactions, and consummate certain mergers, consolidations and similar transactions. The Senior Notes due 2018, 2025, 2032, 2037 and 2040 are registered with the U.S. Securities and Exchange Commission (SEC). The Senior Notes due 2043 are registered with both the U.S. SEC and the Mexican Banking and Securities Commission (Comisión Nacional Bancaria y de Valores).

(2) In 2010, the Company issued 7.38% Notes (Certificados Bursátiles) due 2020 through the Mexican Stock Exchange (Bolsa Mexicana de Valores) in the aggregate principal amount of Ps.10,000,000. Interest on these Notes is payable semi-annually. The Company may, at its own option, redeem these Notes, in whole or in part, at any semi-annual interest payment date at a redemption price equal to the greater of the principal amount of the outstanding Notes and the present value of future cash flows, at the redemption date, of principal and interest amounts of the Notes discounted at a fixed rate of comparable Mexican sovereign bonds. The agreement of these Notes contains covenants that limit the ability of the Company and certain restricted subsidiaries appointed by the Company s Board of Directors, and engaged in the Group s Content segment, to incur or assume liens, perform sale and leaseback transactions, and consummate certain mergers, consolidations and similar transactions.

(3) In March 2011, the Company entered into long-term credit agreements with four Mexican banks in the aggregate principal amount of Ps.8,600,000, with an annual interest rate between 8.09% and 9.4%, payable on a monthly basis, and principal maturities between 2016 and 2021. The proceeds of these loans were used for general corporate purposes. Under the terms of these loan agreements, the Company is required to (a) maintain certain financial coverage ratios related to indebtedness and interest expense; and (b) comply with the restrictive covenant on spin-offs, mergers and similar transactions.

(4) Includes in 2013 and 2012, two long-term loans entered into by Sky with Mexican banks in the principal amount of Ps.1,400,000 and Ps.2,100,000, with a maturity in 2016, bearing annual interest of TIIE plus 24 basis points and 8.74%, respectively, with interest payable on a monthly basis. This Sky long-term indebtedness is guaranteed by the Company. Under the terms of these loan agreements, Sky is required to maintain (a) certain financial coverage ratios related to indebtedness and interest expense; and (b) certain restrictive covenants on indebtedness, liens, asset sales, and certain mergers and consolidations.

(5) Includes in 2013 and 2012, outstanding balances in the aggregate principal amount of Ps.1,614,400 and Ps.1,489,000, respectively, in connection with certain credit agreements entered into by TVI with Mexican banks, with maturities between 2014 and 2019, bearing interest at an annual rate in the range of TIIE plus 1.70% to TIIE plus 2.50%, with interest payable on a monthly basis.

(6)

Starting from the fourth quarter of 2012, Sky is obligated to pay a monthly fee of U.S.$3.0 million under a capital lease agreement entered into with Intelsat Global Sales & Marketing Ltd. (Intelsat) in March 2010 for satellite signal reception and retransmission service from 24 KU-band transponders on satellite IS-21, which became operational in October 2012. The service term for IS-21 will end at the earlier of (a) the end of 15 years or (b) the date IS-21 is taken out of service. This line item also includes in 2012 the agreement to pay a monthly fee of U.S.$1.7 million under a capital lease agreement entered into with Intelsat (formerly PanAmSat Corporation) in February 1999 for satellite signal reception and retransmission service from 12 KU-band transponders on satellite IS-9, which became operational in September 2000. The agreement provided that the service term for IS-9 was to end at the earlier of (a) the end of 15 years or (b) the date IS-9 is taken out of service. In 2010, Intelsat notified Sky that IS-9 experienced certain technical anomalies in its primary propulsion system, resulting in a shortened satellite life through 2012 instead of its original estimated life through 2015. Accordingly, Sky reduced the carrying value of the corresponding asset and the present value of the minimum payments in accordance with the related agreement and based on the remaining useful life of IS-9. The obligations of Sky under the IS-9 agreement were terminated in October 2012 (see Note 11).

(7) Includes minimum lease payments of property and equipment and intangible assets under leases that qualify as capital leases. Also, includes in 2013 and 2012 a subsidiary of the Company entered a lease agreement with GTAC, a related party for the right to use certain capacity of a telecommunications network to 2029. This lease provides for annual payments to 2020 and 2021. The capital leases have terms which expire at various dates between 2014 and 2015.

(8) Total debt is presented net of unamortized finance costs as of December 31, 2013 and 2012, in the aggregate amount of Ps.808,585 and Ps.797,981, respectively.

Maturities of Debt and Finance Lease Obligations

Debt maturities for the years subsequent to December 31, 2013, are as follows:

	Nominal	Net of Unamortized Finance Costs
2014	Ps. 314,293	Ps. 312,715
2015	338,660	337,513
2016	9,243,855	9,238,658
2017	1,650,925	1,650,536
2018	7,627,500	7,592,800
Thereafter	41,689,167	40,923,593
	Ps. 60,864,400	Ps. 60,055,815

Future minimum payments under finance lease obligations for the years subsequent to December 31, 2013, are as follows:

2014	Ps. 735,008
2015	582,728
2016	570,783
2017	602,233
2018	610,125
Thereafter	4,449,241
	7,550,118
Less: Amount representing interest	(2,630,871)
	Ps. 4,919,247

14. Financial Instruments

The Group s financial instruments presented in the consolidated statements of financial position included cash and cash equivalents, temporary investments, accounts and notes receivable, a long-term loan receivable from GTAC, convertible debentures issued by BMP with an option to convert these debentures into common stock of BMP, convertible debt instruments issued by Ares with an option to convert these instruments into common stock of Ares, debt securities classified as held-to-maturity investments, investments in securities in the form of an open-ended fund classified as available-for-sale investments, accounts payable, debt and derivative financial instruments. For cash and cash equivalents, temporary investments, accounts receivable, accounts payable, and short-term notes payable due to banks and other financial institutions, the carrying amounts approximate fair value due to the short maturity of these instruments. The fair value of the Group s long-term debt securities are based on quoted market prices.

The fair value of the long-term loans that the Group borrowed from leading Mexican banks (see Note 13) has been estimated using the borrowing rates currently available to the Group for bank loans with similar terms and average maturities. The fair value of held-to-maturity securities, available-for-sale investments, and currency option, interest rate swap and share put option agreements is based on quotes obtained from financial institutions.

The carrying and estimated fair values of the Group s non-derivative financial instruments as of December 31, 2013 and 2012, were as follows:

	2013		2012	
	Carrying Value	**Fair Value**	**Carrying Value**	**Fair Value**
Assets:				
Temporary investments	Ps. 3,722,976	Ps. 3,722,976	Ps. 5,317,296	Ps. 5,317,296
Trade notes and accounts receivable, net	20,734,137	20,734,137	18,982,277	18,982,277
1.5% Convertible Debentures due 2025 issued by BMP (see Note 9)	7,675,036	7,675,036	6,990,427	6,990,427
Embedded derivative BMP	14,761,677	14,761,677	9,611,873	9,611,873
Long-term loan and interest receivable from GTAC (see Note 10)	708,693	739,384	636,770	674,403
Held-to-maturity investments (see Note 9)	631,964	631,990	388,504	389,957
Shares of common stock of Imagina (see Note 9)	1,169,002	1,169,002	867,581	867,581

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	2013		2012	
	Carrying Value	Fair Value	Carrying Value	Fair Value
Available-for-sale investments (see Note 9)	4,015,105	4,015,105	2,986,933	2,986,933
Convertible debt instruments issued by Ares (see Note 9)	6,446,000	6,446,000		
Embedded derivative Ares (see Note 9)	771,000	771,000		
Long-term debt instrument issued by Ares (see Note 9)	2,521,999	2,521,999		
Liabilities:				
Senior Notes due 2018, 2025, 2032 and 2040	Ps. 26,150,000	Ps. 29,383,172	Ps. 25,700,000	Ps. 33,170,733
Senior Notes due 2037 and 2043	11,000,000	9,704,313	4,500,000	5,191,110
Notes due 2020	10,000,000	10,391,700	10,000,000	10,636,900
Short-term loans and long-term notes payable to Mexican banks	13,714,400	14,413,969	13,589,400	14,535,200
Finance lease obligations	4,919,247	4,830,631	4,971,150	4,886,123

The carrying values (based on estimated fair values), notional amounts, and maturity dates of the Group s derivative financial instruments as of December 31, 2013 and 2012, were as follows:

2013:

Derivative Financial Instruments	Carrying Value	Notional Amount (U.S. Dollars in Thousands)	Maturity Date
Assets:			
Derivatives not recorded as accounting hedges:			
Options (c)	Ps. 6,122	U.S.$270,000	2014 and 2015
Derivatives recorded as accounting hedges (cash flow hedges):			
Cross-currency interest rate swaps (a)	2,266	U.S.$300,000/ Ps.3,867,000	March 2014
Total assets	Ps. 8,388(1)		
Liabilities:			
Derivatives not recorded as accounting hedges:			
Sky s interest rate swap (b)	Ps. 119,780	Ps.1,400,000	April 2016
TVI s interest rate swap (e)	11,942	Ps.1,577,700	February 2016 and April 2019
Derivatives recorded as accounting hedges (cash flow hedges):			
Interest rate swap (d)	203,614	Ps.2,500,000	March 2018
Total liabilities	Ps. 335,336		

2012:

Derivative Financial Instruments	Carrying Value	Notional Amount (U.S. Dollars in Thousands)	Maturity Date
Assets:			
Derivatives not recorded as accounting hedges:			
Options (c)	Ps. 12,419	U.S.$405,000	2013, 2014 and 2015
TVI s interest rate swap (e)	1,443	Ps.1,300,000	February 2016
Derivatives recorded as accounting hedges (cash flow hedges):			
Cross-currency interest rate swaps (a)	1,138	U.S.$600,000/ Ps.7,644,600	January 2013
Total assets	Ps. 15,000(1)		
Liabilities:			
Derivatives not recorded as accounting hedges:			
Sky s interest rate swap (b)	Ps. 132,075	Ps.1,400,000	April 2016
TVI s forward (f)	1,176	U.S.$3,000/ Ps.39,804	January 2013
Derivatives recorded as accounting hedges (cash flow hedges):			
Interest rate swap (d)	219,511	Ps.2,500,000	March 2018
Total liabilities	Ps. 352,762		

(1) Includes derivative financial instruments of Ps.3,447 that were classified in current assets in the consolidated statement of financial position as of December 31, 2013.

(a) In order to reduce the adverse effects of exchange rates on the Senior Notes due 2032 and 2040, during 2013 and 2012, the Company entered into cross-currency interest rate swap agreements with various financial institutions that allow the Company to hedge against Mexican peso depreciation on interest payments to be made in 2014, and 2013. Under these transactions, the Company receives semi-annual payments based on the aggregate notional amount U.S.$300 million and U.S.$600 million as of December 31, 2013 and 2012, respectively, at an average annual rate of 8.50% and 6.6250%, respectively, and the Company makes semi-annual payments based on an aggregate notional amount of Ps.3,867,000 and Ps.7,644,600 as of December 31, 2013 and 2012, respectively, at an average annual rate of 8.5028% and 6.5896%, respectively, without an exchange of the notional amount upon which the payments are based. As a result of the change in fair value of these transactions, in the years ended December 31, 2013 and 2012, the Company recorded a (loss) gain of Ps.(5,020) and Ps.41,336, respectively, relating to the interest rate swaps not recorded as accounting hedges, in consolidated finance expense, net (other finance expense), and as of December 31, 2013 and 2012, the Company has recorded in consolidated equity, as accumulated other comprehensive income or loss attributable to stockholders of the Company, a cumulative gain for changes in fair value of Ps.2,266 and Ps.1,138, respectively, relating to interest rate swaps recorded as accounting hedges.

