GRUPO TELEVISA S A
Form 20-F
June 30, 2004

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, 2003
OR

[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 FOR THE TRANSITION PERIOD FROM TO
COMMISSION FILE NUMBER 1-12610

GRUPO TELEVISA, S.A.
(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)

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

TITLE OF EACH CLASS	NAME OF EACH EXCHANGE
A Shares, without par value ("A Shares")	New York Stock Exchange (f
L Shares, without par value ("L Shares")	New York Stock Exchange (f
Dividend Preferred Shares, without par value ("D Shares")	New York Stock Exchange (f
Global Depositary Shares ("GDSs"), each representing twenty Ordinary Participation Certificates (Certificados de Participacion Ordinarios) ("CPOs")	New York Sto
CPOs, each representing one A Share, one L Share and one D Share	New York Stock Exchange (f

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, 2003 was:

4,448,202,541 A Shares*
2,152,700,442 L Shares*
2,152,700,442 D Shares*

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 which financial statement item the registrant has elected to follow. Item 17 [ ] Item 18 [x]

* Does not reflect the recapitalization of our capital stock, including a 25-for-1 stock split, that was approved in 2004 as described in "Key Information - The Recapitalization."

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We publish our financial statements in accordance with generally accepted accounting principles in Mexico, or Mexican GAAP, 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. The exchange rates used in preparing our financial statements are determined by reference as of the specified date to the interbank free market exchange rate, or the Interbank Rate, as reported by Banco Nacional de Mexico, S.A., or Banamex. As of December 31, 2003, the Interbank Rate was Ps.11.225 to U.S.$1.00. See "Key Information -- Exchange Rate Information." The exchange rates used in translating Pesos into U.S. Dollars elsewhere in this annual report are determined by reference to the Interbank Rate as of December 31, 2003, unless otherwise indicated.

Unless otherwise indicated, (i) information included in this annual report is as of December 31, 2003 and (ii) references to "Ps." or "Pesos" in this annual report are to Mexican Pesos and references to "Dollars," "U.S. Dollars," "U.S. dollars," "$," or "U.S.$" are to United States dollars.

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 data is qualified in its entirety by reference to, and should be read together with, our audited year-end financial statements. The following data for each of the years ended December 31, 1999, 2000, 2001, 2002 and 2003 has been derived from our audited year-end financial statements, including the consolidated balance sheets as of December 31, 2002 and 2003, and the related consolidated statements of income and changes in financial position for the years ended December 31, 2001, 2002 and 2003 and the accompanying notes appearing elsewhere in this annual report. The data should also be read together with "Operating and Financial Review and Prospects."

The exchange rate used in translating Pesos into U.S. Dollars in calculating the convenience translations included in the following tables is determined by reference to the Interbank Rate, as reported by Banamex, as of December 31, 2003, which was Ps.11.225 per U.S. Dollar. 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.

In December 2001, we entered into an agreement to sell our music recording operations to Univision Communications, Inc., or Univision, and we consummated this sale in April 2002. We no longer engage in the music recording business, and under Mexican GAAP the results of our music recording segment through December 31, 2001, and from prior and subsequent periods have been classified as discontinued operations. See "Operating and Financial Review and Prospects -- Discontinued Operations" and Note 22 to our year-end financial statements.

At a general extraordinary meeting and at special meetings of the shareholders of Grupo Televisa, S.A., or Televisa, held on April 16, 2004, our shareholders approved the creation of a new class of capital stock, the B Shares, and the distribution of new Shares to our shareholders as part of a recapitalization of our capital stock, or Recapitalization, as described in the Information Statement, dated March 25, 2004, which was submitted to the U.S. Securities and Exchange Commission, or the SEC, on Form 6-K on March 25, 2004 and below under " -- The Recapitalization." Substantially all the conditions precedent to the Recapitalization have occurred and the physical settlement of the Shares being distributed as part of the Recapitalization is expected to be completed shortly. Except where otherwise indicated, all information in the Annual Report on Form 20-F reflects our capital structure as of December 31, 2003, without giving effect to the Recapitalization.

YEAR ENDED DECEMBER 3

	1999	2000	2001	2002
	(MILLIONS OF PESOS IN PURCHASING POWER AS OF DECEMBER 31, 2			
(MEXICAN GAAP)				
INCOME STATEMENT DATA:				
Net sales..........................	Ps. 20,850	Ps. 22,440	Ps. 21,612	Ps. 22,417
Operating income....................	4,400	5,418	4,512	4,835
Integral cost of financing-net(2)....	1,133	1,097	454	637
Restructuring and non-recurring charges(3)........................	563	2,108	597	875
Income (loss) from continuing operations........................	1,632	(733)	1,570	(410)
(Loss) income from discontinued operations(4).....................	(32)	26	15	1,105
Cumulative effect of accounting change-net........................	--	--	(76)	--
Net income (loss)...................	1,330	(907)	1,479	767
Income (loss) from continuing operations per CPO(5).............	0.46	(0.31)	0.54	(0.12)
Net income (loss) per CPO(5).........	0.43	(0.31)	0.51	0.24
Weighted-average number of shares outstanding (in millions)(5).......	9,051	8,825	8,877	8,854
Shares outstanding (in millions, at year end) (6)..................	8,839	8,899	8,856	8,848
(U.S. GAAP)(7)				
INCOME STATEMENT DATA:				
Net sales..........................	Ps. 22,465	Ps. 23,867	Ps. 22,698	Ps. 22,632
Operating income....................	3,387	4,799	2,550	3,131
Income from continuing operations........................	2,333	1,253	2,294	104
Cumulative effect of accounting change-net........................	--	--	(864)	(1,282)
Net income (loss)...................	2,861	208	1,430	(1,178)
Income from continuing operations per CPO(5)........................	0.79	0.42	0.96	0.03
Net income (loss) per CPO(5).........	0.96	0.06	0.48	(0.42)
Weighted-average number of Shares outstanding (in millions)(6)(8)....	8,902	8,825	8,877	8,854
Shares outstanding (in millions, at year end)(6)...................	8,839	8,899	8,856	8,848
(MEXICAN GAAP)				
BALANCE SHEET DATA (END OF YEAR):				
Cash and temporary investments.......	Ps. 7,495	Ps. 8,659	Ps. 6,182	Ps. 9,136
Total assets........................	55,259	53,572	54,073	58,658
Current notes payable to banks and other notes payable(9)............	984	397	368	1,289
Long-term debt(10)..................	10,890	12,476	14,090	13,876
Customer deposits and advances.......	10,082	11,376	11,871	12,220
Capital stock(11)...................	7,662	7,713	7,668	7,662
Total stockholders' equity (including minority interest)......	25,852	20,180	20,583	22,172
(U.S. GAAP)(7)				
BALANCE SHEET DATA (END OF YEAR):				
Property, plant and equipment, net...	Ps. 15,488	Ps. 15,439	Ps. 15,652	Ps. 15,805
Total assets........................	52,930	50,611	56,267	58,607
Current notes payable to banks and other notes payable(9)............	984	397	368	1,289
Long-term debt(10)..................	10,890	12,476	14,090	13,876
Total stockholders' equity				

(excluding minority interest)......	18,108	18,088	19,672	18,359

	YEAR ENDED DECEMBER 3			
	1999	2000	2001	2002
	(MILLIONS OF PESOS IN PURCHASING POWER AS OF DECEMBER 31, 2			
(MEXICAN GAAP)				
OTHER FINANCIAL INFORMATION:				
Capital expenditures...............	Ps. 1,066	Ps. 1,721	Ps. 1,462	Ps. 1,471
(U.S. GAAP)(7)				
OTHER FINANCIAL INFORMATION:				
Cash provided by operating activities.......................	1,274	1,327	1,605	5,828
Cash (used for) provided by financing activities............	(3,574)	421	2,235	388
Cash provided by (used for) investing activities............	2,492	(506)	(6,035)	(2,870)
OTHER DATA:				
Average prime time audience share (TV broadcasting)(12)...........	78.0%	73.7%	70.5%	72.4%
Average prime time rating (TV broadcasting)(12)................	43.0	41.0	39.1	39.6
Magazine circulation (millions of copies)(13)......................	133	140	132	137
Number of employees (at year end)..	14,700	14,600	13,700	12,600
Number of Innova subscribers (in thousands at year end)(14).......	410	590	716	738
Number of Cablevision subscribers (in thousands at year end)(15)...	390	403	452	412
Number of EsMas.com registered users (in thousands at year end)(16)........................	--	375	866	2,514

NOTES TO SELECTED CONSOLIDATED FINANCIAL DATA:

(1) Except per CPO, share, ratio, average audience share, average rating, magazine circulation, employee, subscriber and registered user data. Information in these footnotes is in thousands of Pesos in purchasing power as of December 31, 2003, unless otherwise indicated.

(2) Includes interest expense, interest income, foreign exchange gain or loss - net, gain or loss from monetary position and monetary results classified as provisions for deferred income taxes. See Note 18 to our year-end financial statements.

(3) See Note 19 to our year-end financial statements.

(4) See Note 22 to our year-end financial statements.

(5) For further analysis of income (loss) from continuing operations per CPO and net income (loss) per CPO (as well as corresponding amounts per A Share not traded as CPOs), see Note 23 (for the calculation under Mexican GAAP) and 26 (for the calculation under U.S. GAAP) to our year-end

financial statements.

(6) As of December 31, 2003, we had three classes of common stock: A Shares, L Shares and D Shares. As of December 31, 2003, some of our A Shares, and all of our L Shares and D Shares, were publicly traded in Mexico in the form of CPOs, each of which represented one A Share, one L Share and one D Share, and were publicly traded in the United States in the form of GDSs, each of which was represented by 20 CPOs. From December 31, 1999 to December 31, 2002, there were 2,271,150,000 CPOs issued and outstanding, as of December 31, 2003, there were 2, 239,549,096 CPOs issued and outstanding. We also had additional A Shares not in the form of CPOs issued and outstanding. In that connection, as of December 31, 1999, 2000, 2001, 2002 and 2003, the following number of additional A Shares were issued and outstanding: 2,456,550,000, 2,319,550,000, 2,319,550,000, 2,319,593,117 and 2,749,900,671, respectively. See Note 13 to our year-end financial statements.