(b)

In December 2006, Sky entered into a derivative transaction agreement from April 2009 through April 2016 to hedge the variable interest rate exposure resulting from a Mexican peso loan of a total principal amount of Ps.1,400,000. Under this transaction, Sky receives 28-day payments based on an aggregate notional amount of Ps.1,400,000 at an annual variable rate of TIIE+24 basis points and makes 28-day payments based on the same notional amount at an annual fixed rate of 8.415%. The Group recorded the change in fair value of this transaction as interest expense in consolidated other finance expense, net (see Note 13).

(c) In December 2012 and 2011, the Company entered into derivative agreements (knock-out option calls) with two financial institutions to reduce the adverse effect of exchange rates on the Senior Notes due 2018, 2025, 2032 and 2040, and hedge against severe Mexican peso depreciation on interest payments to be made in the second half of 2012, 2013, 2014 and 2015. Under these transactions, the Company has the option to receive in 2012 and 2011 an aggregate amount of U.S.$135.0 million in exchange for an aggregate amount of Ps.2,497,500, and U.S.$337.5 million in exchange for aggregate amount of Ps.6,041,250, respectively, at maturity dates between July 2012, November 2014 and November 2015, only if the exchange rate of the Mexican peso during each agreement period is not above a limit agreed between the parties. If the exchange rate exceeds such limit at any time during the agreement period, the option is extinguished. The Company paid in 2012 and 2011 premiums for these agreements in the aggregate amount of U.S.$0.9 million (Ps.11,489) and U.S.$2.56 million (Ps.34,812), respectively. The Company recognized the change in fair value of this transaction as well as the related premium amortization in consolidated finance expense, net (other finance expense, net).

(d) In March 2011, the Company entered into a derivative transaction agreement (interest rate swap) from March 2011 through March 2018 to hedge the variable interest rate exposure resulting from a Mexican peso loan of a total principal amount of Ps.2,500,000. Under this transaction, the Company receives 28-day payments based on an aggregate notional amount of Ps.2,500,000 through September 2016, Ps.1,875,000 through March 2017, Ps.1,250,000 through September 2017, and Ps.625,000 through March 2018, at an annual variable rate of TIIE and makes 28-day payments based on the same notional amount at an annual fixed rate of 7.4325%. The Company recognized the change in fair value of this transaction in consolidated finance expense, net (other finance expense, net).

(e) In 2013 and 2012, TVI entered into a derivative transaction agreement (interest rate swap) with two financial institutions from January 2012 through April 2019 to hedge the variable interest rate exposure resulting from a Mexican peso loan of a total principal amount of Ps.500,000 and Ps.1,300,000, respectively. Under this transaction, the Company receives 28-day payments based on an aggregate notional amount of Ps.500,000 and Ps.1,300,000 and payment based on the same notional at annual fixed rate of 5.2189% and 5.032%, respectively. As a result of the change in fair value of these transactions, in the year ended December 31, 2013 and 2012, TVI recorded a loss of Ps.23,588 and Ps.867, respectively, in consolidated other finance expense, net.

(f) At December 31, 2012, TVI had foreign currency contracts in the aggregate notional amount of U.S.$3.0 million to exchange U.S. dollars for Mexican pesos at an average rate of Ps.13.2680 per U.S. dollar in 2013.

Fair Value Measurement

Assets and Liabilities Measured at Fair Value on a Recurring Basis

All fair value adjustments as of December 31, 2013 and 2012 represent assets or liabilities measured at fair value on a recurring basis. In determining fair value, the Group s financial instruments are separated into three categories: temporary investments, available-for-sale investments and derivative instruments.

Financial assets and liabilities measured at fair value as of December 31, 2013 and 2012:

	Balance as of December 31, 2013	Quoted Prices in Active Markets for Identical Assets (Level 1)	Internal Models with Significant Observable Inputs (Level 2)	Internal Models with Significant Unobservable Inputs (Level 3)
Assets:				
Temporary investments	Ps. 3,722,976	Ps. 3,722,976	Ps.	Ps.
Available-for-sale financial assets:				
Available-for-sale investments	4,015,105		4,015,105	
1.5 % Convertible Debentures due 2025 issued by BMP	7,675,036			7,675,036
Embedded derivative BMP	14,761,677			14,761,677
Shares of Common Stock of Imagina	1,169,002			1,169,002
Convertible debt instruments issued by Ares	6,446,000			6,446,000
Embedded derivative Ares	771,000			771,000
Long-term debt instrument issued by Ares	2,521,999			2,521,999
Derivative financial instruments	8,388		8,388	
Total	Ps. 41,091,183	Ps. 3,722,976	Ps. 4,023,493	Ps. 33,344,714
Liabilities:				
Derivative financial instruments	Ps. 335,336	Ps.	Ps. 335,336	Ps.
Total	Ps. 335,336	Ps.	Ps. 335,336	Ps.

	Balance as of December 31,	Quoted Prices in Active	Internal Models with	Internal Models

	2012	Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	with Significant Unobservable Inputs (Level 3)
Assets:				
Temporary investments	Ps. 5,317,296	Ps. 2,844,386	Ps. 2,472,910	Ps.
Available-for-sale financial assets:				
Available-for-sale investments	2,986,933		2,986,933	
1.5% Convertible Debentures due 2025 issued by BMP	6,990,427			6,990,427
Embedded derivative BMP	9,611,873			9,611,873
Shares of Common Stock of Imagina	867,581			867,581
Derivative financial instruments	15,000		15,000	
Total	Ps. 25,789,110	Ps. 2,844,386	Ps. 5,474,843	Ps. 17,469,881
Liabilities:				
Derivative financial instruments	Ps. 352,762	Ps.	Ps. 352,762	Ps.
Total	Ps. 352,762	Ps.	Ps. 352,762	Ps.

The table below presents the reconciliation for all assets and liabilities measured at fair value using internal models with significant unobservable inputs (Level 3) during the year ended December 31, 2013:

	Financial Assets
Balance at beginning of year	Ps. 17,469,881
Included in finance income	5,441,710
Included in other comprehensive income	940,379
Long-term debt instrument issued by Ares	2,492,744
Convertible debt instrument and Embedded derivative issued by Ares	7,000,000
Balance at the end of year	Ps. 33,344,714

Temporary Investments

Temporary investments include highly liquid securities, including without limitation debt with a maturity of three months, or over, and up to one year at the consolidated statement of financial position date, stock and other financial instruments, or a combination thereof, denominated principally in U.S. dollars and Mexican pesos (see Notes 2 (f) and 6).

Temporary investments are generally valued using quoted market prices or alternative pricing sources with reasonable levels of price transparency. The types of instruments valued based on quoted market prices in active markets include mostly fixed short-term deposits, equities and corporate fixed income securities denominated in U.S. dollars and Mexican pesos. Such instruments are classified in Level 1 or Level 2 depending on the observability of the significant inputs.

For positions that are not traded in active markets or are subject to transfer restrictions, valuations are adjusted to reflect illiquidity and/or non-transferability. Such adjustments are generally based on available market evidence. Such instruments are classified in Level 2.

Available-for-Sale Financial Assets

Investments in debt securities or with readily determinable fair values, not classified as held-to-maturity are classified as available-for-sale, and are recorded at fair value with unrealized gains and losses included in consolidated stockholders equity as accumulated other comprehensive result.

Available-for-sale financial assets are generally valued using quoted market prices or alternative pricing sources with reasonable levels of price transparency. Such instruments are classified in Level 1, Level 2, and Level 3 depending on the observability of the significant inputs.

Available-for-Sale Investments Open Ended Fund

The Group has an investment in an open ended fund that has as a primary objective to achieve capital appreciation by using a broad range of strategies through investments and transactions in telecom, media and other sectors across global markets, including Latin America and other emerging markets. Shares may be redeemed on a quarterly basis at the NAV per share as of such redemption date (see Notes 4 and 9).

BMP Convertible Debentures due 2025

As described in Note 3, on December 20, 2010, the Company made a cash investments in the form of 1.5% Convertible Debentures due 2025 issued by BMP, the parent company of Univision, in the principal amount of U.S.$1,125 million (Ps.13,904,222), which are convertible at the Company s option into additional shares currently equivalent to approximately 30% equity stake of BMP, subject to existing laws and regulations in the United States, and other conditions (see Notes 4 and 9).

The Group determined the fair value of the Convertible Debentures using the income approach based on post-tax discounted cash flows. The income approach requires management to make judgments and involves the use of significant estimates and assumptions. These estimates and assumptions include long-term growth rates and operating margins used to calculate projected future cash flows, risk-adjusted discount rates based on weighted average cost of capital within a range of 8% to 10%, among others. The Group´s estimates for market growth are based on historical data, various internal estimates and observable external sources when available, and are based on assumptions that are consistent with the strategic plans and estimates used to manage the underlying business. Since the described methodology is an internal model with significant unobservable inputs, the Convertible Debentures are classified in Level 3.

Ares Convertible and Long-term Debt Instruments

As described in Note 3, in July 2013, the Group made an investment in the amount of Ps.7,000,000 in convertible debt instruments which, subject to regulatory approvals, will allow the Group to acquire 95% of the equity interest of Ares, owner of 51% of the equity interest of Cablecom. In addition, as part of this transaction, the Group also invested in a long-term debt instrument issued by Ares in the amount of U.S.$195 million (Ps.2,549,625).

The Group determined the fair value of the convertible debt instruments using the expected present value valuation methodology based on post-tax discontinued cash flows. The expected present value methodology requires management to make judgments and involves the use of significant estimates and assumptions. These estimates and assumptions include long-term growth rates, operating margins used to calculate projected future cash flow and risk-adjusted discount rates based on weighted average cost of capital within a range of 5.5% to 6.5%, among others. The Group s estimates for market growth are based on current conditions and reasonable forecasts, various internal estimates and observable external sources when available, and are based on assumptions that are consistent with the strategic plans and estimates used to manage the underlying business. Since the described methodology is an internal model with significant unobservable inputs, the convertible debt instruments are classified in level 3.

Derivative Financial Instruments

Derivative financial instruments include swaps, forwards and options (see Notes 2 (v), 4 and 14).

The Group s derivative portfolio is entirely over-the-counter (OTC). The Group s derivatives are valued using industry standard valuation models; projecting future cash flows discounted to present value, using market-based observable inputs including interest rate curves, foreign exchange rates, and forward and spot prices for currencies.

When appropriate, valuations are adjusted for various factors such as liquidity, bid/offer spreads and credit spreads considerations. Such adjustments are generally based on available market evidence. In the absence of such evidence, management s best estimate is used. All derivatives are classified in Level 2.

Assets and Liabilities Measured at Fair Value on a Non-Recurring Basis

The majority of the Group s non-financial instruments, which include goodwill, intangible assets, inventories, transmission rights and programming and property, plant and equipment, are not required to be carried at fair value on a recurring basis. However, if certain triggering events occur (or at least annually in the fourth quarter for goodwill and indefinite-lived intangible assets) such that a non-financial instrument is required to be evaluated for impairment, a resulting asset impairment would require that the non-financial instrument be recorded at the lower of carrying amount or its fair value.

The impairment test for goodwill involves a comparison of the estimated fair value of each of the Group s reporting units to its carrying amount, including goodwill. The Group determines the fair value of a reporting unit using a combination of a discounted cash flow analysis and a market-based approach, which utilize significant unobservable inputs (Level 3) within the fair value hierarchy. The impairment test for intangible assets not subject to amortization involves a comparison of the estimated fair value of the intangible asset with its carrying value. The Group determines the fair value of the intangible asset using a discounted cash flow analysis, which utilizes significant unobservable inputs (Level 3) within the fair value hierarchy. Determining fair value requires the exercise of significant judgment, including judgment about appropriate discount rates, perpetual growth rates, the amount and timing of expected future cash flows for a period of time that comprise five years, as well as relevant comparable company earnings multiples for the market-based approach.

Once an asset has been impaired, it is not remeasured at fair value on a recurring basis; however, it is still subject to fair value measurements to test for recoverability of the carrying amount.

15. Post-employment Benefits

Certain companies in the Group have collective bargaining contracts which include defined benefit pension plans and other retirement benefits for substantially all of their employees. Additionally, the Group has defined benefit pension plans for certain eligible executives and employees. All pension benefits are based on salary and years of service rendered.

Under the provisions of the Mexican labor law, seniority premiums are payable based on salary and years of service to employees who resign or are terminated prior to reaching retirement age. Some companies in the Group have seniority premium benefits which are greater than the legal requirement. After retirement age employees are no longer eligible for seniority premiums.

Post-employment benefits are actuarially determined by using nominal assumptions and attributing the present value of all future expected benefits proportionately over each year from date of hire to age 65. The Group used a 7.0% and 7.2% discount rate and 5.0% and 5.0% salary scale for 2013 and 2012, respectively. The Group used a 7.0% and 6.5% return on assets rate for 2013 and 2012, respectively. The Group used a 3.5% inflation rate for 2013 and 2012. The Group makes voluntary contributions from time to time to trusts for the pension and seniority premium plans which are generally deductible for tax purposes. As of December 31, 2013 and 2012, plan assets were invested in a portfolio that primarily consisted of debt and equity securities, including shares of the Company. Pension and seniority premium benefits are paid when they become due.

The reconciliation between defined benefit obligations and post-employment benefit liability (asset) in the consolidated statements of financial position as of December 31, 2013 and 2012, is presented as follows:

	Pensions	Seniority Premiums	2013
Vested benefit obligations	Ps. 452,160	Ps. 230,070	Ps. 682,230
Unvested benefit obligations	1,341,858	71,424	1,413,282
Defined benefit obligations	1,794,018	301,494	2,095,512
Fair value of plan assets	1,466,568	549,134	2,015,702
Underfunded (overfunded) status of the plan assets	327,450	(247,640)	79,810
Post-employment benefit liability (asset)	Ps. 327,450	Ps. (247,640)	Ps. 79,810

	Pensions	Seniority Premiums	2012
Vested benefit obligations	Ps. 359,664	Ps. 238,488	Ps. 598,152
Unvested benefit obligations	1,344,893	67,466	1,412,359
Defined benefit obligations	1,704,557	305,954	2,010,511
Fair value of plan assets	1,348,334	520,423	1,868,757
Underfunded (overfunded) status of the plan assets	356,223	(214,469)	141,754
Prior service (cost) benefit for plan amendments	(104,290)	1,388	(102,902)
Post-employment benefit liability (asset)	Ps. 251,933	Ps. (213,081)	Ps. 38,852

The components of net periodic pension and seniority premium cost for the years ended December 31, consisted of the following:

	2013	2012
Service cost	Ps. 129,855	Ps. 110,479
Interest cost	124,877	117,646
Prior service cost for plan amendments	3,239	(13,692)
Interest of assets	(114,838)	(122,936)
Loss on curtailments and settlements		(332)
Business acquisition		356
Net cost	Ps. 143,133	Ps. 91,521

The Group s defined benefit obligations, plan assets, funded status and balances in the consolidated statements of financial position as of December 31, 2013 and 2012, associated with post-employment benefits are presented as follows:

	Pensions	Seniority Premiums	2013	2012
Defined benefit obligations:				
Beginning of year	Ps. 1,704,557	Ps. 305,954	Ps. 2,010,511	Ps. 1,769,448
Service cost	98,803	31,052	129,855	110,479
Interest cost	106,219	18,658	124,877	117,646
Benefits paid	(58,818)	(20,065)	(78,883)	(59,636)
Remeasurement of post-employment benefit obligations	(59,375)	(34,712)	(94,087)	72,549
Past service cost	2,632	607	3,239	
Business acquisition				25
End of year	1,794,018	301,494	2,095,512	2,010,511
Fair value of plan assets:				
Beginning of year	1,348,334	520,423	1,868,757	1,798,158
Remeasurement return on plan assets	82,213	32,625	114,838	122,936
Remeasurement of post-employment benefit obligations	34,605	5,171	39,776	(2,516)
Contributions	39,988	3,663	43,651	400
Benefits paid	(38,572)	(12,748)	(51,320)	(50,221)
End of year	1,466,568	549,134	2,015,702	1,868,757
Underfunded (overfunded) status of the plan assets	Ps. 327,450	Ps. (247,640)	Ps. 79,810	Ps. 141,754

The changes in the net post-employment liability (asset) in the consolidated statements of financial position as of December 31, 2013 and 2012, are as follows:

	Pensions	Seniority Premiums	2013	2012
Beginning net post-employment liability (asset)	Ps. 251,933	Ps. (213,081)	Ps. 38,852	Ps. (105,090)
Adjustment for adoption of IAS 19, as amended (see Note 2 (t))	104,290	(1,388)	102,902	
Net periodic cost	125,441	17,692	143,133	91,521
Contributions	(39,988)	(3,663)	(43,651)	(400)
Remeasurement of post employment benefits	(93,980)	(39,883)	(133,863)	75,065
Benefits paid	(20,246)	(7,317)	(27,563)	(22,244)
Ending net post-employment liability (asset)	Ps. 327,450	Ps. (247,640)	Ps. 79,810	Ps. 38,852

The post-employment benefits as of December 31, 2013 and 2012 and remeasurements adjustments for the years ended December 31, 2013 and 2012, are summarized as follows:

	2013	2012
Pensions:		
Defined benefit obligations	Ps. 1,794,018	Ps. 1,704,557
Plan assets	1,466,568	1,348,334
Unfunded (overfunded) status of the plans	327,450	356,223
Remeasurements adjustments (1)	(93,980)	69,899
Seniority premiums:		
Defined benefit obligations	Ps. 301,494	Ps. 305,954
Plan assets	549,134	520,423
Unfunded (overfunded) status of the plans	(247,640)	(214,469)
Remeasurements adjustments (1)	(39,883)	5,166

(1) On defined benefit obligations and plan assets.

If the discount rate of 7.0% used by the Group in 2013 decreased by 50 basis points, the impact on defined benefit obligation would be an increase of Ps.115,535 as of December 31, 2013.

Pension and Seniority Premium Plan Assets

The plan assets are invested according to specific investment guidelines determined by the technical committees of the pension plan and seniority premiums trusts and in accordance with actuarial computations of funding requirements. These investment guidelines require a minimum investment of 30% of the plan assets in fixed rate instruments, or mutual funds comprised of fixed rate instruments. The plan assets that are invested in mutual funds are all rated AA or AAA by at least one of the main rating agencies. These mutual funds vary in liquidity characteristics ranging from one day to one month. The investment goals of the plan assets are to preserve principal, diversify the portfolio, maintain a high degree of liquidity and credit quality, and deliver competitive returns subject to prevailing market conditions. Currently, the plan assets do not engage in the use of financial derivative instruments. The Group s target allocation in the foreseeable future is to maintain approximately 20% in equity securities and 80% in fixed rate instruments.

The weighted average asset allocation by asset category as of December 31, 2013 and 2012, was as follows:

	2013	**2012**
Equity securities (1)	26.1%	24.4%
Fixed rate instruments	73.9%	75.6%
Total	100.0%	100.0%

(1) Included within plan assets at December 31, 2013 and 2012, are shares of the Company held by the trust with a fair value of Ps.247,082 and Ps.208,749, respectively.

The weighted average expected long-term rate of return of plan assets of 7.0% and 7.2% were used in determining net periodic pension cost in 2013 and 2012, respectively. The rate used in 2012 reflected an estimate of long-term future returns for the plan assets. This estimate was primarily a function of the asset classes (equities versus fixed income) in which the plan assets were invested and the analysis of past performance of these asset classes over a long period of time. This analysis included expected long-term inflation and the risk premiums associated with equity investments and fixed income investments.

The following table summarizes the Group s plan assets measured at fair value on a recurring basis as of December 31, 2013 and 2012:

	Balance as of December 31, 2013	Quoted Prices in Active Markets for Identical Assets (Level 1)	Internal Models with Significant Observable Inputs (Level 2)	Internal Models with Significant Unobservable Inputs (Level 3)
Common stocks (1)	Ps. 247,082	Ps. 247,082	Ps.	Ps.
Mutual funds (fixed rate instruments) (2)	881,092	881,092		
Money market securities (3)	609,758	609,758		
Other equity securities	277,770	277,770		
Total investment assets	Ps. 2,015,702	Ps. 2,015,702	Ps.	Ps.

	Balance as of December 31, 2012	Quoted Prices in Active Markets for Identical Assets (Level 1)	Internal Models with Significant Observable Inputs (Level 2)	Internal Models with Significant Unobservable Inputs (Level 3)
Common stocks (1)	Ps. 208,749	Ps. 208,749	Ps.	Ps.
Mutual funds (fixed rate instruments) (2)	858,260	858,260		
Money market securities (3)	545,533	545,533		
Other equity securities	256,215	176,809	79,406	
Total investment assets	Ps. 1,868,757	Ps. 1,789,351	Ps. 79,406	Ps.

(1) Common stocks are valued at the closing price reported on the active market on which the individual securities are traded. All common stock included in this line item relate to the Company s CPOs.

(2) Mutual funds consist of fixed rate instruments. These are valued at the net asset value provided by the administrator of the fund.

(3)

Money market securities consist of government debt securities, which are valued based on observable prices from the new issue market, benchmark quotes, secondary trading and dealer quotes.

The Group does not expect to make significant contributions to its plan assets in 2014.

16. Capital Stock, Stock Purchase Plan and Long-term Retention Plan

Capital Stock

The Company has four classes of capital stock: Series A Shares, Series B Shares, Series D Shares and Series L Sha with no par value. The Series A Shares and Series B Shares are common shares. The Series D Shares are limited-voting and preferred dividend shares, with a preference upon liquidation. The Series L Shares are limited-voting shares.

The Company s shares are publicly traded in Mexico, primarily in the form of Ordinary Participation Certificates (CPOs), each CPO representing 117 shares comprised of 25 Series A Shares, 22 Series B Shares, 35 Series D Share and 35 Series L Shares; and in the United States in the form of Global Depositary Shares (GDS), each GDS representing five CPOs. Non-Mexican holders of CPOs do not have voting rights with respect to the Series A , Series B and Series D Shares.