The number of CPOs and Shares authorized, issued and outstanding for financial reporting purposes under Mexican and U.S. GAAP is different than the number of CPOs issued and outstanding for legal purposes, because under Mexican and U.S. GAAP shares owned by subsidiaries and/or the trusts created to implement our stock option plan and our long-term retention plan are not considered issued and outstanding for financial reporting purposes. In that connection, as of December 31, 1999, 2000, 2001, 2002 and 2003, the following number of CPOs were issued and outstanding for financial reporting purposes: 2,161,908,350, 2,201,056,125, 2,186,933,525, 2,184,297,425, and 2,152,700,442, respectively. The following additional A Shares were issued and outstanding for financial reporting purposes as of December 31, 1999, 2000, 2001, 2002 and 2003: 2,353,697,650, 2,295,458,982, 2,295,458,982, 2,295,502,099, and 2,295,502,099, respectively. For further description of the foregoing, see Note 13 to our year-end financial statements and "Directors, Senior Management and Employees -- Stock Option Plan."

The number of Shares authorized, issued and outstanding during the five-year period ended December 31, 2003 reflects: (i) the repurchase of 64,217,100 CPOs in the open market in 1999, 2000 and 2003, pursuant to our share repurchase program; (ii) the acquisition of 161,091,018 A Shares and 116,873,233 CPOs by certain of our subsidiaries which at December 31, 2003 had been merged into Televisa, S.A. de C.V., in 1999, 2000, 2001, 2002 and 2003 (including repurchases in the open market); (iii) the cancellation of 89,241,679 CPOs and 137,000,000 A Shares in 2000 and 2003; (iv) the issuance of 57,640,775 CPOs and 430,350,671 A Shares in 2000, 2002 and 2003; (v) the resale of 5,000,000 CPOs in 2003 to one of the participants in our stock option plan; and (vi) the acquisition of 430,307,554 A Shares by the trust created in 2003 to implement our long-term retention plan. See Note 13 to our year-end financial statements.

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(7) See Note 26 to our year-end financial statements. In contrast to Mexican GAAP, the results of our music recording segment from prior and subsequent periods are not reflected as discontinued operations under U.S. GAAP, since we continue to have significant influence over Univision.

(8) The weighted average number of Shares and CPOs outstanding under U.S. GAAP as of December 31, 1999 differs from the weighted average number of Shares and CPOs outstanding as of this date under Mexican GAAP as a result of a difference in the accounting treatment of the 95,117,650 CPOs and an additional 102,882,350 A Shares that we acquired in connection with our acquisition of Televisa Comercial, S.A. de C.V. in June 1999. Under U.S.

GAAP, these CPOs and additional A Shares have been classified as repurchased Shares since January 1, 1999, the date from which we and Televisa Comercial were under common control with Grupo Televicentro, S.A. de C.V., or Televicentro. Under Mexican GAAP, these CPOs and A Shares have been classified as repurchased Shares since June 30, 1999. See Notes 2, 23 and 26 to our year-end financial statements.

(9) Current notes payable to banks and other notes payable include Ps.64.4 million, Ps.65.3 million, Ps.14.0 million and Ps.7.4 million of other notes payable as of December 31, 1999, 2000, 2001 and 2002, respectively. See Note 8 to our year-end financial statements.

(10) Long-term debt includes the Ps.74.6 million, Ps. 82.3 million and Ps. 6.8 million of other notes payable as of December 31, 1999, 2000 and 2001, respectively. See "Operating and Financial Review and Prospects -- Results of Operations -- Liquidity, Foreign Exchange and Capital Resources -- Indebtedness" and Note 8 to our year-end financial statements.

(11) Net of amounts in respect of repurchased Shares as of December 31, 2000, 2001, 2002 and 2003 in the amount of Ps.203.2 million, Ps.248.0 million, Ps.254.8 million and Ps.619.7 million, respectively.

(12) "Average prime time audience share" for a period refers to the average daily prime time audience share for all of our networks and stations during that period, and "average rating" for a period refers to the average daily rating for all of our networks and stations during that period, each rating point representing one percent of all television households. As used in this annual report, "prime time" in Mexico is 4:00 p.m. to 11:00 p.m., seven days a week, and "weekday prime time" is 7:00 p.m. to 11:00 p.m., Monday through Friday. Data for all periods reflects the average prime time audience share and ratings nationwide as published by IBOPE Mexico. For further information regarding audience share and ratings information and IBOPE Mexico, see "Information on the Company -- Business Overview -- Television -- Television Broadcasting."

(13) 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.

(14) Innova, S. de R.L. de C.V., or Innova, our direct-to-home, or DTH, satellite service in Mexico, commenced operations on December 15, 1996. The figures set forth in this line item represent the total number of gross active residential and commercial subscribers for Innova at the end of each year presented. Our share in the results of operations of Innova through December 31, 2000 was included in our income statement under the line item "Equity in losses of affiliates." For a description of Innova's business and results of operations and financial condition, see "Information on the Company -- Business Overview -- DTH Joint Ventures -- Mexico" and Innova's year-end financial statements for the years ended December 31, 2001, 2002 and 2003, which begin on page F-66. Under Mexican GAAP, effective January 1, 2001, we no longer recognize equity in losses in respect of our investment in Innova in our income statement. See "Operating and Financial Review and Prospects -- Results of Operations -- Equity in Losses of Affiliates." Beginning April 1, 2004, Innova was consolidated in our financial results.

(15) Through April 2002, we operated our cable television business, Empresas Cablevision, S.A. de C.V., or Cablevision, through a joint venture with America Movil, S.A. de C.V., or America Movil. America Movil sold its 49% equity interest in Cablevision in connection with an offering in Mexico on April 11, 2002. See "Information on the Company -- Business Overview --

Cable Television." The figures set forth in this line item represent the total number of subscribers for Cablevision's basic service package at the end of each year presented. For a description of Cablevision's business and results of operations and financial condition, see "Operating and Financial Review and Prospects -- Results of Operations -- Cable Television" and "Information on the Company -- Business Overview -- Cable Television."

(16) We launched Esmas.com in May 2000. Since May 2000, the results of operations of EsMas.com have been included in the results of operations of our Other Businesses segment. See "Operating and Financial Review and Prospects -- Results of Operations -- Other Businesses." For a description of EsMas.com, see "Information on the Company -- Business Overview -- Other Businesses -- EsMas.com." The figures set forth in this line item represents the number of registered users in each year presented. The term "registered user" means a visitor that has completed a profile questionnaire that enables the visitor to use the e-mail service provided by EsMas.com.

THE RECAPITALIZATION

Substantially all of the conditions precedent to the Recapitalization have occurred and the physical settlement of the Shares being distributed as part of the Recapitalization is expected to be completed shortly. The Recapitalization will increase the number of our outstanding Shares by a factor of 39 but will not affect our total equity or dilute the equity interest of any shareholder. The Recapitalization comprises these steps:

- a stock split in which each outstanding Share will be divided into 25 Shares of the same class;
- the creation of a new class of common or ordinary shares, the B Shares;
- a stock dividend in which we will distribute, to holders of outstanding Shares, 14 new Shares (of various classes depending on the class held) for every 25 Shares outstanding after the stock split;

- an increase in the number of Shares represented by each outstanding CPO, from three Shares to 117 Shares; and
- amendments to our bylaws related to these transactions.

THE STOCK SPLIT AND STOCK DIVIDEND

As part of the Recapitalization, we will carry out a stock split in which each of our outstanding Shares is divided into 25 Shares of the same class. Following the stock split and the creation of the B Shares, we will increase our capital by incorporating approximately Ps. 906 million of retained earnings into capital stock and issuing approximately 132,560 million new Shares, equal to fourteen new Shares (of various classes, depending on the class held), for every 25 Shares outstanding after the split. We will not receive any consideration for the issuance of the new Shares.

The following table summarizes the effect of the stock split and the stock dividend on a holder of one Share of each class of our capital stock:

BEFORE THE RECAPITALIZATION	AFTER THE STOCK SPLIT	14 NEW SHARES DISTRIBUTED PER 25 SHARES (POST-SPLIT)	AFTER THE RECAPIT
one A Share	25 A Shares	four B Shares, five D Shares and five L Shares	25 A Shares, four D Shares and five
one D Share	25 D Shares	nine B Shares, five D Shares	nine B Shares, 30
one L Share	25 L Shares	nine B Shares, five L Shares	nine B Shares, 30

The following table summarizes the effect of the Recapitalization on the total number of Shares of each class of our capital stock, based on the number of Shares outstanding at April 16, 2004:

	BEFORE THE RECAPITALIZATION			AFTER THE RECAPITALIZ	
	(MILLIONS)	(% OF TOTAL CAPITAL STOCK)	(% OF TOTAL VOTING STOCK)	(MILLIONS)	(% OF TOTAL CAPITAL STOCK)
SERIES A	4,989	52.69	100.00%	124,736	33.78
SERIES B	-	-	-	60,270	16.32
SERIES D	2,240	23.65	-	92,134	24.95
SERIES L	2,240	23.65	-	92,134	24.95
TOTAL	9,469	100.00%	100.00%	369,273	100.00%

EFFECT OF THE RECAPITALIZATION ON A SHARES, D SHARES AND L SHARES

The Recapitalization will not change the voting and economic rights of the A Shares, D Shares and L Shares, except in two respects. First, the number of directors (and corresponding alternate directors) that the holders of A Shares are entitled to designate will decrease by five, from sixteen to eleven, and the holders of the new B Shares will be entitled to designate five directors (and corresponding alternate directors). Second, the aggregate amount of the cumulative annual preferred dividend payable by the Company will increase as a result of the stock dividend, while the per share amount of the cumulative annual preferred dividend to which the holder of one D Share is entitled will decrease as a result of the stock split.

For a description of the principal amendments to our bylaws that were adopted in connection with the Recapitalization, see "Other Information -- Bylaws."

EFFECT OF THE RECAPITALIZATION ON CPOS

Our Shares trade in the form of CPOs, each currently representing one A Share, one D Share and one L Share. The Recapitalization will increase the number of Shares represented by each CPO from three Shares to 117 Shares. Following the Recapitalization, one CPO will represent 25 A Shares, 22 B Shares, 35 D Shares and 35 L Shares.

While the dividend preference per D Share will decrease by a factor of 25 as a result of the stock split, the number of D Shares owned by a holder of one

CPO will increase by a factor of 35. Accordingly, the amount of the preferred dividend on one CPO will increase by 40% (reflecting the 25-for-1 split and the distribution in the stock dividend of ten D Shares to each holder of one CPO).

Amendments to the CPO Trust Agreement and the CPO Deed of Issuance related to the Recapitalization were approved by the CPO holders at a meeting on April 5, 2004.