In April 2011, the Company s stockholders approved, among other matters: (i) the merger of Cablemás, S.A. de C.V. into the Company, for which regulatory approvals were obtained in the first half of 2011; (ii) an increase in the capital stock of the Company in the aggregate amount of Ps.1,359,040, which consisted of 2,901.6 million shares in the form of 24.8 million CPOs, in connection with the merger of Cablemás, S.A. de C.V. into the Company , by which the Company increased its interest in the Cablemás business from 90.8% to 100% (see Note 3); and (iii) an additional issuance of 17,550 million shares of the capital stock of the Company in the form of 150 million CPOs, in the aggregate amount of Ps.10,500,000, which was paid in cash primarily by the special purpose trust of the Company s Long-Term Retention Plan in October 2011.

At December 31, 2013, shares of capital stock and CPOs consisted of (in millions):

	Authorized and Issued (1)	Repurchased by the Company (2)	Held by a Company s Trust (3)	Outstanding
Series A Shares	123,273.9		(9,076.4)	114,197.5
Series B Shares	58,982.9		(6,062.4)	52,920.5
Series D Shares	90,086.5		(5,895.0)	84,191.5
Series L Shares	90,086.5		(5,895.0)	84,191.5
Total	362,429.8		(26,928.8)	335,501.0
Shares in the form of CPOs	301,145.5		(19,706.1)	281,439.4
Shares not in the form of CPOs	61,284.3		(7,222.7)	54,061.6
Total	362,429.8		(26,928.8)	335,501.0
CPOs	2,573.9		(168.4)	2,405.5

(1) As of December 31, 2013, the authorized and issued capital stock amounted to Ps.4,978,126 (nominal Ps.2,494,410).
(2) In connection with a share repurchase program that was approved by the Company s stockholders and is exercised at the discretion of management. In April 2012, the Company s stockholders approved the cancellation of 4,563.5 million shares of capital stock in the form of 39.0 million CPOs which were repurchased by the Company under this program.
(3) In connection with the Company s Stock Purchase Plan and Long-Term Retention Plan described below.

A reconciliation of the number of shares and CPOs outstanding for the years ended December 31, 2013 and 2012, is presented as follows (in millions):

	Series A Shares	Series B Shares	Series D Shares	Series L Shares	Shares Outstanding	CPOs Outstanding
As of January 1, 2012	112,609.5	52,190.9	83,030.8	83,030.8	330,862.0	2,372.3
Acquired by a Company s trust	(78.4)	(69.0)	(109.8)	(109.8)	(367.0)	(3.1)
Released by the stock plans	1,026.2	568.3	904.2	904.2	3,402.9	25.8
As of December 31, 2012	113,557.3	52,690.2	83,825.2	83,825.2	333,897.9	2,395.0
Acquired by a Company s trust	(332.4)	(292.5)	(465.4)	(465.4)	(1,555.7)	(13.3)
Released by the stock plans	972.6	522.8	831.7	831.7	3,158.8	23.8
As of December 31, 2013	114,197.5	52,920.5	84,191.5	84,191.5	335,501.0	2,405.5

Under the Company s bylaws, the Company s Board of Directors consists of 20 members, of which the holders of Series A Shares, Series B Shares, Series D Shares and Series L Shares, each voting as a class, are entitled to elect eleven members, five members, two members and two members, respectively.

Holders of Series D Shares are entitled to receive a preferred dividend equal to 5% of the nominal capital attributable to those Shares (nominal Ps.0.00034412306528 per share) before any dividends are payable in respect of Series A Shares, Series B Shares or Series L Shares. Holders of Series A Shares, Series B Shares and Series L Shares are entitled to receive the same dividends as holders of Series D Shares if stockholders declare dividends in addition to the preferred dividend that holders of Series D Shares are entitled to. If the Company is liquidated, Series D Shares are entitled to a liquidation preference equal to the nominal capital attributable to those Shares nominal Ps.0.00688246130560 per share before any distribution is made in respect of Series A Shares, Series B Shares and Series L Shares.

At December 31, 2013, the restated tax value of the Company s common stock was Ps.41,271,124. In the event of any capital reduction in excess of the tax value of the Company s common stock, such excess will be treated as dividends for income tax purposes (see Note 17).

Stock Purchase Plan

The Company has adopted a Stock Purchase Plan (the Plan) that provides, in conjunction with the Long-term Retention Plan described below, for the conditional sales of up to 8% of the Company s capital stock to key Group employees. Pursuant to this Plan, as of December 31, 2013 and 2012, the Company had assigned approximately 125.7 million CPOs, at sale prices that range from Ps.11.21 to Ps.26.16 per CPO, subject to certain conditions, including vesting periods within five years from the time the awards are granted. The shares sold pursuant to the Plan, some of which have been registered pursuant to a registration statement on Form S-8 under the Securities Act of 1933 of the United States, as amended, can only be transferred to the plan participants when the conditions set forth in the Plan and the related agreements are satisfied.

In January 2013, 2012 and 2011, 2.7 million CPOs, 2.8 million CPOs and 2.7 million CPOs, respectively, were vested and transferred to participants to be paid pursuant to this Plan.

Long-Term Retention Plan

The Company has adopted a Long-Term Retention Plan (the Retention Plan) which supplements the Company s existing Stock Purchase Plan described above, and provides for the conditional sale of the Company s capital stock to key Group employees. Pursuant to the Retention Plan, as of December 31, 2013 and 2012, the Company had assigned approximately 211.6 million CPOs and 173.8 million CPOs or CPOs equivalent, respectively, at sale prices that range from Ps.13.45 per CPO to Ps.60.65 per CPO, subject to certain conditions, including adjustments based on the Group s consolidated operating income and vesting periods between 2009 and 2016. In 2013 and 2012, 24.3 million CPOs and 26.3 million CPOs or CPOs equivalent, respectively, were vested and transferred to participants pursuant to this Retention Plan.

As of December 31, 2013, the designated Retention Plan trust owned approximately 2.6 million CPOs or CPOs equivalents, which have been reserved to a group of employees, and may be sold at a price at least of Ps.36.52 per CPO, subject to certain conditions, in vesting periods between 2018 and 2023.

In connection with the Company s Plan and Retention Plan, the Group has determined the stock-based compensation expense (see Note 2 (x)) by using the Black-Scholes pricing model at the date on which the stock was conditionally sold to personnel under the Group s stock-based compensation plans, on the following arrangements and weighted-average assumptions:

	Stock Purchase Plan		**Long-Term Retention Plan**			
Arrangements:						
Year of grant	2004	2010	2010	2011	2012	2013
Number of CPOs or CPOs equivalent granted	32,918	8,300	24,869	25,000	25,000	39,000
Contractual life	1-3 years	1-3 years	3 years	3 years	3 years	3 years
Assumptions:						
Dividend yield	3%	0.64%	0.48%	0.65%	0.66%	0.54%
Expected volatility (1)	21.81%	35%	35%	25%	27%	24%
Risk-free interest rate	6.52%	4.96%	5%	5.80%	4.90%	4.79%
Expected average life of awards	2.62 years	1.22 years	2.93 years	3.01 years	2.99 years	3.00 years

(1) Volatility was determined by reference to historically observed prices of the Company s CPOs.

A summary of the stock awards for employees as of December 31, is presented below (in Mexican pesos and thousands of CPOs):

	2013		2012	
	CPOs or CPOs Equivalent	**Weighted-Average Exercise Price**	**CPOs or CPOs Equivalent**	**Weighted-Average Exercise Price**
Stock Purchase Plan:				
Outstanding at beginning of year	4,942	13.45	7,738	13.45
Conditionally sold				
Paid by employees	(4,942)	13.45	(2,796)	13.45
Forfeited				
Outstanding at end of year			4,942	13.45
To be paid by employees at end of year			2,203	13.45
Long-Term Retention Plan:				
Outstanding at beginning of year	105,625	47.38	108,680	42.08
Conditionally sold	39,000	59.00	25,000	48.72
Paid by employees	(35,502)	34.65	(27,634)	27.75
Forfeited	(1,050)	41.06	(421)	48.16
Outstanding at end of year	108,073	52.17	105,625	47.38
To be paid by employees at end of year	20,099	38.48	31,342	43.24

As of December 31, 2013, the weighted-average remaining contractual life of the awards under the Stock Purchase Plan and Long-Term Retention Plan is 1.44 years.

As of December 31, 2012, the weighted-average remaining contractual life of the awards under the Stock Purchase Plan and Long-Term Retention Plan is 1.22 years.

17. Retained Earnings and Accumulated Other Comprehensive Income

(a) Retained Earnings:

	Legal Reserve	**Unappropriated Earnings**	**Net Income for the Year**	**Retained Earnings**
Balance at January 1, 2012	Ps. 2,139,007	Ps. 36,687,681	Ps. 6,665,936	Ps. 45,492,624
Appropriation of net income relating to 2011		6,665,936	(6,665,936)	
Dividends paid relating to 2011		(1,002,692)		(1,002,692)

Sale of repurchase shares		(876,775)		(876,775)
Stock-based compensation		628,637		628,637
Share cancellation		(1,929,032)		(1,929,032)
Net income for the year 2012			8,760,637	8,760,637
Balance at December 31, 2012	Ps. 2,139,007	Ps. 40,173,755	Ps. 8,760,637	Ps. 51,073,399
Appropriation of net income relating to 2012		8,760,637	(8,760,637)	
Dividends paid relating to 2012		(2,168,384)		(2,168,384)
Sale of repurchase shares		(254,775)		(254,775)
Stock-based compensation		601,181		601,181
Adjustment for adoption of IAS 19, as amended (see Note 1 (t))		(101,814)		(101,814)
Net income for the year 2013			7,748,279	7,748,279
Balance at December 31, 2013	Ps. 2,139,007	Ps. 47,010,600	Ps. 7,748,279	Ps. 56,897,886

In accordance with Mexican law, the legal reserve must be increased by 5% of annual net profits until it reaches 20% of the capital stock amount. As of December 31, 2013 and 2012, the Company s legal reserve amounted to Ps.2,139,007 and Ps.2,139,007, respectively and was classified into retained earnings in consolidated equity. As the legal reserve reached 20% of the capital stock amount, no additional increases were required in 2013, 2012 and 2011. This reserve is not available for dividends, but may be used to reduce a deficit or may be transferred to stated capital. Other appropriations of profits require the vote of the Company s stockholders.

In April 2013, 2012 and 2011, the Company´s stockholders approved the payment of a dividend of Ps.0.35 per CPO and Ps.0.002991452991 per share of Series A , B , D and L Shares, not in the form of a CPO, which was paid in cash May 2013, 2012 and 2011, in the aggregate amount of Ps.1,084,192, Ps.1,002,692 and Ps.1,023,012, respectively (see Note 16).

In December 2013, the Company s stockholders approved the payment of a dividend of Ps.0.35 per CPO and Ps.0.002991452991 per share of Series A , B , D and L Shares, not in the form of a CPO, which was paid in cash in December 2013 in the aggregate amount of Ps.1,084,192 (see Note 16).

Dividends, either in cash or in other forms, paid by the Mexican companies in the Group will be subject to income tax if the dividends are paid from earnings that have not been subject to Mexican income tax computed on an individual company basis under the provisions of the Mexican Income Tax Law. In this case, dividends will be taxable by multiplying such dividends by a 1.4286 factor and applying to the resulting amount the income tax rate of 30%. This income tax will be paid by the company paying the dividends.

In addition, the 2014 Tax Reform sets forth that entities that distribute dividends to its stockholders who are individuals or foreign residents must withhold 10% thereof for income tax purposes, which will be paid in Mexico. The foregoing will not be applicable when distributed dividends arise from the taxed net earnings account computed on an individual company basis generated through December 31, 2013.

As of December 31, 2013, cumulative earnings that have been subject to income tax and can be distributed by the Company free of Mexican income tax were approximately Ps.54,181,190.

(b) Accumulated Other Comprehensive Income:

Changes	Available For-Sale Investments	Exchange Differences	Remeasurement of Post-employment Benefit Obligations	Cash Flow Hedges	Share of Equity Accounts	Income Tax	Total
Accumulated at January 1, 2011	Ps. 698,257	Ps.	Ps.	Ps. (152,379)	Ps. 147,309	Ps. (146,652)	Ps. 546,535
Changes in other comprehensive income	838,624	217,152	1,777	75,104	(37,314)	(318,676)	776,667
Accumulated at December 31, 2011	1,536,881	217,152	1,777	(77,275)	109,995	(465,328)	1,323,202
Changes in other comprehensive income	164,625	(269,408)	(71,569)	(141,098)	50,606	(183,474)	(450,318)
Reclassifications	933,000						933,000
Accumulated at December 31, 2012	2,634,506	(52,256)	(69,792)	(218,373)	160,601	(648,802)	1,805,884
	1,881,292	59,065	128,210	17,025	105,259	(602,684)	1,588,167

Changes in other comprehensive income													
Accumulated at December 31, 2013	Ps.	4,515,798	Ps.	6,809	Ps.	58,418	Ps.	(201,348)	Ps.	265,860	Ps.	(1,251,486)	Ps. 3,394,051

18. Non-controlling Interests

Non-controlling interests as of December 31, 2013 and 2012, consisted of:

	2013	2012
Capital stock (1) (2)	Ps. 1,330,520	Ps. 1,330,426
Additional paid-in capital (1) (2)	3,137,163	3,137,342
Legal reserve	152,962	130,139
Retained earnings from prior years (2) (3) (4)	3,146,744	1,980,577
Net income for the year	2,485,848	1,308,531
Accumulated other comprehensive income (loss):		
Cumulative result from hedge derivative contracts, net of income taxes		
Cumulative result from foreign currency translation	12,164	6,638
Remeasurement of post-employment benefit obligations on defined benefit plans	2,598	(3,055)
	Ps. 10,267,999	Ps. 7,890,598

(1) In March 2011, the stockholders of Empresas Cablevisión, S.A.B. de C.V. made a capital contribution in cash to increase the capital stock of this Company s subsidiary in the aggregate amount of Ps.3,000,000, of which Ps.1,469,165 was contributed by non-controlling interests.

(2) In March 2011, the stockholders of Cablemás, S.A. de C.V. approved a capital distribution and a payment of dividends in the amount of Ps.4,580,463 and Ps.3,200,451, respectively, of which Ps.1,910,000 and Ps.1,334,000, respectively, were paid to its non-controlling interests.

(3) In 2012 and 2011, the holding companies of the Sky segment paid a dividend to its equity owners in the aggregate amount of Ps.1,350,000 and Ps.1,850,000, respectively, of which Ps.558,000 and Ps.764,667, respectively, were paid to its non-controlling interests.
(4) In 2013, 2012 and 2011, the stockholders of Sistema Radiópolis, S.A. de C.V. approved the payment of dividends in the amount of Ps.135,000, Ps.135,000 and Ps.120,000, respectively, of which Ps.67,500, Ps.67,500 and Ps.60,000, respectively, were paid to its non-controlling interest.

Amounts of consolidated current assets, non-current assets, current liabilities and non-current liabilities of Sky and Empresas Cablevisión as of December 31, 2013 and 2012, are set forth as follows:

	Sky		**Empresas Cablevisión**	
	2013	**2012**	**2013**	**2012**
Assets:				
Current assets	Ps. 6,277,815	Ps. 4,332,539	Ps. 2,663,597	Ps. 3,236,431
Non-current assets	16,523,748	13,014,150	13,722,882	11,848,183
Total assets	22,801,563	17,346,689	16,386,479	15,084,614
Liabilities:				
Current liabilities	5,611,050	4,102,980	3,144,039	2,942,166
Non-current liabilities	7,409,336	7,517,248	2,201,091	2,043,290
Total liabilities	13,020,386	11,620,228	5,345,130	4,985,456
Net assets	Ps. 9,781,177	Ps. 5,726,461	Ps. 11,041,349	Ps. 10,099,158

Amounts of consolidated net sales, net income or loss and total comprehensive income or loss of Sky and Empresas Cablevisión for the years ended December 31, 2013 and 2012, are set forth as follows:

	Sky		**Empresas Cablevisión**	
	2013	**2012**	**2013**	**2012**
Net sales	Ps. 16,098,251	Ps. 14,465,345	Ps. 8,522,576	Ps. 7,885,530
Net income	4,041,987	2,108,971	941,096	934,876
Total comprehensive income	4,054,716	1,996,458	941,096	934,368

As of December 31, 2013, the Group has a payable amount corresponding to dividends amounting Ps.5,587.

19. Transactions with Related Parties

The principal transactions carried out by the Group with affiliated companies, including equity investees, stockholders and entities in which stockholders have an equity interest, for the years ended December 31, were as follows:

	2013	**2012**	**2011**
Revenues and interest income:			
Royalties (Univision) (a)	Ps. 3,522,746	Ps. 3,261,522	Ps. 2,823,483
	280,537	247,155	80,241

Programming production and transmission rights (b)			
Telecom services (c)	148,926	91,918	
Administrative services (d)	59,568	48,692	124,357
Advertising (e)	432,123	194,647	16,104
Interest income (f)	265,096	225,867	231,668
	Ps. 4,708,996	Ps. 4,069,801	Ps. 3,275,853
Costs and expenses:			
Donations	Ps. 127,991	Ps. 108,496	Ps. 107,595
Administrative services (d)	17,849	1,117	20,043
Technical services (g)	112,823	61,158	67,773
Programming production and transmission rights and Telecom (h)	288,990	135,307	201,775
	Ps. 547,653	Ps. 306,078	Ps. 397,186

(a) The Group receives royalties from Univision for programming provided pursuant to a PLA, as amended. The amended PLA includes a provision for certain yearly minimum guaranteed advertising, with a value of U.S.$72.6 million, U.S.$71.5 million and U.S.$69.9 million for the fiscal years 2013, 2012 and 2011, respectively, to be provided by Univision, at no cost, for the promotion of the Group s businesses (see Notes 3, 9 and 10).

(b) Services rendered to Univision in 2013, Univision and OCEN in 2012, and Univision, La Sexta and OCEN in 2011.

(c) Services rendered to GSF and GTAC in 2013 and 2012. GSF, including Iusacell, became related parties to the Group in June 2012, with the conversion of debentures issued by GSF into capital stock of GSF (see Notes 3, 9, 10 and 26).
(d) The Group receives revenue from and is charged by affiliates for various services, such as equipment rental, security and other services, at rates which are negotiated. The Group provides management services to affiliates, which reimburse the Group for the incurred payroll and related expenses. Includes technical assistance rendered to Univision in 2011.
(e) Advertising services rendered to Iusacell, Univision, OCEN and Editorial Clío, Libros y Videos, S.A. de C.V. (Editorial Clío) in 2013 and 2012 and OCEN and Editorial Clío in 2011.
(f) Includes in 2013, 2012 and 2011 interest income from the Group s investment in convertible debentures issued by BMP in the aggregate amount of Ps.215,702, Ps.221,540 and Ps.215,959, respectively (see Notes 3 and 9).
(g) In 2013, 2012 and 2011, Sky received services from a subsidiary of DirecTV Latin America for play-out, uplink and downlink of signals.
(h) Received mainly from Iusacell and Univision in 2013 and 2012 and Barra Deportiva, S.A. de C.V. and Univision in 2011.

Other transactions with related parties carried out by the Group in the normal course of business include the following:

(1) A consulting firm controlled by a relative of one of the Company s directors, has provided consulting services and research in connection with the effects of the Group s programming on its viewing audience. Total fees for such services during 2013, 2012 and 2011 amounted to Ps.22,032, Ps.18,239 and Ps.17,291, respectively.
(2) From time to time, a Mexican bank has made loans to the Group, on terms substantially similar to those offered by the bank to third parties. Some members of the Company s Board serve as Board members of this bank.
(3) Two of the Company s directors are members of the Board of, as well as, in the case of one of them, a stockholder of, a Mexican company, which is a producer, distributor and exporter of beer in Mexico. Such company purchases advertising services from the Group in connection with the promotion of its products from time to time, paying rates applicable to third-party advertisers for these advertising services.
(4) Several other current members of the Company s Board serve as members of the Boards and/or are stockholders of other companies, some of which purchased advertising services from the Group in connection with the promotion of their respective products and services, paying rates applicable to third-party advertisers for these advertising services.
(5) During 2013, 2012 and 2011, a professional services firm in which the current Secretary of the Company´s Board maintains an interest provided legal advisory services to the Group in connection with various corporate matters. Total fees for such services amounted to Ps.59,733, Ps.59,936 and Ps.27,287, respectively.
(6) During 2013, 2012 and 2011, a company in which a current director and executive of the Company is a stockholder, purchased unsold advertising from the Group for a total of Ps.350,172, Ps.365,908 and Ps.353,000, respectively.
(7) During 2013, 2012 and 2011, a professional services firm in which two current directors of the Company maintain an interest provided finance advisory services to the Group in connection with various corporate matters. Total fees for such services amounted to Ps.12,712, Ps.146,185 and Ps.11,908, respectively.
(8) A current member of the Company s Board serves as a member of the Board of a Mexican company, which controls the principal chain of convenience stores in Mexico. Such company entered into an agreement with the Group to sell online lottery tickets from the Group s gaming business in its convenience stores. Total fees for such services during 2013 amounted to Ps.8,856.

During 2013, 2012 and 2011, the Group paid to its directors, alternate directors and executive officers an aggregate compensation of Ps.547,264, Ps.521,687 and Ps.494,800, respectively, for services in all capacities. This compensation included certain amounts related to the use of assets and services of the Group, as well as travel expenses reimbursed to directors and executive officers. Projected benefit obligations related to the Group s directors, alternate directors and executive officers amounted to Ps.146,686, Ps.140,735 and Ps.123,700 as of December 31, 2013, 2012 and 2011, respectively. Contributions made by the Group to the pension and seniority premium plans on behalf of these directors and executive officers amounted to Ps.141,099, Ps.130,809 and Ps.97,100 as of December 31, 2013, 2012 and 2011, respectively. In addition, the Group has made conditional sales of the Company s CPOs to its directors and executive officers under the Stock Purchase Plan and the Long-term Retention Plan.

The balances of receivables between the Group and affiliates as of December 31, 2013 and 2012, were as follows:

	2013	2012
Receivables:		
BMP, including Univision	Ps. 385,086	Ps. 715,719
GSF, including Iusacell	712,379	654,220
Other	256,176	66,953
	Ps. 1,353,641	Ps. 1,436,892

All significant account balances included in amounts due from affiliates bear interest. In 2013 and 2012, average interest rates of 6.2% and 6.8% were charged, respectively. Advances and receivables are short-term in nature; however, these accounts do not have specific due dates.