EFFECT OF THE RECAPITALIZATION ON GDSS

Our Shares also trade in the form of GDSs, each representing 20 CPOs. Global Depositary Receipts, or GDRs, evidencing GDSs are issued by the Depositary, JPMorgan Chase Bank, pursuant to the Deposit Agreement we entered into with the Depositary and all holders from time to time of GDSs. Following the Recapitalization, one GDS will continue to represent 20 CPOs, and each GDR will continue to represent the same number of GDSs as before the Recapitalization. No approval or other action was or will be required by holders of GDSs.

DELIVERY OF NEW SHARES

We will deliver the shares issued in the Recapitalization to our shareholders, generally through S.D. Indeval, S.A. de C.V., Institucion para el Deposito de Valores, which is the clearing system for securities traded on the Mexican Stock Exchange. At that time, we also will deposit into the CPO Trust the new shares to be held by the CPO Trustee on behalf of holders of CPOs (including CPOs held in the form of GDSs).

For shareholders who hold share certificates in physical form, delivery will be made at our offices.

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THE B SHARES

We will create a new class of capital stock, the B Shares, with no par value. The B Shares will be common or ordinary shares, like the A Shares, with no preferred dividend rights and no preference upon liquidation. Holders of the B Shares will have the right to elect five out of 20 members of our Board of Directors at a shareholders' meeting that must be held within the first four months after the end of each year, beginning in 2005.

As is the case for the A Shares: (a) holders of B Shares will have the right to vote on all matters subject to shareholder approval at any general shareholders' meeting, (b) holders of B Shares will have the right to vote at special meetings of B Shares, on any matter subject to approval at such a meeting and (c) under Mexican law, non-Mexicans may not own B Shares directly or exercise any voting rights in respect of B Shares, but they may hold B Shares indirectly through the CPO Trust, which will control the voting of the B Shares.

MAJOR SHAREHOLDERS

Prior to March 2004, our controlling shareholder was Grupo Televicentro, S.A. de C.V., or Televicentro. Televicentro's equity is currently owned through the Shareholder Trust, by the following trusts: a trust for the benefit of Emilio Azcarraga Jean, the Azcarraga Trust; a trust for the benefit of Promotora Inbursa S.A. de C.V., the Inbursa Trust; and a trust for the benefit of five individual members of the Aramburuzabala and Fernandez families, the Investor Trust. Promotora Inbursa is an indirect subsidiary of Grupo Financiero Inbursa, S.A. de C.V. The interests of the Aramburuzabala family represent 16.21%, and the interests of the Fernandez family represent 3.80%, of Televicentro's capital stock. For a description of the arrangements with the Major Shareholders, see "Major Shareholders and Related Party Transactions". Before giving effect to the Recapitalization, Televicentro owns approximately 2,348 million A Shares and 53 million A Shares, L Shares and D Shares in the form of CPOs.

In March 2004, the Televicentro shareholders contributed all their shares in Televicentro to a trust, the Shareholder Trust. Following the Recapitalization, Televicentro will distribute all its Shares and CPOs to the Shareholder Trust, or Televicentro Distribution, and, as a result, will cease to be one of our shareholders.

For a description of the arrangements among our Major Shareholders following the Recapitalization, see "Major Shareholders and Related Party Transactions."

DIVIDENDS

Decisions regarding the payment and amount of dividends are subject to approval by a majority of the holders of the A Shares and, after giving effect to the Recapitalization, 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. The Azcarraga Trust controls the voting of the A Shares and, as a result of such control, the ability to determine whether dividends are to be paid and the amount of such dividends. See "Major Shareholders and Related Party Transactions -- The Major Shareholders." On March 25, 2004 the Company's Board of Directors approved a dividend policy under which we intend to pay an annual regular dividend of Ps.0.35 per CPO. The agreements related to some of our outstanding indebtedness contain covenants that restrict, among other things, the payment of dividends subject to certain conditions.

In addition, at our annual general shareholders' meeting held on April 16, 2004, our shareholders approved the payment of a special dividend of Ps.0.87 per CPO, which, when combined with the annual regular dividend, resulted in a total dividend payment of Ps.1.22 per CPO, for an aggregate payment amount of Ps. 3,850 million. This dividend payment included dividends paid to the holders of A Shares and L Shares and the cumulative preferred dividends paid to holders of D Shares underlying each CPO, and 0.41 Pesos per A Share not in the form of CPO's. This dividend was paid on May 21, 2004.

EXCHANGE RATE INFORMATION

Since November 1991, Mexico has had a free market for foreign exchange, and since December 1994, the Mexican government has allowed the Peso to float freely against the U.S. Dollar. Recently, global terrorist attacks and a weaker U.S. economy, combined with the conflicts in the Middle East, have negatively affected international

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markets, may continue to impact the value of the Peso in the future. See " -- Risk Factors -- Risk Factors Related to Mexico -- Developments in Other Emerging Market Countries or the United States May Affect Us and the Prices for Our Securities." We cannot assure you that the Mexican government will maintain its current policies with regard to the Peso or that the Peso will not further 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 the city of New York for cable transfers as certified for customs purposes by the Federal Reserve Bank of New York, expressed as Ps. per U.S.$1.00. As of June 25, 2004, the noon buying rate for the purchase of U.S. Dollars was Ps.11.32 per U.S. Dollar.

	EXCHANGE RATE		
	HIGH	LOW	AVERAGE(1)
YEAR ENDED DECEMBER 31,			
1999	10.60	9.24	9.56
2000	10.09	9.18	9.47
2001	9.97	8.95	9.33
2002	10.43	9.00	9.75
2003	11.41	10.11	10.80
MONTH ENDED			
December 31, 2003	11.41	11.17	11.25
January 31, 2004	11.10	10.81	10.92
February 28, 2004	11.25	10.91	11.03
March 31, 2004	11.23	10.92	11.02
April 30, 2004	11.43	11.16	11.27
May 31, 2004	11.64	11.38	11.52
June 25, 2004	11.49	11.30	11.38

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(1) Annual average rates reflect the average of noon buying rates on the last day of each month during the relevant period. Monthly average rates reflect the average of daily noon buying rates.

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 on Form 20-F. Our inclusion of these exchange rates is not meant to suggest that the Peso amounts actually represent these U.S. Dollar amounts or that Peso amounts could have been converted into U.S. Dollars at any particular rate, if at all.

The Mexican economy has suffered balance of payment deficits and shortages 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 obtaining 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 and/or Which Could Adversely Affect Our Business, Financial Condition or Results of Operations."

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 devaluation of the Peso as compared to the U.S. Dollar, Mexican inflation, interest rates, regulation, taxation, social instability and political, social and economic developments in Mexico.

MEXICO HAS EXPERIENCED ADVERSE ECONOMIC CONDITIONS

Mexico has historically experienced uneven periods of economic growth. In 2001, Mexico's gross domestic product, or GDP, decreased 0.1% primarily as a result of the downturn in the U.S. economy. Mexican GDP increased 0.7%, 1.3% and 1.3% in 2002, 2003 and the three month period ended March 31, 2004, respectively. Inflation in 2001, 2002, 2003 and the three month period ended March 31, 2004 was 4.4.%, 5.7%, 4.0% and 1.6%, respectively. Although these inflation rates tend to be lower than Mexico's historical inflation rates, Mexico's current level of inflation remains higher than the annual inflation rates of its main trading partners, including the U.S. GDP growth fell short of Mexican government estimates in 2003; however, according to Mexican government estimates, GDP in Mexico is expected to grow by approximately 3.0% to 3.5%, while inflation is expected to be less than 4.0%, in 2004. We cannot assure you that these estimates will prove to be accurate.

If the Mexican economy should fall into a recession or if inflation and interest rates increase significantly, our business, financial condition and results of operations may be adversely affected for the following reasons:

- 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, DTH satellite services, pay-per-view programming 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 THE U.S. MAY AFFECT US AND THE PRICES FOR OUR SECURITIES

In the past, economic crises in Asia, Russia, Brazil and other areas and slowdowns in the U.S. adversely affected the Mexican economy. Future economic developments in other markets, such as Argentina and Venezuela, as well as the adverse conditions in the U.S., could adversely affect the Mexican economy in future periods. The market value of securities of Mexican companies, the 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 U.S. Although economic conditions in other emerging market countries and the U.S. 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 our business.

In particular, Argentina's insolvency and default on its public debt, which deepened the existing financial, economic and political crises in that country, could adversely affect Mexico, the market value of our securities or our business. The former Argentine President, Eduardo Duhalde, took office on January 6, 2002 in the midst of significant political unrest, after a series of interim presidents and administrations following the resignation of President Fernando de la Rua in December 2001. On May 15, 2003, a new president, Nestor Kirchner, took office in Argentina and was expected to retain the same economy minister and continue the fiscal and monetary policies initiated by President Duhalde. On May 12, 2004, President Kirchner announced several measures to cope with the current energy crisis in Argentina, which include substantial increases in the export tax for oil and gas, increases in gas rates for industrial customers and the creation of a state-owned energy company. The overall expected impact on the sector appears negative. The strong devaluation of the Argentine peso may continue to have a material adverse effect on Argentina and presents risks that the Argentine financial system may collapse and that substantial inflation may occur. The rapid and radical nature of changes in the Argentine social, political, economic and legal environment continue to create significant uncertainty. To the extent that the new Argentine government is unsuccessful in preventing further economic decline via this and other measures, the energy crisis may adversely affect Mexico, the price of our securities or our business.

In addition, on April 12, 2002, following a week of strikes, demonstrations and riots, Venezuelan President Hugo Chavez was forced to resign from office by Venezuela's military commanders in an attempted coup d'etat. Although Mr. Chavez was restored to power on April 14, 2002, the political and economic future of Venezuela remains uncertain. A nationwide general strike that occurred between December 2002 and January 2003 caused a significant reduction in oil production in Venezuela, and has had a material adverse effect on Venezuela's oil-dependent economy. In response to the general strike and in an effort to shore up the economy and control inflation, in February 2003 Venezuelan authorities imposed foreign exchange and price controls on specified products. Inflation continues to grow despite price controls and the political and economic environment has continued to deteriorate. Economic predictions for 2004 have fallen; this has led to increasing social instability and new massive public demonstrations against President Chavez. President Chavez has agreed to permit a recall election to take place, the date of which has yet to be determined. We cannot predict what effect, if any, these events will have on the economies of other emerging market countries, including Mexico, the price of our securities or our business.

Our operations, including 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 U.S. and elsewhere. The Federal Reserve Bank of the U.S. has signaled that it is preparing for "measured" increases in interest rates in 2004. As interest rates rise, the prices of our securities may fall.

THE SEPTEMBER 11, 2001 TERRORIST ATTACKS ON THE U.S. AND MORE RECENTLY THE U.S. INVASION OF IRAQ, HAVE NEGATIVELY AFFECTED INDUSTRY AND ECONOMIC CONDITIONS GLOBALLY, AND THESE CONDITIONS HAVE HAD, AND MAY CONTINUE TO HAVE, A NEGATIVE EFFECT ON OUR BUSINESS

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 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, may decline as a result of numerous factors outside of our control, such as terrorist attacks and acts of war. The terrorist attacks on September 11, 2001 depressed economic activity in the U.S. and globally, including the Mexican economy. Since those attacks, there have been terrorist attacks abroad, such as the terrorist attacks in Madrid on March 11, 2004, as well as ongoing threats of future terrorist attacks in the U.S. and abroad. In response to these terrorist attacks and threats, the U.S. has instituted several anti-terrorism measures, most notably, the formation of the Office of Homeland Security and the invasion of Afghanistan and Iraq. Although it is not possible at this time to determine the long-term effect of these terrorist threats and attacks and the consequent response by the U.S., there can be no assurance that there will not be other attacks or threats in the U.S. or abroad that will lead to a further economic contraction in the U.S. or any other major markets. In the short term, however, terrorist activity against the U.S. and the consequent response by the U.S. has contributed to the uncertainty of the stability of the U.S. economy as well as global capital markets. It is not certain how long these economic conditions will continue. If terrorist attacks continue or become more prevalent or serious, if the economic conditions in the U.S. decline, or if a global recession materializes, our business, financial condition and results of operations may be materially and adversely affected.

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 AND/OR WHICH COULD ADVERSELY AFFECT OUR BUSINESS, FINANCIAL CONDITION OR RESULTS OF OPERATIONS

A 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 would reduce our net income.

Severe devaluation or depreciation of the Peso may also result in governmental intervention, as has resulted in Argentina, 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 payment of deficits and shortages in foreign exchange reserves in the past. While the Mexican government does not currently restrict, and for more than ten 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, the Mexican government could institute restrictive exchange control policies in the future. Devaluation or depreciation of the Peso against the U.S. Dollar may also adversely affect U.S. Dollar prices for our securities.

HIGH INFLATION RATES IN MEXICO MAY DECREASE DEMAND FOR OUR SERVICES WHILE INCREASING OUR COSTS

Mexico historically has experienced high levels of inflation, although the rates have been lower in recent years. The annual rate of inflation, as measured by changes in the Mexican National Consumer Price Index, or the NCPI, was 4.4% for 2001, 5.7% for 2002, 4.0% for 2003 and 1.6% for the three month period ended March 31, 2004. Nonetheless, at approximately 4.3% per annum (as measured from

May 2003 to May 2004), Mexico's current level of inflation remains higher than the annual inflation rates of its main trading partners. 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;

- to the extent inflation exceeds our price increases, our prices and revenues will be adversely affected in "real" terms; and

- if the rate of Mexican inflation exceeds the rate of devaluation of the Peso against the U.S. Dollar, our U.S. Dollar-denominated sales will decrease in relative terms when stated in constant Pesos.

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 11.3%, 7.1%, 6.2% and 5.6% for 2001, 2002, 2003 and the three month period ended March 31, 2004. Accordingly, if we need to incur Peso-denominated debt in the future, it will likely be at higher interest rates.

POLITICAL EVENTS IN MEXICO COULD AFFECT MEXICAN ECONOMIC POLICY AND OUR BUSINESS, FINANCIAL CONDITION AND RESULTS OF OPERATIONS

In the Mexican national elections held on July 2, 2000, Vicente Fox of the opposition party, the Partido Accion Nacional, or the National Action Party, won the presidency. His victory ended more than 70 years of presidential rule by the Partido Revolucionario Institucional, or the Institutional Revolutionary Party. President Fox has encountered strong opposition to a number of his proposed reforms in both the Chamber of Deputies and the Senate, where opposition forces have frequently joined to block his initiatives. Although the Mexican economy has exhibited signs of improvement, general economic sluggishness continues. This continuing weakness in the Mexican economy combined with recent political events has slowed economic reform and progress. In elections in 2003, the political party of Mexico's President Vicente Fox lost additional seats in the Mexican congress, as well as

state governorships. The increased party opposition and legislative gridlock arising out of the elections could further hinder President Fox's ability to implement his economic reforms. During 2004, there will be elections for approximately one-third of Mexico's 32 states. National politicians are currently focused on the 2006 elections and crucial reforms regarding fiscal and labor policies, gas, electricity, social security and oil have not been and may not be approved. The effects on the social and political situation in Mexico, as well as currency instability in Mexico could adversely affect the Mexican economy, which in turn could have a material adverse effect on our business, financial condition and results of operations, as well as market conditions and prices for our securities.

MEXICAN ANTITRUST LAWS MAY LIMIT OUR ABILITY TO EXPAND THROUGH ACQUISITIONS OR JOINT VENTURES

Mexico's federal antitrust laws and 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. In addition, the federal antitrust laws and regulations may adversely affect our ability to determine the rates we charge for our services and products. Approval of the Comision Federal de Competencia, or Mexican Antitrust Commission is required for us to acquire and sell significant businesses or enter into significant joint ventures. In 2002, the Mexican Antitrust Commission did not approve the proposed merger of our radio subsidiary, Sistema Radiopolis, S.A. de C.V., or Sistema Radiopolis, with Grupo Acir Comunicaciones, S.A. de C.V., or Grupo Acir, and it may not approve any proposed future acquisition or joint venture that we may pursue. See "Information on the Company -- Business Overview -- Radio" and " -- Regulation."

DIFFERENCES BETWEEN MEXICAN GAAP AND U.S. GAAP MAY HAVE AN IMPACT ON THE PRESENTATION OF OUR FINANCIAL INFORMATION

Our annual audited consolidated financial statements are prepared in accordance with Mexican GAAP, which differ in some significant respects from U.S. GAAP. We are required, however, to file an annual report on Form 20-F containing financial statements reconciled to U.S. GAAP, although this filing only contains year-end financial statements reconciled to U.S. GAAP for our three most recent fiscal years. See Note 26 to our year-end financial statements for a description of the principal differences between Mexican GAAP and U.S. GAAP applicable to us. In addition, we do not publish U.S. GAAP information on an interim basis.

RISK FACTORS RELATED TO OUR MAJOR SHAREHOLDERS

EMILIO AZCARRAGA JEAN HAS SUBSTANTIAL INFLUENCE OVER OUR MANAGEMENT AND THE INTERESTS OF MR. AZCARRAGA JEAN MAY DIFFER FROM THOSE OF OTHER SHAREHOLDERS

After giving effect to the Recapitalization and the Televicentro Distributions, Shares and CPOs held through the Shareholder Trust by the Azcarraga Trust, the Inbursa Trust and the Investor Trust will constitute approximately 49.71% of the outstanding A Shares, approximately 13.28% of the outstanding B Shares, and approximately 37.84% of the total number of outstanding A Shares and B Shares combined. The Azcarraga Trust will beneficially own 55.29% of the Shares held through the Shareholder Trust; the Inbursa Trust will beneficially own 24.70%; and the Investor Trust will beneficially own 20.01%, of which 16.21% will represent the interests of the Aramburuzabala family, and 3.80% represent the interests of the Fernandez family.

The Shares held through the Shareholder Trust will be voted by the trustee as instructed by a Technical Committee comprising five members, three appointed by the Azcarraga Trust and one appointed by each of the Inbursa Trust and the Investor Trust.

Accordingly, except as described below, Emilio Azcarraga Jean controls the voting of the Shares held through the Shareholder Trust. In elections of directors, the Technical Committee will instruct the trustee to vote the A Shares held through the Shareholder Trust for individuals designated by Mr. Azcarraga Jean. The A Shares held through the Shareholder 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 by law to vote the underlying A Shares. Accordingly, and so long as non-Mexicans own more than a minimal number of A Shares, Emilio Azcarraga Jean will have the ability to direct the election of eleven out of 20 members of our Board.

In accordance with the trust agreement, the Technical Committee will instruct the trustee to vote the B Shares held through the Shareholder Trust for a total of five individuals as members of our Board, who will be designated as follows. Emilio Azcarraga Jean will be entitled to nominate two individuals. The Investor Trust will be entitled to nominate one individual so long as the Shares it holds through the Shareholder Trust constitute more than two percent of the total issued and outstanding Shares. Until the Inbursa Trust is entitled to release all its Shares from the Shareholder Trust, and so long as the Shares it holds through the Shareholder Trust constitute more than two percent of the total issued and outstanding Shares, it will be entitled to nominate two individuals.

Because the B Shares held through the Shareholder Trust following the Televicentro Distribution will constitute only 13.28% of the total B Shares outstanding, there can be no assurance that individuals nominated by Shareholder Trust beneficiaries will be elected to our Board. However, the B Shares held through the Shareholder Trust following the Televicentro Distribution will constitute a higher proportion of the B Shares whose holders are entitled to vote them, because non-Mexican holders of CPOs and GDSs are not permitted by law to vote the underlying B Shares.

Mr. Azcarraga Jean has agreed to consult with the Inbursa Trust and the Investor Trust as to the voting of Shares held through the Shareholder Trust on matters specifically agreed upon in the Shareholder Trust Agreement, Consultation Matters, including increases or reductions in our capital stock; merger, split-up, dissolution, liquidation or bankruptcy proceedings of the Company; related party transactions, extensions of credit or Share repurchases, in each case exceeding specified thresholds; and selection of the chairman of our Board of Directors, if different from Emilio Azcarraga Jean. See "Major Shareholders and Related Party Transactions -- the Televicentro Distribution"

OUR MAJOR SHAREHOLDERS MAY SELL SHARES IN THE FUTURE

Except for the 2 million CPOs which will be released to the Fernandez family immediately upon the completion of the Recapitalization, the Shareholder Trust beneficiaries will not be permitted to release shares from the trust before July 1, 2005. Beginning July 1, 2005, the Investor Trust may release or sell any or all of its shares from the Shareholder Trust. The Inbursa Trust may release or sell up to two-thirds of its shares from July 1, 2005 through June 30, 2009 and any or all of its shares beginning July 1, 2009. The Azcarraga Trust may release or sell any or all of its shares from the Shareholder Trust beginning July 1, 2005, but upon any such release or sale, the Inbursa Trust may freely release or sell any or all of its shares. In addition, if either of the Inbursa Trust or the Investor Trust requests that shares be voted in a particular way on a Consultation Matter, and Mr. Azcarraga Jean declines to do so, such party may immediately release its shares from the Shareholder Trust and sell its shares into the market. Sales of such shares may have an adverse effect on the market for our equity securities and/or result in a change of control of our ownership.