Customer deposits and advances as of December 31, 2013 and 2012, included deposits and advances from affiliates and other related parties, in an aggregate amount of Ps.938,071 and Ps.674,906, respectively, which were primarily made by Iusacell, Grupo TV Promo, S.A. de C.V. and Univision in 2013 and 2012.

In the second half of 2012, a subsidiary of the Company entered into an amended lease contract with GTAC for the right to use certain capacity in a telecommunication network. This amended lease agreement contemplates annual payments to GTAC in the amount of Ps.41,400 through 2029 beginning in August 2012, subject to inflation restatement, as well as an annual maintenance charge, which amount is to be agreed with by the parties at the end of each year, and was determined in the amount of Ps.8,793 for 2012. In the fourth quarter of 2012, the Group recognized this amended lease agreement as a finance lease obligation in the net amount of Ps.625,711 (see Notes 10, 12 and 13).

20. Cost of Sales, Selling Expenses and Administrative Expenses

Cost of sales represents primarily the production cost of programming, acquired programming and transmission rights at the moment of broadcasting or at the time the produced programs are sold and became available for broadcast. Such cost of sales also includes benefits to employees and post-employment benefits, network maintenance and interconnections, satellite links, paper and printing, depreciation of property, plant and equipment, leases of real estate property, and amortization of intangible assets.

Selling expenses and administrative expenses include primarily benefits to employees, sale commissions, postemployment benefits, share-based compensation to employees, depreciation of property and equipment, leases of real estate property, and amortization of intangibles.

The amount of depreciation and amortization included in cost of sales, selling expenses and administrative expenses, is as follows:

	2013	2012	2011
Cost of sales	Ps. 7,328,817	Ps. 6,150,592	Ps. 5,353,306
Selling expenses	675,039	619,627	527,819
Administrative expenses	1,842,510	1,704,021	1,480,427
	Ps. 9,846,366	Ps. 8,474,240	Ps. 7,361,552

Amortization of other intangible assets included in cost of sales amounted to Ps.185,080, Ps.195,957 and Ps.226,529, for the years ended December 31, 2013, 2012 and 2011, respectively.

Employee benefits, share-based compensation and post-employment benefits incurred by the Group for the years ended December 31, 2013, 2012 and 2011, were as follows:

	2013	2012	2011
Employee benefits	Ps. 13,242,633	Ps. 11,540,341	Ps. 9,817,823

Share-based compensation	601,181	628,637	649,325
Post-employment benefits	143,133	91,521	69,762
	Ps. 13,986,947	Ps. 12,260,499	Ps. 10,536,910

21. Other Expense, Net

Other (expense) income for the years ended December 31, is analyzed as follows:

	2013	2012	2011
Gain on disposition of investment (1)	Ps.	Ps. 24,856	Ps.
Donations (see Note 19)	(136,225)	(118,532)	(122,238)
Financial advisory and professional services (2)	(167,888)	(296,046)	(137,227)
Loss on disposition of property and equipment	(92,873)	(358,221)	(222,181)
Other income from Univision (3)	370,218		
Other, net	(56,382)	97,511	(112,015)
	Ps. (83,150)	Ps. (650,432)	Ps. (593,661)

(1) In 2012 included a gain on disposition of a 40.8% interest in La Sexta in the amount of Ps.24,856 (see Notes 3 and 9).
(2) Includes financial advisory services in connection with contemplated dispositions and strategic planning projects and professional services in connection with certain litigation and other matters (see Notes 3 and 19).
(3) In 2013 this income is related to the release of certain rights with DirecTV held by the Group in the United States.

22. Finance Income (Expense)

Finance (expense) income for the years ended December 31, 2013, 2012 and 2011, included:

	2013	2012	2011
Interest expense	Ps. (4,803,151)	Ps. (4,369,276)	Ps. (4,174,455)
Foreign exchange loss, net	(283,821)		(713,628)
Other finance expense, net (1)		(152,909)	(899,410)
Finance expense	(5,086,972)	(4,522,185)	(5,787,493)
Interest income (2)	1,129,955	1,044,321	1,146,517
Foreign exchange gain, net		127,372	
Other finance income, net (1)	4,841,734		
Finance income	5,971,689	1,171,693	1,146,517
Finance income (expense), net	Ps. 884,717	Ps. (3,350,492)	Ps. (4,640,976)

(1) Other finance income (expense), net, consisted primarily of (loss) or gain from derivative financial instruments. In 2013, 2012 and 2011 included changes in fair value from an embedded derivative in a host contract related to the

Group s investment in convertible debentures issued by BMP in the amount of Ps.4,988,479, Ps.901,623 and Ps.(503,200), respectively. In 2012 also included a non-cash cumulative net loss of Ps.(933,000) from changes in fair value related to the Group s investment in debentures issued by GSF, which amount was reclassified from accumulated other comprehensive loss to consolidated income in connection with the conversion of debentures issued by GSF into shares of common stock of GSF in June 2012 (see Notes 3, 9, 10 and 14).

(2) In 2013 included interest income from the Group s investments in financial instruments issued by Ares and BMP in the aggregate amount of Ps.358,927. In 2013, 2012 and 2011 included interest income from the Group s investments in convertible debentures issued by BMP and GSF in the aggregate amount of Ps.215,702, Ps.411,152 and Ps.435,281, respectively (see Notes 3, 9, 10 and 14).

23. Income Taxes

The income tax provision for the years ended December 31, was comprised of:

	2013	2012	2011
Income taxes, current (1)	Ps. (6,496,684)	Ps. (4,833,347)	Ps. (4,309,129)
Deconsolidation income taxes 2014 Tax Reform (2)	(7,360,403)		
Income taxes, deferred	10,128,125	780,056	1,083,062
	Ps. (3,728,962)	Ps. (4,053,291)	Ps. (3,226,067)

(1) In 2013, this line item includes income taxes computed by the Company on a tax consolidated basis for the year ended December 31, 2013, IETU (flat tax) for the year ended December 31, 2013, and amounts resulting from income taxes related to prior years, including the tax payment made in connection with the matter discussed in Note 26.

(2) In 2013, this line item reflects the effects of the elimination of the tax consolidation regime resulting from the 2014 Tax Reform, which includes the recognition of an additional income tax liability in the aggregate amount of Ps.6,813,595.

The Mexican corporate income tax rate was 30% in 2013, 2012 and 2011. In accordance with the 2014 Tax Reform, the corporate income tax rate will be 30% in 2014 and thereafter.

2014 Tax Reform

In the last quarter of 2013, the Mexican Congress enacted a new Tax Reform (the 2014 Tax Reform), which became effective as of January 1, 2014. Among the tax reforms approved by the Mexican Congress, one of the most relevant changes was the elimination of the tax consolidation regime allowed for Mexican controlling companies through December 31, 2013.

As a result of this change, beginning on January 1, 2014, the Company is no longer allowed to consolidate income or loss of its Mexican subsidiaries for income tax purposes and (i) accounted for an additional income tax liability for the elimination of the tax consolidation regime in the aggregate amount of Ps.6,813,595 as of December 31, 2013, of which Ps.6,629,865 was classified as non-current liabilities as of that date; (ii) recognized a benefit from tax loss carryforwards of Mexican companies in the Group in the aggregate amount of Ps.7,936,044 as of December 31, 2013; and (iii) adjusted the carrying amount of deferred income taxes from temporary differences by recognizing such effects on a separate company basis by using the enacted corporate income tax rate as of December 31, 2013.

2010 Tax Reform

In December 2009, the Mexican government enacted certain amendments and changes to the Mexican Income Tax Law that became effective as of January 1, 2010 (the 2010 Mexican Tax Reform). These amendments and changes included, among other, the following provisions: (i) under certain circumstances, the deferred income tax benefit derived from tax consolidation of a parent company and its subsidiaries is limited to a period of five years; therefore, the resulting deferred income tax has to be paid starting in the sixth year following the fiscal year in which the deferred income tax benefit was received; and (ii) the payment of this tax has to be made in installments of 25% in the first and second year, 20% in the third year and 15% in the fourth and fifth year.

The effects of income tax payable as of December 31, 2013 and 2012, in connection with the 2010 Mexican Tax Reform, are as follows:

	2013	2012
Tax losses of subsidiaries, net	Ps. 350,197	Ps. 431,872
Dividends distributed among the Group s entities	81,029	
	431,226	431,872
Less: Current portion (a)	260,285	59,801
Non-current portion (b)	Ps. 170,941	Ps. 372,071

(a) Income tax provision accounted for as income taxes payable in the consolidated statement of financial position as of December 31, 2013 and 2012.

(b) Income tax provision accounted for as long-term income taxes payable in the consolidated statement of financial position as of December 31, 2013 and 2012.

The following items represent the principal differences between income taxes computed at the statutory rate and the Group s provision for income taxes.

	% 2013	% 2012	% 2011
Statutory income tax rate	30	30	30
Differences in inflation adjustments for tax and book purposes	2	4	
Unconsolidated income tax		1	(2)
Non-controlling interest	(1)	(1)	(1)
Asset tax	1	(8)	(3)
Intangible assets and transmission rights	(13)		
Tax loss carryforwards	(59)		
2014 Tax Reform	53		
Income tax effect from prior years	12		
Foreign operations		(6)	(4)
Share of loss in joint ventures and associates, net	1	1	
Effect of conversion of convertible bonds		7	
Change in income tax rate	1		
Flat rate business tax		1	9
Effective income tax rate	27	29	29

As a result of the 2014 Tax Reform and the elimination of the tax consolidation regime effective on January 1, 2014, the Group recognized the benefits from tax loss carryforwards of certain companies in the Group as of December 31, 2013. The years of expiration of tax loss carryforwards as of December 31, 2013 are as follows:

Year of expiration	Tax loss carryforwards
2014	Ps. 311,507
2015	849,630
2016	984,524
2017	243,508
2018	2,455,875
Thereafter	21,608,436
	Ps. 26,453,480

During 2013, 2012 and 2011, certain Mexican subsidiaries utilized unconsolidated operating tax loss carryforwards in the amounts of Ps.581,564, Ps.317,221 and Ps.1,414,092, respectively which included the operating tax loss carryforwards related to the non-controlling interest of Sky.

Unused tax loss carryforwards from subsidiaries in South America, the United States, and Europe amounted to Ps.1,246,961 as of December 31, 2013, and mature between 2014 and 2032.