AS OUR CONTROLLING SHAREHOLDER, EMILIO AZCARRAGA JEAN WILL HAVE THE ABILITY TO LIMIT OUR ABILITY TO RAISE CAPITAL, WHICH WOULD REQUIRE US TO SEEK OTHER FINANCING ARRANGEMENTS

Emilio Azcarraga Jean has the voting power to prevent us from raising money through equity offerings. Mr. Azcarraga 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. Azcarraga 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 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

Under Mexican law, we need concessions from the Secretaria de Comunicaciones y Transportes, or SCT, to broadcast our programming over our television and radio stations and our cable and DTH satellite systems, as well as to operate our nationwide paging business. The expiration dates for the concessions for our television stations range from 2004 to 2015. Our concessions for Channels 2, 4, 5 and 9 in Mexico City expire in 2009. Our cable

telecommunications concessions expire in 2029. In the past, the SCT has typically renewed the concessions of those concessionaires that comply with the requisite procedures set forth for renewal under Mexican law. This may not happen in the future and the current law may change or be superseded by new laws. If we are unable to renew our concessions for any of our significant stations before they expire, our business would be materially adversely affected. The SCT can revoke our concessions and the Mexican government can require us to forfeit our broadcast assets under the circumstances described under "Information on the Company -- Business Overview -- Regulation."

WE FACE COMPETITION IN EACH OF OUR MARKETS THAT WE EXPECT WILL INTENSIFY

We face competition in all of our businesses, including television advertising and other media businesses, as well as our strategic investments and joint ventures. In particular, we face substantial competition from TV Azteca, S.A. de C.V., or TV Azteca. See "Information on the Company -- Business Overview -- Television -- Television Industry in Mexico" and " -- Television Broadcasting." In addition, the entertainment and communications industries in which we operate are changing rapidly because of evolving distribution technologies. Our future success will be affected by these changes, which we cannot predict. Consolidation in the entertainment and broadcast industries could further intensify competitive pressures. As the pay television market in Mexico matures, we expect to face competition from an increasing number of sources, including emerging technologies that provide new services to pay television customers and require us to make significant capital expenditures in new technologies. Developments may limit our access to new distribution channels, may require us to make significant capital expenditures in order to have access to new digital and other distribution channels or may create additional competitive pressures on some or all of our businesses.

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. We typically recognize a disproportionately large percentage of our overall advertising net sales in the fourth quarter in connection with the holiday shopping season. For example, in 2001, 2002 and 2003, we recognized 28.8%, 29.5% and 29.8% 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.

FUTURE ACTIVITIES WHICH WE MAY WISH TO UNDERTAKE IN THE U.S. MAY BE AFFECTED BY OUR ARRANGEMENTS WITH UNIVISION AND MAY AFFECT OUR EQUITY INTEREST IN UNIVISION

We have an agreement with Univision whereby we have granted Univision an exclusive right to broadcast our television programming in the U.S., with some exceptions, as described in "Information on the Company -- Business Overview -- Univision."

We are required to offer Univision the opportunity to acquire a 50% economic interest in our interest in certain Spanish-language television broadcasting ventures to the extent they relate to U.S. Spanish-language television broadcasting. Should Univision exercise these rights, Univision would reduce our share of potentially lucrative corporate opportunities involving these ventures. In April 2003, we entered into a joint venture with Univision to introduce our satellite and cable pay-TV programming into the U.S., including two of our existing movie channels and three channels featuring music videos, celebrity lifestyle, interviews and entertainment news programming, and to create future channels available in the U.S. that feature our programming. See "Information on the Company -- Business Overview -- Univision." The current joint venture with Univision and any future venture we might pursue involving U.S. Spanish-language television broadcasting, with or without Univision as a partner, may compete directly with Univision to the extent such ventures seek viewership among Hispanic households in the U.S. Direct competition between Univision and these ventures could have a material adverse effect on the financial condition and results of operations of the ventures and the value of our investment in Univision.

In the past, we had disagreements with Univision over our ability to broadcast over the Internet programs to which Univision had rights in the U.S. As part of the amendments in December 2001 to our arrangements with Univision, we agreed that for a five-year period, ending December 2006, we and Univision each would have limited

rights to transmit via the Internet certain limited programming. At the end of this period, the terms of our agreement with Univision in respect of these rights will revert to the provisions of our prior agreement. We continue to believe that these terms allow us to distribute internationally, including in the U.S., on our Internet service originating from Mexico, programs to which Univision believes it has exclusive rights in the U.S. If Univision disagrees with our position, we cannot assure you as to whether, after December 2006, we will provide our television programming over the Internet for U.S. distribution. However, if we do provide our programming for U.S. distribution via the Internet, Univision may commence legal proceedings and we may not prevail in litigation.

In addition, by operation of the ownership rules and policies of the U.S. Federal Communications Commission, or the FCC, our interest in Univision may limit our ability to invest in other U.S. media entities. See "Information on the Company -- Business Overview -- Regulation -- Television -- U.S. Regulation of Television Broadcast Stations."

WE HAVE EXPERIENCED SUBSTANTIAL LOSSES, PRIMARILY IN RESPECT OF OUR INVESTMENTS IN INNOVA AND MCOP, AND EXPECT TO CONTINUE TO EXPERIENCE SUBSTANTIAL LOSSES AS A RESULT OF OUR PARTICIPATION IN DTH JOINT VENTURES, WHICH WOULD ADVERSELY AFFECT OUR NET INCOME

We have invested a significant amount, and will continue to invest significant additional amounts, to develop DTH satellite services primarily in Mexico and other countries throughout Latin America. In recent years, we have experienced substantial losses and substantial negative cash flow, and we expect to continue to experience substantial losses for at least the next several years, as a result of our participation in the DTH joint ventures, which would adversely affect our net income. See Notes 10 and 12 to our year-end financial statements. Under Mexican GAAP, effective January 2001 and December 2002, we no longer recognize equity in losses in respect of our investments in Innova and Sky Multi-Country Partners, or MCOP, respectively, in our income statement. See "Operating and Financial Review and Prospects -- Results of Operations -- Equity in Losses of Affiliates."

Our DTH joint ventures face competition from other DTH satellite services and other means of television broadcast, including multi-channel, multi-point distribution systems and cable television systems. If we or our partners cannot invest the amounts necessary to fund our ventures' operations, we or our partners may be in breach of our agreements. If our ventures are unable to obtain independent financing, these ventures may ultimately fail, possibly resulting in a loss of our entire investment and in our being required to make payments under some of our guarantees of these ventures' obligations.

We own a 60% interest in Innova, our DTH joint venture in Mexico. The balance of Innova's equity is owned by The News Corporation Limited, or News Corp., and Liberty Media International Holdings, LLC, or Liberty Media. Although we hold a majority of Innova's equity, News Corp. has significant governance rights, including the right to block any transaction between us and Innova. Accordingly, we do not have complete control over the operations of Innova. The indentures that govern the terms of the notes issued by Innova in April 1997 and September 2003 contain covenants that restrict the ability of Innova to pay dividends and make investments and other restricted payments.

We own minority interests in DTH joint ventures in Colombia and Chile through MCOP. See "Information on the Company -- Business Overview -- DTH Joint Ventures." Although we have some governance rights, we do not control these joint ventures.

INNOVA'S PRINCIPAL DTH COMPETITOR IN MEXICO AND MCOP'S PRINCIPAL DTH COMPETITOR IN LATIN AMERICA HAS RECENTLY UNDERGONE A BANKRUPTCY REORGANIZATION, AND WE CANNOT PREDICT THE EFFECT THIS WILL HAVE ON OUR BUSINESS

DIRECTV Latin America, LLC, or DLA, provides DTH programming and services in Mexico through an affiliated Mexican operating company, DIRECTV Mexico, and in Latin America through various other entities. On March 18, 2003, citing difficult economic and political conditions, high fixed costs and substantial debt levels, DLA announced that it had filed a voluntary petition for bankruptcy protection under chapter 11 of the U.S. Bankruptcy Code. DLA emerged from bankruptcy on February 24, 2004 pursuant to a plan of reorganization approved by the U.S. Bankruptcy Court in Wilmington Delaware.

We cannot predict what impact the bankruptcy reorganization of DLA will have on the competitive environment for DTH in Mexico, Latin America or on Innova's or MCPO's or our business, financial condition or results of operations. See "Information on the Company -- Business Overview -- Competition." Increased competition could result in a loss of subscribers or pricing pressure, which may adversely affect our business, financial condition or results of operations.

ONE OF INNOVA'S AND MCOP'S OWNERS, NEWS CORP., HAS ACQUIRED AN INDIRECT INTEREST IN DIRECTV MEXICO, INNOVA'S DTH COMPETITOR IN MEXICO AND MCOP'S COMPETITOR IN OTHER COUNTRIES IN LATIN AMERICA, AND IN PANAMSAT, AND WE CANNOT PREDICT WHAT

EFFECT THIS WILL HAVE ON US OR INNOVA OR MCOP

In December 2003, News Corp. acquired a 34% equity interest in The DIRECTV Group, Inc., or DIRECTV (formerly Hughes Electronics Corporation), and transferred its ownership interest in DIRECTV to Fox Entertainment Group, Inc., an 82% owned subsidiary of News Corp. Some of the businesses contained in DIRECTV include:

- an 85.9% equity interest in DLA, which provides competing DTH programming and services in Mexico through an affiliated Mexican operating company, DIRECTV Mexico; and

- an 80.5% equity holding in satellite operator PanAmSat Corporation, or PanAmSat, our primary satellite service provider.

Innova's Social Part Holders Agreement provides that neither we nor News Corp. may directly or indirectly operate or acquire an interest in any business that operates a DTH satellite system in Mexico (subject to limited exceptions). As result of News Corp.'s acquisition of an interest in DIRECTV, News Corp. owns an indirect interest in DIRECTV Mexico, our DTH competitor. Accordingly, under Innova's Social Part Holders Agreement, this acquisition required our consent. In addition, we believe that this acquisition violates exclusivity provisions in our arrangements with MCOP. We are currently discussing this situation with News Corp. We cannot predict how this situation will be resolved.

In April 2004, DIRECTV announced that it had executed a definitive agreement to sell PanAmSat, our primary satellite service provider, to Kohlberg Kravis Roberts & Co., or KKR.

We cannot predict what impact News Corp.'s acquisition of an interest in DIRECTV or PanAmSat, or the pending sale of PanAmSat to KKR, will have on the competitive environment for DTH in Mexico, Latin America or on our business, financial condition or results of operations.

WE ARE EXPLORING A POSSIBLE TRANSACTION INVOLVING DIRECTV MEXICO AND OTHER DIRECTV OPERATORS IN LATIN AMERICA.

We are exploring with our partners in Innova a possible transaction involving DIRECTV Mexico, as well as DIRECTV operations elsewhere in Latin America. Any such transaction could involve a material amount of debt or equity financing and significant subscriber acquisition costs. Any such transaction would be subject to a number of conditions, including reaching a definitive agreement. There has been no agreement reached to date on any transaction and it is uncertain whether any transaction will take place.

MCOP, OUR DTH JOINT VENTURE IN LATIN AMERICA OUTSIDE OF MEXICO AND BRAZIL, MAY NOT BE ABLE TO CONTINUE AS A GOING CONCERN.

We indirectly hold a 30% equity interest in MCOP, our DTH non-consolidated joint venture in Latin America outside of Mexico and Brazil. The balance of MCOP's equity is owned by News Corp. and Globo Comunicacoes e Participacoes S.A., or Globopar, each of which indirectly holds a 30% equity interest, and Liberty Media, which indirectly holds a 10% equity interest. The financial condition of MCOP raises substantial doubt about its ability to continue as a going concern. MCOP has suffered substantial losses and substantial negative cash flow in recent years and we expect it to continue experiencing substantial losses for at least the next several years. MCOP shut down operations in Argentina in 2002 and is currently expected to continue operations in Colombia and Chile. In addition, in October 2002, Globopar announced that it will reevaluate its capital structure due to significant devaluation of the Real, deteriorating economic conditions in Brazil and significant reduction in the credit available to Brazilian companies. Globopar and some of its subsidiaries are rescheduling their financial debt obligations and currently reviewing their business plans together with holders of Globopar's bank debt and bonds, comprised of institutional holders of Globopar's bank debt and bonds. As a result of Globopar's financial condition, since September 2002, Globopar has ceased providing financial support to MCOP. It is unclear whether Globopar can or will continue to make any capital contributions to MCOP. While we and our partners intend to continue operating MCOP in respect of its operations in Colombia and Chile in a restructured form, decisions as to the operations of MCOP, including the making of capital contributions, require the affirmative vote of 75% of the partners. We currently do not intend to dedicate resources and make funding available to these operations other than the amounts required to be paid under MCOP's transponder service agreement with PanAmSat, which is described below and elsewhere in this annual report, and since September 2002 we, News Corp. and Liberty Media have funded such payments through the making of loans. MCOP also intends to explore its various alternatives, including entering into negotiations with the creditors and other parties with whom MCOP has arrangements in an effort to mitigate its costs and expenses.

MCOP is currently delinquent in respect of a portion of its transponder payments to PanAmSat, and since November 2002 has been operating under a forbearance agreement with PanAmSat, which has been extended through July 31, 2004. Under the transponder service agreement, MCOP is obligated to pay a monthly service fee of U.S.$3.0 million to PanAmSat for satellite signal reception and retransmission service from transponders on the PAS-6B satellite through 2014. In 2003, it was announced that the PAS-6B satellite may cease operations entirely around 2008, as a result of a failure in certain systems of this satellite. MCOP may terminate the related transponder service agreement as a result. We, News Corp., Globopar and Liberty Media have guaranteed 30%, 30%, 30% and 10%, respectively, of MCOP's obligations under this agreement. MCOP was in compliance with its obligations until November 2002. Since then, we, News Corp. and Liberty Media have loaned to MCOP amounts equal to our respective guaranteed portion of the obligations, and MCOP has, in turn, paid to PanAmSat 70% of its obligations under this agreement. Pursuant to the forbearance agreement, MCOP or its guarantors, including us, has agreed to pay 70% of the service fee payments that are past due under the transponder service agreement plus any applicable late payment interest. The remaining service fees will continue to be due and payable by MCOP or its guarantors as specified in the transponder service agreement. If MCOP fails to pay any of the forbearance fees or any service fees for which PanAmSat has not granted forbearance rights, PanAmSat will be entitled to terminate the transponder service agreement and demand payment for all amounts due under the agreement. As one of four guarantors under the transponder service agreement, we are liable only for up to 30% of MCOP's obligations under the transponder service agreement. As of December 31, 2003, we guaranteed payments of approximately U.S.$44.1 million over the probable life of the agreement, and we recognized a liability up to the amount of these guarantees in our consolidated balance sheet in an aggregate amount of approximately U.S.$36.8 million, which represents the present value of these payments as of that date. The partners of MCOP, other than Globopar, are currently in discussions with PanAmSat to address the Globopar situation and the status of MCOP's obligations. If MCOP defaults on its obligations to PanAmSat or these obligations were declared due or payable by PanAmSat, a substantial liability to PanAmSat could become immediately due and payable which would, in turn, have a material adverse effect on our financial condition. In addition, PanAmSat could terminate services and unless we found alternative transponder services, MCOP could not continue to provide services to Colombia and Chile.

Globopar's announcement relating to its restructuring of its financial debt obligations may also affect the operations of DTH TechCo Partners, or TechCo, our U.S. partnership formed to provide certain technical services from two uplink facilities located in Florida. TechCo provides these services primarily to MCOP, Innova and Sky Brasil Servicos Ltda., or Sky Brasil (a DTH service owned indirectly by Globopar, News Corp. and Liberty Media). TechCo depends on payments from MCOP, Innova and Sky Brasil to fund its operations. Since September 2002, Globopar has ceased providing financial support to TechCo and MCOP, and MCOP, in turn, has ceased making payments to TechCo, which payments we believe previously accounted for over 50% of TechCo's revenue. TechCo is obligated to make payments under its capital leases with various maturities between 2003 and 2007 for an aggregate amount of U.S.$43.9 million. We, News Corp., Globopar and Liberty Media indirectly hold an interest (in the same proportion as our interests in MCOP are held) in TechCo, and have guaranteed 36%, 36%, 36% and 12%, respectively, of certain of TechCo's obligations. As of December 31, 2003, we had guaranteed payments by TechCo in the aggregate amount of U.S.$15.8 million. We, News Corp. and Liberty Media have been funding TechCo's operating cash shortfall through loans, and we currently intend to continue to fund TechCo's shortfall in

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the form of loans. In addition, we are in discussions regarding how TechCo will be fully funded, although no assurances can be given that we will reach a satisfactory resolution as to how to provide continued funding for TechCo. If, as a result of its financial condition and restructuring, Globopar fails to make its contributions to TechCo and MCOP, MCOP and Sky Brasil continue to fail to make their required payments and we, News Corp. and Liberty Media decide not to make up the shortfall, then TechCo's ability to provide service to its customers, including Innova, and Innova's ability to provide services to its customers, could be compromised. In that case, if Innova is unable to obtain replacement services at comparable prices, it would be unable to provide a substantial portion of its programming services to its customers which would, in turn, have a material adverse effect on its business.

WE EXPECT TO RECOGNIZE AN INCREASED INDEBTEDNESS, A CUMULATIVE LOSS EFFECT AND OTHER ADVERSE ACCOUNTING IMPACTS FROM ACCOUNTING CHANGE AS A RESULT OF THE CONSOLIDATION OF INNOVA BEGINNING APRIL 1, 2004 IN OUR CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDING DECEMBER 31, 2004, AND POSSIBLY IN FUTURE YEARS

As a result of the consolidation of Innova beginning April 1, 2004, we expect financial statements to be updated as follows:

Our consolidated total assets will immediately increase by approximately Ps. 2,928.1 million beginning April 1, 2004. Our consolidated total liabilities will immediately increase by approximately Ps. 5,237.1 million beginning April 1, 2004, including an approximate Ps. 5,782.1 million increase in our aggregate consolidated debt. Our consolidated stockholders' equity will immediately decrease by approximately Ps. 2,309.0 million beginning April 1, 2004, as a result of the outstanding stockholders' deficit reflected in Innova's financial statements. We expect that our consolidated net sales, costs and operating expenses, and operating income before depreciation and amortization, will increase in the second, third and fourth quarters of 2004, as well as in 2005 and beyond. The adverse impacts on our financial statements, including the substantial increase in our consolidated debt, the decrease in our stockholder equity, and the increase in our consolidated costs and expenses, may have an adverse impact on the price of our securities.

For a further description of the likely impact that the consolidation of Innova will have on our financial statements, see "Operating and Financial Review and Prospects -- Results of Operations -- Consolidation of Innova".

RISK FACTORS RELATED TO OUR SECURITIES

ANY ACTIONS SHAREHOLDERS MAY WISH TO BRING CONCERNING OUR BYLAWS OR THE CPO TRUST MUST BE BROUGHT IN A MEXICAN COURT

Our bylaws provide that you must bring any legal actions concerning our bylaws in courts located in Mexico City. The trust agreement governing the CPOs provides that you 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

Non-Mexicans may not directly own A Shares, B Shares or D Shares, but may hold them indirectly through a CPO trust, which will control the voting of the A Shares and B Shares. 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 these shares and deliver to the holder any proceeds derived from the sale.

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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 shareholders. 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

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 "Other Information -- Bylaws -- Voting Rights and Shareholders' 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 shareholders' ability to approve transactions that may be in their best interests and discourage transactions in which our shareholders 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 "Other 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 JPMorgan Chase Bank, the depositary, ask holders for voting instructions, holders may instruct the depositary to exercise their voting rights, if any, pertaining to the deposited securities underlying their GDSs. 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 shareholders' 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 "Voting Rights and Shareholders' Meeting - 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 shareholders have preemptive rights. This means that in the event that we issue new Shares for cash, our shareholders will have a right to subscribe 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 Securities Act of 1933, 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 that connection, in 2002 we did not register the 430.3 million A Shares authorized, issued and subscribed in connection with our Long Term Retention Plan. Accordingly, the voting rights of GDS holders were diluted. See "Directors, Senior Management and Employees -- Long Term Retention Plan" and

"Other Information -- Bylaws -- Preemptive Rights." 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.

THE PROTECTIONS AFFORDED TO MINORITY SHAREHOLDERS IN MEXICO ARE DIFFERENT FROM THOSE IN THE U.S.