The deferred income taxes as of December 31, 2013 and 2012, were principally derived from the following temporary differences:

	2013	2012
Assets:		
Accrued liabilities	Ps. 1,455,444	Ps. 1,655,731
Allowance for doubtful accounts	753,090	612,003
Customer advances	2,480,552	2,294,882
Intangible assets and transmission rights	755,985	
Liabilities:		
Investments	(1,147,683)	(647,368)
Property, plant and equipment, net	(1,727,736)	(2,166,293)
Derivative financial instruments	(366,225)	(559,086)
Intangible assets and transmission rights		(816,104)
Prepaid expenses and other items	(542,435)	(106,050)
Deferred income taxes of Mexican companies	1,660,992	267,715
Deferred income taxes of foreign subsidiaries	165,832	169,047
Asset tax	845,910	903,484
Flat rate business tax		(239,515)
Tax loss carryforwards	7,936,044	
Deferred income tax asset, net	Ps. 10,608,778	Ps. 1,100,731

The gross movement on the deferred income tax account is as follows:

	2013	2012
At January 1	Ps. 1,100,731	Ps. 451,885
Income statement charge	10,128,125	780,056
Tax charge relating to components of other comprehensive income	(617,803)	(120,846)
Tax charged directly to equity	(2,275)	(10,364)
At December 31	Ps. 10,608,778	Ps. 1,100,731

The analysis of deferred tax assets and liabilities is as follows:

	2013	2012
Deferred tax assets:		
Deferred tax assets to be recovered after more than 12 months	Ps. 12,752,051	Ps. 1,249,642
Deferred tax assets to be recovered within 12 months	3,563,016	3,105,976
Deferred tax liabilities:		

Deferred tax liabilities to be paid after more than 12 months	(4,640,993)	(1,817,807)
Deferred tax liabilities to be paid within 12 months	(1,065,296)	(1,437,080)
Deferred tax assets, net	Ps. 10,608,778	Ps. 1,100,731

The tax (charge) credit relating to components of other comprehensive income is as follows:

	2013		
	Before tax	Tax (charge) credit	After tax
Remeasurement of post-employment benefit obligations	Ps. 133,863	Ps.	Ps. 133,863
Exchange differences on translating foreign operations	64,591	15,119	79,710
Equity instruments	254,662	(80,657)	174,005
Derivative financial instruments cash flow hedges	17,025	(717)	16,308
1.5% Convertible debentures due 2025 issued by BMP	592,810	(212,804)	380,006
Convertible debt instruments issued by Ares	100,333	(30,100)	70,233
Long-term debt financial instrument issued by Ares	(54,184)	16,255	(37,929)
Available-for-sale investments	987,671	(309,780)	677,891
Share of income of joint ventures and associates	105,259		105,259
Other comprehensive income	Ps. 2,202,030	(602,684)	Ps. 1,599,346
Current tax		15,119	
Deferred tax		Ps. (617,803)	

	2012		
	Before tax	Tax (charge) credit	After tax
Remeasurement of post-employment benefit obligations	Ps. (75,065)	Ps.	Ps. (75,065)
Exchange differences on translating foreign operations	(287,343)	82,483	(204,860)
Equity instruments	212,948	(59,625)	153,323
Derivatives financial instruments cash flow hedges	(141,098)	41,379	(99,719)
1.5% Convertible debentures due 2025 issued by BMP	1,202,489	(336,698)	865,791
Convertible debentures issued by GSF:			
Loss from changes in fair value	(1,628,675)	456,029	(1,172,646)
Reclassification accumulated result	933,000	(261,240)	671,760
Available-for-sale investments	377,863	(105,802)	272,061

Share of income of joint ventures and associates		50,606				50,606
Other comprehensive income	Ps.	644,725		(183,474)	Ps.	461,251
Current tax				(62,628)		
Deferred tax			Ps.	(120,846)		

	2011					
	Before tax		Tax (charge) credit		After tax	
Remeasurement of post-employment benefit obligations	Ps.	2,218	Ps.		Ps.	2,218
Exchange differences on translating foreign operations		241,725		(54,782)		186,943
Derivatives financial instruments cash flow hedges		150,016		(54,610)		95,406
1.5% Convertible debentures due 2025 issued by BMP		545,136		(152,600)		392,536
Convertible debentures issued by GSF:						
Gain from changes in fair value		695,675		(194,789)		500,886
Available-for-sale investments		(402,187)		112,612		(289,575)
Share of loss of joint ventures and associates		(37,314)				(37,314)
Other comprehensive income	Ps.	1,195,269		(344,169)	Ps.	851,100
Current tax				90,329		
Deferred tax			Ps.	(434,498)		

IETU

Through December 31, 2013, Mexican companies were subject to paying the greater of the Flat Rate Business Tax (Impuesto Empresarial a Tasa Única or IETU) or the income tax. As part of the 2014 Tax Reform, the IETU was eliminated for Mexican companies beginning on January 1, 2014. The IETU was calculated by applying a tax rate of 17.5%. Although the IETU was defined as a minimum tax, it had a wider taxable base as some of the tax deductions allowed for income tax purposes were not allowed for the IETU. Through December 31, 2013, the Company paid primarily regular income tax on a tax consolidated basis.

24. Earnings per CPO/Share

At December 31, 2013 and 2012, the weighted average of outstanding total shares, CPOs and Series A , Series B , Series D and Series L Shares (not in the form of CPO units), was as follows (in thousands):

	2013	2012
Total Shares	335,263,053	333,371,978
CPOs	2,404,309	2,392,401
Shares not in the form of CPO units:		
Series A Shares	53,767,382	53,542,125
Series B Shares	187	187
Series D Shares	239	239
Series L Shares	239	239

Basic earnings per CPO and per each Series A , Series B , Series D and Series L Share (not in the form of a CPO uni for the years ended December 31, 2013, 2012 and 2011, are presented as follows:

	2013		2012		2011	
	Per CPO	Per Each Series A , B , D and L Share	Per CPO	Per Each Series A , B , D and L Share	Per CPO	Per Each Series A , B , D and L Share
Net income attributable to stockholders of the Company	Ps. 2.71	Ps. 0.02	Ps. 3.08	Ps. 0.03	Ps. 2.37	Ps. 0.02

Diluted earnings per CPO and per Share attributable to stockholders of the Company:

	2013	2012
Total Shares	362,429,887	362,429,887
CPOs	2,573,894	2,573,894
Shares not in the form of CPO units:		
Series A Shares	58,926,613	58,926,613
Series B Shares	2,357,208	2,357,208
Series D Shares	239	239

Series L Shares	239	239

Diluted earnings per CPO and per each Series A , Series B , Series D and Series L Share (not in the form of a CPO unit) for the years ended December 31, 2013, 2012 and 2011, are presented as follows:

	2013		**2012**		**2011**	
	Per CPO	**Per Each Series A , B , D and L Share**	**Per CPO**	**Per Each Series A , B , D and L Share**	**Per CPO**	**Per Each Series A , B , D and L Share**
Net income attributable to stockholders of the Company	Ps. 2.50	Ps. 0.02	Ps. 2.83	Ps. 0.02	Ps. 2.24	Ps. 0.02

25. Segment Information

Reportable segments are those that are based on the Group s method of internal reporting.

The Group is organized on the basis of services and products. The Group s segments are strategic business units that offer different entertainment services and products. The Group s reportable segments are as follows:

Content

At the beginning of 2012, the Group adjusted its segment reporting. Beginning in the first quarter of 2012, the business activities of Television Broadcasting, Pay Television Networks and Programming Exports, which were previously reported as separate reportable segments, and the Internet business, which was previously reported as part of the Other Businesses segment, are reported as a single segment, Content. The new Content segment categorizes the Group s sources of content revenue as follows: (a) Advertising; (b) Network Subscription Revenue; and (c) Licensing and Syndication. Given the cost structure of the Group s Content business, operating segment income is reported as a single line item.

The Advertising revenue is derived primarily from the sale of advertising time on the Group s television broadcast operations, which include the production of television programming and nationwide broadcasting of Channels 2, 4, 5 and 9 (television networks), as well as the sale of advertising time on programs provided to pay television companies in Mexico and advertising revenue in the Group s Internet business and the production of television programming and broadcasting for local television stations in Mexico and the United States. The broadcasting of television networks is performed by television repeater stations in Mexico which are wholly-owned, majority-owned or minority-owned by the Group or otherwise affiliated with the Group s networks.

The Network Subscription revenue is derived from domestic and international programming services provided to independent cable television systems in Mexico and the Group s direct-to-home (DTH) satellite and cable television businesses. These programming services for cable and pay-per-view television companies are provided in Mexico, other countries in Latin America, the United States and Europe. The programming services consist of both programming produced by the Group and programming produced by others.

The Licensing and Syndication revenue is derived from international program licensing and syndication fees. The Group s television programming is licensed and syndicated to customers abroad, including Univision.

Publishing

The Publishing segment primarily consists of publishing Spanish-language magazines in Mexico, the United States and Latin America. Publishing revenues include subscriptions, sales of advertising space and magazine sales to distributors.

Sky

The Sky segment includes DTH broadcast satellite pay television services in Mexico, Central America and the Dominican Republic. Sky revenues are primarily derived from program services, installation fees and equipment rental to subscribers, and national advertising sales.

Telecommunications

The Telecommunications segment includes the operation of a telecommunication system in the Mexico City metropolitan area (Cablevisión); the operation of telecommunication facilities through a fiber-optic network that covers the most important cities and economic regions of Mexico and the cities of San Antonio and San Diego in the United States (Bestel); the operation of telecommunication networks covering 50 cities of Mexico (Cablemás); and the operation of telecommunications networks covering Monterrey and suburban areas (Cablevisión). The telecommunication businesses derive revenues from cable subscribers, principally from basic and premium television services subscription, pay-per-view fees, installation fees, Internet services subscription and telephone services subscription as well as from local and national advertising sales.

Also, the telecommunication facilities business derives revenues from providing data and long-distance services solutions to carriers and other telecommunications service providers through its fiber-optic network.

Other Businesses

The Other Businesses segment includes the Group s domestic operations in sports and show business promotion, soccer, feature film production and distribution, gaming, radio, and publishing distribution.

The table below presents information by segment and a reconciliation to consolidated total for the years ended December 31:

	Total Revenues	Intersegment Revenues	Consolidated Revenues	Segment Income (Loss)
2013:				
Content	Ps. 33,817,614	Ps. 822,694	Ps. 32,994,920	Ps. 15,565,959
Publishing	3,218,296	58,346	3,159,950	328,901
Sky	16,098,262	24,143	16,074,119	7,340,525
Telecommunications	17,138,795	106,271	17,032,524	6,131,773
Other Businesses	4,855,068	325,870	4,529,198	493,146
Segment totals	75,128,035	1,337,324	73,790,711	29,860,304
Reconciliation to consolidated amounts:				
Eliminations and corporate expenses	(1,337,324)	(1,337,324)		(1,192,453)
Depreciation and amortization expense				(9,846,366)
Consolidated total before other expense	73,790,711		73,790,711	18,821,485(1)
Other expense, net				(83,150)
Consolidated total	Ps. 73,790,711	Ps.	Ps. 73,790,711	Ps. 18,738,335(2)

	Total Revenues	Intersegment Revenues	Consolidated Revenues	Segment Income (Loss)
2012:				
Content	Ps. 32,884,119	Ps. 762,072	Ps. 32,122,047	Ps. 15,411,148
Publishing	3,452,988	60,707	3,392,281	447,630
Sky	14,465,341	64,068	14,401,273	6,558,033
Telecommunications	15,570,433	66,160	15,504,273	5,812,785
Other Businesses	4,211,227	340,692	3,870,535	183,933
Segment totals	70,584,108	1,293,699	69,290,409	28,413,529
Reconciliation to consolidated amounts:				
Eliminations and corporate expenses	(1,293,699)	(1,293,699)		(1,149,304)

Depreciation and amortization expense				(8,474,240)
Consolidated total before other expense	69,290,409		69,290,409	18,789,985(1)
Other expense, net				(650,432)
Consolidated total	Ps. 69,290,409	Ps.	Ps. 69,290,409	Ps. 18,139,553(2)

	Total Revenues	Intersegment Revenues	Consolidated Revenues	Segment Income (Loss)
2011:				
Content	Ps. 30,685,668	Ps. 869,591	Ps. 29,816,077	Ps. 14,480,679
Publishing	3,191,788	67,865	3,123,923	454,729
Sky	12,479,158	39,665	12,439,493	5,789,759
Telecommunications	13,635,354	44,542	13,590,812	4,778,570
Other Businesses	3,825,268	214,032	3,611,236	(132,316)
Segment totals	63,817,236	1,235,695	62,581,541	25,371,421
Reconciliation to consolidated amounts:				
Eliminations and corporate expenses	(1,235,695)	(1,235,695)		(1,142,532)
Depreciation and amortization expense				(7,361,552)
Consolidated total before other expense	62,581,541		62,581,541	16,867,337(1)
Other expense, net				(593,661)
Consolidated total	Ps. 62,581,541	Ps.	Ps. 62,581,541	Ps. 16,273,676(2)

(1) Consolidated total represents income before other expense.
(2) Consolidated total represents consolidated operating income.