In accordance with the Ley del Mercado de Valores, or the Mexican Securities Market Law, as amended, we recently amended our bylaws to increase the protections afforded to our minority shareholders in an effort to try to ensure that our corporate governance procedures are substantially similar to international standards. See "Other Information -- Mexican Securities Market Law" and " -- Bylaws -- Other Provisions -- Appraisal Rights and Other Minority Protections." Notwithstanding these amendments, under Mexican law, the protections afforded to minority shareholders 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 shareholder derivative actions and there are different procedural requirements for bringing shareholder lawsuits. As a result, in practice, it may be more difficult for our minority shareholders to enforce their rights against us or our directors or major shareholders than it would be for shareholders of a U.S. company.

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 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 be difficult 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, Cortes 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 the 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. We may from time to time make forward-looking statements in periodic reports to the SEC on Form 6-K, in annual report to shareholders, 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. Examples of these forward-looking statements include:

- projections of operating revenues, net income (loss), net income (loss) per share, capital expenditures, liquidity, dividends, capital structure or other financial items or ratios;

- statements of our or our affiliates' and partners' plans, objectives or goals, including those relating to anticipated trends, competition, regulation and rates;
- statements about our or our affiliates' and partners' future economic performance or that of Mexico or other countries in which we operate or have investments; and
- statements of assumptions underlying these statements.

Words such as "believe," "anticipate," "plan," "expect," "intend," "target," "estimate," "project," "predict," "should" and similar expressions are intended to identify forward-looking statements, but are not the exclusive means of identifying these statements.

Forward-looking statements involve inherent risks and uncertainties. We caution you that a number of important factors could cause actual results to differ materially from the plans, objectives, expectations, estimates and intentions expressed in these forward-looking statements. These factors, some of which are discussed under " -- Risk Factors," include economic and political conditions and government policies in Mexico or elsewhere, inflation rates, exchange rates, regulatory developments, customer demand and competition. We caution you that the foregoing list of factors is not exclusive and that other risks and uncertainties may cause actual results to differ materially from those listed above.

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 or future developments.

ITEM 4. INFORMATION ON THE COMPANY

HISTORY AND DEVELOPMENT OF THE COMPANY

Grupo Televisa, S.A. is a sociedad anonima, 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 under Commercial Page (folio mercantil) Number 142,164. Pursuant to the terms of our estatutos sociales, or bylaws, our corporate existence continues through 2089. Our principal executive offices are located at Avenida Vasco de Quiroga, No. 2000, Colonia Santa Fe, 01210 Mexico, D.F., Mexico. Our telephone number at that address is (52) (55) 5261-2000.

We are the largest media company in the Spanish-speaking world and a major player in the international entertainment industry. We produce the most Spanish-language television programs, and we believe we own the largest library of Spanish-language television programming, in the world. We broadcast those programs, as well as programs produced by others, through our own networks, through our cable system and through our DTH satellite services in which we own interests in Mexico and Latin America. We also license our programming to other television, pay-per-view television and cable broadcasters throughout the world. We believe we are also the leading publisher in the world, in terms of circulation, of Spanish-language magazines. We are also a major international distributor of Spanish-language magazines. We engage in other businesses, including radio production and broadcasting, professional sports and show business promotions, paging services, feature film production and distribution, and an Internet portal. We also own an unconsolidated equity interest in Univision, the leading Spanish-language television broadcaster in the U.S.

The programs shown on our networks are among the most-watched programs in Mexico. In 2002 and 2003, approximately 72% and 70% of all Mexicans watching television during prime time hours and over 74% and 72% watching from sign-on to sign-off watched our networks or stations. Our television operations represent our primary source of revenues, and in 2002 and 2003, those operations generated approximately 64.0% and 64.4% of our total revenues.

CAPITAL EXPENDITURES

The table below sets forth our actual capital expenditures, investments and acquisitions for the years ended December 31, 2001, 2002 and 2003 and our projected capital expenditures for the year ended December 31, 2004. For a discussion of how we intend to fund our projected capital expenditures, investments and acquisitions for 2004, 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 " -- Capital Expenditures, Acquisitions and Investments, Distributions and Other Sources of Liquidity."

	YEAR ENDED DECEMBER 31,(		
	2001	2002	2003
		(MILLIONS OF U.S. DOLLAR	
Capital expenditures(2)...........................	U.S.$ 141.8	U.S.$ 135.2	U.S.$ 9
Investments in DTH joint ventures(3)..............	115.9	32.5	2
Investments in Internet-related businesses.........	11.4	--	
Investment in Univision(4)........................	375.0	--	
Investment in OCEN(5).............................	--	104.7	
Other acquisitions and investments(6).............	15.0	--	8
Total capital expenditures and investments......	U.S.$ 659.1	U.S.$ 272.4	U.S.$ 20

(1) Amounts in respect of some of the capital expenditures, investments and acquisitions we made in 2001, 2002 and 2003 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. As a result, U.S. Dollar amounts presented in the table immediately above are not comparable to: (i) data regarding capital expenditures set forth in "Key Information -- Selected Financial Data," which is presented in constant Pesos of purchasing power as of December 31, 2003 and, in the case of data presented in U.S. Dollars, is translated at a rate of Ps.11.225 to one U.S. Dollar, the Interbank Rate as of December 31, 2003, and (ii) certain data regarding capital expenditures set forth under "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."

(2) Reflects capital expenditures for property, plant and equipment, as well as general capital expenditures, in all periods presented. Also includes U.S.$40.2 million in 2001, U.S.$18.8 million in 2002 and U.S.$17.4 million in 2003 for the expansion and improvement of our cable business.

(3) Includes investments made in the form of capital contributions and loans in all periods.

(4) In 2001, reflects an equity investment in Univision in the aggregate amount of U.S. $375.0 million. In 2002, we acquired in a non-cash transaction an additional stake in Univision valued at U.S.$235.1 million as consideration for selling our music recording business. See " -- Business Overview -- Television Broadcasting," " -- Univision" and Note 2 to our year-end financial statements.

(5) In 2002, we acquired a 40% stake in OCESA Entretenimiento, or OCEN, our live entertainment venture in Mexico, for U.S.$104.7 million, of which U.S.$37.7 million was paid in the first quarter of 2003. Additionally, in the first quarter of 2003, we made a capital contribution to OCEN of approximately U.S.$4.8 million. See " -- Business Overview -- Other Businesses -- Sports and Show Business Promotions" and Note 2 to our year-end financial statements.

(6) In 2001, reflects a U.S.$15.0 million minority investment in a programming production company. In 2003, we acquired Telespecialidades, a company which was owned by the shareholders of Televicentro in the same proportion that they owned Televicentro, for an aggregate amount of U.S.$83.0 million. Telespecialidades's net assets at the time of acquisition consisted principally of Shares of our capital stock in the form of CPOs, which Shares were previously owned by Televicentro, and tax loss carryforwards. See "The Major Shareholders and Related Party Transactions -- Transactions and Arrangements with Affiliates and Related Parties of Our Directors, Officers and Major Shareholders." Additionally, in 2003 we made additional capital contributions in the aggregate amount of U.S.$2.5 million and in 2004 we expect to make additional capital contributions in the amount of U.S.$2.0 million in our programming for pay television joint venture with Univision, which operations commenced in the U.S. in the second quarter of 2003. See " -- Business Overview -- Univision" and Note 2 to our year-end financial statements.

In 2001, 2002, and 2003, 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 2004, 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 2004 through available cash from operations, cash on hand and/or borrowings. The amount of borrowings required to fund these cash needs in 2004 will depend upon the timing of cash payments from advertisers under our advertising sales plan.

BUSINESS OVERVIEW

We are the largest media company in the Spanish-speaking world and a major player in the international entertainment industry. We produce the most Spanish-language television programs, and we believe we own the largest library of Spanish-language television programming in the world. We broadcast those programs, as well as programs produced by others, through our own networks, through our cable system and through our DTH satellite services in which we own interests in Mexico and Latin America. We also license our programming to other television broadcasters and pay-television systems throughout the world. We believe we are also the leading publisher in the world, in terms of circulation, of Spanish-language magazines. We are a major international distributor of Spanish-language magazines. We engage in other businesses, including radio production and broadcasting, professional sports and show business promotions, paging services, feature film production and distribution, and an Internet portal. We also own an unconsolidated equity interest in Univision, the leading Spanish-language television broadcaster in the U.S..

The programs shown on our networks are among the most-watched programs in Mexico. In 2002 and 2003, approximately 72% and 70% of all Mexicans watching television during prime time hours, 73% and 72% watching during weekday prime time hours and 74% and 72% watching from sign-on to sign-off watched our networks or stations. Our television operations represent our primary source of revenues, and in 2002 and 2003, those operations generated approximately 64.0% and 64.4% of our total revenues.

BUSINESS STRATEGY

We intend to leverage our position as the largest 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 improving our sales and marketing efforts while improving our operating margins. We also intend to continue building our pay television platforms, expanding our publishing business, increasing our international programming sales and strengthening our position in the growing U.S. Hispanic market. We will also continue to analyze expansion through acquisitions.

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 has propelled many of our programs to the top of the national ratings and audience share in Mexico. In 2002 and 2003, our networks aired over 92% and 88%, respectively, of the 200 most watched television programs in Mexico, according to the Brazilian Institute of Statistics and Public Opinion, or Instituto Brasileno de Opinion Publica y Estadistica, or IBOPE, the largest research company in Brazil. 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, the overhaul of our news division, new comedy and game show formats and the development of reality shows. We have improved our scheduling to be better attuned to 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 exclusive Spanish-language video and international film library, exclusive rights to soccer games and other events, as well as cultural, musical and show business productions.

Improving our sales and marketing efforts. The rate of growth in advertising expenditures and rates for the Mexican television market have decelerated since 2000 due to the slowdown of the Mexican economy. However, in 2002 and 2003, we outperformed Mexican economic growth by increasing our television broadcasting revenues in real terms by 4.4% and 5.4%, respectively, as compared to an increase of only 0.7% and 1.3% in GDP during the same periods.

See "Key Information -- Risk Factors -- Risk Factors Related to Mexico -- Mexico Has Experienced Adverse Economic Conditions." The increase in our television broadcasting revenues was primarily due to the marketing and advertising strategies we have implemented over the course of the last several years.