Accounting Policies

The accounting policies of the segments are the same as those described in the Group s summary of significant accounting policies (see Note 2). The Group evaluates the performance of its segments and allocates resources to them based on operating income before depreciation and amortization.

Intersegment Revenue

Intersegment revenue consists of revenues derived from each of the segments principal activities as provided to other segments.

The Group accounts for intersegment revenues as if the revenues were from third parties, that is, at current market prices.

Allocation of Corporate Expenses

Non-allocated corporate expenses include payroll for certain executives, related employee benefits and other general than are not subject to be allocated within the Group s business segments.

The table below presents segment information about assets, liabilities, and additions to property, plant and equipment as of and for the years ended December 31:

	Segment Assets at Year-End	Segment Liabilities at Year-End	Additions to Property, Plant and Equipment
2013:			
Continuing operations:			
Content	Ps. 70,710,221	Ps. 38,646,427	Ps. 1,897,619
Publishing	2,244,618	670,246	8,902
Sky	21,099,963	11,377,840	5,095,984
Telecommunications	34,127,143	8,031,719	7,633,784
Other Businesses	7,038,279	1,860,262	234,383
Total	Ps. 135,220,224	Ps. 60,586,494	Ps. 14,870,672
2012:			
Continuing operations:			
Content	Ps. 64,858,049	Ps. 29,195,783	Ps. 1,490,228
Publishing	2,293,466	605,401	4,975
Sky	17,003,339	10,835,530	8,057,262
Telecommunications	29,282,141	6,582,298	5,994,469
Other Businesses	6,009,585	1,241,517	247,895
Total	Ps. 119,446,580	Ps. 48,460,529	Ps. 15,794,829
2011:			
Continuing operations:			
Content	Ps. 64,112,762	Ps. 28,914,363	Ps. 1,599,715

Publishing	2,244,823	752,455	19,120
Sky	11,106,318	6,195,301	2,957,675
Telecommunications	24,064,577	5,524,980	5,146,232
Other Businesses	5,179,126	1,628,793	198,626
Total	Ps. 106,707,606	Ps. 43,015,892	Ps. 9,921,368

Segment assets reconcile to total assets as follows:

	2013	2012
Segment assets	Ps. 135,220,224	Ps. 119,446,580
Investments attributable to:		
Content (1)	41,736,174	24,249,662
Telecommunications	14,530,992	18,729,277
Goodwill attributable to:		
Content	644,046	644,046
Publishing	343,512	393,642
Telecommunications	1,633,972	1,533,944
Total assets	Ps. 194,108,920	Ps. 164,997,151

(1) Includes goodwill attributable to equity investments of Ps.359,613 in 2013 and 2012 (see Note 10).
Equity method gain (loss) recognized in income for the years ended December 31, 2013, 2012 and 2011 attributable to equity investments in Content, was Ps.184,564, Ps.50,778 and Ps.(429,680), respectively.

Equity method loss recognized in income for the years ended December 31, 2013, 2012 and 2011 attributable to equity investments in Telecommunications, was Ps.5,840,571, Ps.717,380 and Ps.13,760, respectively.

Segment liabilities reconcile to total liabilities as follows:

	2013	2012
Segment liabilities	Ps. 60,586,494	Ps. 48,460,529
Debt not attributable to segments	54,942,993	48,002,019
Total liabilities	Ps. 115,529,487	Ps. 96,462,548

Geographical segment information:

	Total Net Sales	Segment Assets at Year-End	Additions to Property, Plant and Equipment
2013:			
Mexico	Ps. 63,747,899	Ps. 129,048,024	Ps. 14,537,604
Other countries	10,042,812	6,172,200	333,068
	Ps. 73,790,711	Ps. 135,220,224	Ps. 14,870,672

2012:			
Mexico	Ps. 59,702,984	Ps. 113,870,653	Ps. 15,677,537
Other countries	9,587,425	5,575,927	117,292
	Ps. 69,290,409	Ps. 119,446,580	Ps. 15,794,829
2011:			
Mexico	Ps. 54,325,223	Ps. 102,651,933	Ps. 9,797,397
Other countries	8,256,318	4,055,673	123,971
	Ps. 62,581,541	Ps. 106,707,606	Ps. 9,921,368

Net sales are attributed to geographical segment based on the location of customers.

Net sales from external customers are presented by sale source, as follows:

	2013	2012	2011
Services	Ps. 57,255,507	Ps. 54,182,419	Ps. 49,645,995
Royalties	5,321,561	5,283,553	4,494,305
Goods	2,163,696	2,103,220	1,826,113
Leases	9,049,947	7,721,217	6,615,128
Total	Ps. 73,790,711	Ps. 69,290,409	Ps. 62,581,541

26. Commitments and Contingencies

As of December 31, 2013, the Group had commitments for programming and transmission rights in the aggregate amount of U.S.$123.2 million (Ps.1,610,709) and U.S.$399.0 million (Ps.5,216,925), respectively.

At December 31, 2013, the Group had commitments in an aggregate amount of Ps.466,827, of which Ps.28,266 were commitments related to gaming operations, Ps.85,426 were commitments to acquire television technical equipment, Ps.114,718 were commitments for the acquisition of software and related services, and Ps.238,417 were construction commitments for building improvements and technical facilities.

In connection with a long-term credit facility, the Group will provide financing to GTAC in 2014 in the principal amount of Ps.30,312 (see Notes 3 and 10).

At December 31, 2013, the Group had the following aggregate minimum annual commitments for the use of satellite transponders:

	Thousands of U.S. Dollars
2014	U.S.$ 10,903
2015	8,035
2016	3,758
2017	2,928
2018 and thereafter	
	U.S.$ 25,624

The Company has guaranteed the obligation of Sky for direct loans in an aggregate principal amount of Ps.3,500,000, which are reflected as long-term debt in the consolidated statement of financial position as of December 31, 2013 and 2012 (see Note 13).

In the third quarter of 2013, Sky entered into an agreement with DirecTV for the acquisition and launch of a satellite (SM1), which is expected to be in service in the fourth quarter of 2015. In 2013, Sky recognized investments made in connection with this agreement in the aggregate amount of U.S.$68.7 million (Ps.898,413). As of December 31, 2013, Sky had commitments to invest in 2014 and 2015 in connection with the acquisition and launch of the SM1 satellite in the amounts of U.S.$60.5 million (Ps.791,038) and U.S.$41.8 million (Ps.546,535), respectively.

The Company has guaranteed 35% of the payment obligations of a subsidiary of GSF under a credit agreement with principal maturities between 2015 and 2020. As of December 31, 2013, this guarantee was in the amount (undiscounted) of U.S.$22.7 million (Ps.296,969).

The Group leases facilities, primarily for its Gaming business, under operating leases expiring through 2047.

As of December 31, 2013, non-cancellable annual lease commitments (undiscounted) are as follows:

2014	Ps.	500,150
2015		453,036
2016		418,940
2017		408,445
2018		419,539
Thereafter		809,524
	Ps.	3,009,634

In connection with the Group s investment in GSF, the Company agreed to make an additional payment of U.S.$400 million (Ps.5,230,000) to GSF if cumulative EBITDA of Iusacell, as defined, reaches U.S.$3,472 million (Ps.45,396,400) at any time between 2011 and 2015 (see Notes 3 and 10).

In 2011, the Administrative Tax System, or SAT, of the Mexican Ministry of Finance, determined a tax assessment against Televisa, for alleged wrongful deductions of losses in the payment of its income tax for the year 2005. Televisa filed a claim before the Federal Tax Court contending such tax assessment. In April 2013, Televisa s complaint was ultimately resolved by withdrawal of such claim by Televisa and payment in the amount of Ps.343,254 to the SAT (see Note 23).

There are several other legal actions and claims pending against the Group which are filed in the ordinary course of business. In the opinion of the Company s management, none of these actions and claims is expected to have a material adverse effect on the Group s financial statements as a whole; however, the Company s management is unable to predict the outcome of any of these legal actions and claims.

Telecom Reform

On June 12, 2013 a decree amending and supplementing certain articles of the Mexican Constitution in telecommunications matters (the Telecom Reform) came into force. On March 24, 2014, the Mexican President sent to the Senate of the Mexican Federal Congress the Initiative Decree that amends, supplements and repeals certain provisions relating to television and broadcasting (the Secondary Legislation). On February 27, 2014, the General Guidelines Regarding the Provisions of Section 1 of the Eight Article of the Transitory Decree Amending and Supplementing a Number of Provisions of Articles 6, 7, 27, 28, 73, 78, 94 and 105 of the Mexican Constitution in Telecommunications or the Guidelines, were published in the Official Gazette of the Federation, which among other adverse effects, may result in additional costs to the Company s pay-TV subsidiaries.

On March 6, 2014, the Instituto Federal de Telecomunicaciones (IFT) issued a decision (the Preponderance Decision) whereby it determined that the Company, together with certain subsidiaries with concessions to provide broadcast television, are preponderant economic agents in the broadcasting sector in Mexico (together, the Preponderant Economic Agent). The Preponderance Decision imposes on the Preponderant Economic Agent various measures, terms, conditions and restrictive obligations, some of which may adversely affect the activities and businesses of the

Company s broadcasting businesses, as well as their results of operations and financial condition.

The Telecom Reform, the Secondary Legislation, secondary regulations that the President or IFT may issue, and certain actions recently taken by IFT affect or may adversely affect the business, results of operations and financial position of certain of the Company s subsidiaries that provide services in the areas of broadcasting and telecommunications. The Company will continue to analyze and evaluate on an ongoing basis, the impact that the Telecom Reform, the Secondary Legislation, secondary regulations, and the actions taken and to be taken by IFT may have upon it and its subsidiaries.

On March 28, 2014, the Company together with the subsidiaries determined to be Preponderant Economic Agent, filed an amparo proceeding challenging the constitutionality of the Preponderance Decision. There can be no assurance that the outcome of such procedure would be favorable to the Company and its subsidiaries.

Issuance of Local Bonds

On April 8, 2014, the Company announced that it successfully priced local bonds (Certificados Bursátiles) for a principal amount of Ps.6,000,000 (the Bonds) due 2021 with an interest rate of 0.35% plus the 28-day Interbank Equilibrium Interest Rate. The issuance of these Bonds will take place on April 10, 2014. The Bonds will be unsecured. The Company intends to use the net proceeds of the offering of the Bonds for general corporate purposes and working capital.