Over the past few years we have improved our television broadcasting advertising sales strategy by: (i) introducing a rate structure for television advertising that more closely ties individual program pricing to audience ratings, group demographics and advertiser demand; (ii) implementing differentiated pricing by quarter; (iii) reorganizing our sales force into teams focusing on each of our divisions; and (iv) emphasizing a compensation policy for salespeople that is performance-based, with variable commissions tied to year-end results for a larger portion of total compensation. Our advertising revenues have increased, and we believe they will continue to increase, due to new pricing strategies, and by targeting underserved industries and increasing our focus on local sales. Advertising revenues from local sales as a percentage of our television broadcasting revenues have increased steadily for the past four year. In 2003 local sales accounted for 13.2% of our Television Broadcasting revenues compared to 9.6%, 10.9% and 12.5% in the years 2000, 2001 and 2002.

We plan to continue expanding our customer base by targeting medium-sized and local companies who were previously underserved. For example, as part of our plan to attract medium-sized and local advertisers in Mexico City, we reduced the number of households reached by the Channel 4 Network throughout Mexico and revised its format to create 4TV, which targets viewers in the Mexico City metropolitan area. See "Television -- Television Broadcasting -- Channel 4 Network." We currently sell local advertising time on 4TV to medium-sized and local advertisers at rates comparable to those charged for advertising time on local, non-television mediums, such as radio, newspapers and billboards. However, by purchasing local advertising time on 4TV, medium-sized and local advertisers are able to reach a wider audience than they would reach through local, non-television mediums. We are also developing new advertising plans in the Mexican market, such as product tie-ins on our shows, and encouraging customers to advertise their products jointly through co-marketing and co-branding arrangements.

Improving our operating margins. Our operating margin (operating income before depreciation of tangible assets and amortization of intangible assets over net sales) has increased from 10.7% in 1995, to 32.1% during 2003. We intend to continue improving our margins by increasing revenues and maintaining our focus on cost containment.

In response to the slowdown in Mexican GDP growth in 2001, we introduced a number of cost-cutting initiatives. These initiatives include the creation of independent business units, the introduction of stricter cost controls, the continued elimination of under-performing assets, the introduction of a performance-based compensation policy for executives and further reductions in our number of employees. As of December 31, 2003 our total employee headcount was approximately 12,300 compared to 12,600 at December 31, 2002 and approximately 13,700 at December 31, 2001. We intend to continue implementing these cost-cutting initiatives throughout 2004.

CONTINUE BUILDING OUR PAY TELEVISION PLATFORMS

DTH. We believe that Ku-band DTH satellite services offer the greatest opportunity for rapid expansion of pay television services into cable households seeking to upgrade and in areas not currently serviced by operators of cable or multi-channel, multi-point distribution services. Our joint venture, Innova, is the dominant player in the Mexican DTH market with approximately 856,600 subscribers, of which 48,500 are commercial subscribers as of December 31, 2003.

The key components of our DTH strategy include:

- offering high quality and exclusive programming, including rights in Mexico to our four over-the-air broadcast channels and other channels produced by our partners, as well as special events, such as reality shows, and exclusive games or sports programming we produce or that we have exclusive rights;

- capitalizing on our relationship with News Corp. and Liberty Media and local operators in terms of technology, distribution networks, infrastructure and cross-promotional opportunities;

- capitalizing on the low penetration of pay television services in Mexico and elsewhere; and

- providing superior digital Ku-band DTH satellite services and emphasizing customer service quality.

Cable. With over 412,000 and 364,000 basic subscribers as of December 31, 2002 and December 31, 2003, Cablevision, the Mexico City cable system in which we own a 51% interest, is one of the largest cable television operators in Mexico in terms of number of subscribers and homes passed. Over 65,000 and 60,300 of Cablevision's basic subscribers as of December 31, 2002 and December 31, 2003, respectively, also subscribed for one of Cablevision's digital service packages. Cablevision's strategy aims to increase its subscriber base, average monthly revenues per subscriber and penetration rate by:

- continuing to offer high quality programming;

- upgrading its existing cable network into a broadband bidirectional network;

- switching its current analogue subscribers to digital service in order to stimulate new subscriptions and substantially reduce piracy;

- increasing the penetration of its high-speed and bidirectional Internet access and other multimedia services as well as providing a platform to offer IP telephony services; and

- continuing the roll out of digital set-top boxes and beginning the roll out of advanced digital set-top boxes subject to their availability and their ability to provide advanced interactive services.

Cablevision 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 of December 31, 2003, Cablevision had more than 8,600 cable modem customers compared to 5,800 at December 31, 2002. Cablevision recently began implementing a plan to substantially reduce subscriber piracy by switching its current analogue subscriber base to digital service. In addition, Cablevision intends to introduce video on demand, or VOD services and subject to the receipt of the requisite governmental approvals and the availability of certain technology, IP telephony services.

EXPANDING OUR PUBLISHING BUSINESS

With a total annual circulation of 128 million magazines, we believe we produce and distribute the most magazines in the Spanish-speaking world. Of the 51 titles published, 24 are fully-owned and produced in-house, with the remaining 27 titles licensed from and published through partners, including the Spanish-language editions of some of the most prestigious brands in the world. We distribute our magazines to over 19 countries including Mexico, the U.S. and Latin America. In 2002 and 2003, we implemented several initiatives aimed at increasing our circulation and advertising revenues of our publishing business including: (i) improving our magazine portfolio mix, (ii) enhancing our marketing efforts and reorganizing our sales force, and (iii) implementing new sales strategies. In 2003, revenues and operating margins of our Publishing business increased as a result of implementing these strategies.

INCREASING OUR INTERNATIONAL PROGRAMMING SALES AND STRENGTHENING OUR POSITION IN THE GROWING U.S. HISPANIC MARKET

We license our programs to television broadcasters and pay television providers in the U.S., Latin America, Asia, Europe and Africa. Excluding the U.S., in 2003, we licensed approximately 60,000 hours of programming in over 40 countries throughout the world. We intend to continue exploring ways of expanding our programming sales internationally.

The U.S. Hispanic population, estimated to be 35.3 million people, or approximately 12.5% of the U.S. population according to the 2000 U.S. Census, is currently one of the fastest growing segments in the U.S. population, growing at approximately seven times the rate of the non-Hispanic population. The U.S. Census Bureau projects that the Hispanic percentage will double to approximately 25% of the U.S. population by the middle of this century. The Hispanic population represents estimated total consumer expenditures of U.S.$622 billion in 2003, or 8.3% of the total U.S. consumer expenditures, an increase of 190% since 1990. Hispanics are expected to account for U.S.$1 trillion of U.S. consumer spending, or 9.7% of the U.S. total consumer expenditures, by 2010, 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 other media conglomerates to benefit from the growing demand for entertainment among the U.S. Hispanic population.

We supply television programming for this market through Univision, the leading Spanish language media company in the U.S. During 2001, 2002 and 2003, most of the 7:00 p.m. to 10:00 p.m. weekday prime time programming broadcast by Univision and substantially all of the programming broadcast by Galavision was produced by Televisa. In exchange for this programming, during 2001, 2002 and 2003 Univision paid Televisa U.S.$75.6 million, U.S.$77.7 million and U.S.$96.1 million, respectively, in royalties, as compared to the U.S.$76.5 million and U.S.$61.0 million in royalties we received in 2000 and 1999. In 2003, we began receiving an additional 12% in royalties from the net time sales of the TeleFutura Network, subject to certain adjustments. For a description of agreements we entered into with Univision in December 2001, including amendments to our program license agreement which increased our percentage royalties, see "-- Univision."

In April 2003, we entered into a joint venture with Univision to operate and distribute a suite of Spanish-language television channels for digital cable and satellite delivery in the U.S. The joint venture, called "TuTV,"

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and operated through TuTV LLC, began operations in the second quarter of 2003 and currently distributes five cable channels, including two movie channels and three channels featuring music videos, celebrity lifestyle and interviews and entertainment news programming. See " -- Univision."

We own additional media and entertainment businesses in the U.S. that complement our television programming licensing businesses. We publish and sell magazines that target Spanish-speaking readers in the U.S. We believe we can increase our marketing, sales and distribution efforts in this region directly and through partnerships with others.

In live entertainment, we have a joint venture with Clear Channel Entertainment, called "Vivelo", which produces and promotes tours of Spanish speaking artists as well as other live entertainment events targeting Spanish-speaking audiences in the U.S. In 2003, Vivelo promoted more than 90 concerts and events in the U.S., including a soccer game between two of Mexico's most popular soccer teams, "America" a premier league soccer team owned by Televisa, and "Las Chivas del Guadalajara". Vivelo intends to produce and promote a growing number of entertainment and sporting events in response to the increasing demand for entertainment among the U.S. Hispanic population.

EXPANDING THROUGH ACQUISITIONS

In October 2002, we acquired a 40% stake in OCEN, a subsidiary of CIE, which owns all the assets related to CIE's live entertainment business unit in Mexico. Through this acquisition, we became a shareholder of the leading live entertainment business in Mexico with several valuable assets including: 11 venues with a seating capacity of more than 230,000; Ticket Master, the leading ticket company in the country; several promotional ventures headed by OCESA; food, beverage and merchandising units; and Audiencias Cautivas, the largest producer in Mexico of corporate events. We will continue to analyze expanding our business through acquisitions or investments that add strategic and economic value to the Company.

TELEVISION

TELEVISION INDUSTRY IN MEXICO

General. There are nine television stations operating in Mexico City and approximately 455 other television stations elsewhere in Mexico. Most of the stations outside of Mexico City re-transmit programming originating from the Mexico City stations. We own and operate four of the nine television stations in Mexico City, Channels 2, 4, 5 and 9. These stations are affiliated with 221 repeater stations and 32 local stations outside of Mexico City. See " -- Television Broadcasting." We also own an English-language television station in Mexico on the California border. Our major competitor, TV Azteca, owns and operates Channels 7 and 13 in Mexico City, which are affiliated with 87 and 89 stations, respectively, outside of Mexico City. Televisora del Valle de Mexico, S.A. de C.V., owns the concession for CNI Channel 40, a UHF channel that broadcasts throughout the Mexico City metropolitan area. The Mexican government currently operates two stations in Mexico City, Channel 11, which has 7 repeater stations, and Channel 22. There are also 18 independent stations outside of Mexico City which are unaffiliated with any other stations. See " -- Competition -- Television Broadcasting."

We estimate that approximately 20.1 million Mexican households have television sets, representing approximately 86% of the total households in Mexico as of May 31, 2004. We believe that approximately 96.8% of all households in Mexico City and the surrounding area have television sets.

Ratings and Audience Share. All television ratings and audience share information included in this annual report relate to data supplied by IBOPE Mexico, a privately owned market research firm based in Mexico City. IBOPE Mexico is one of the fifteen global branch offices of IBOPE. IBOPE Mexico conducts operations in Mexico City, Guadalajara, Monterrey and 24 other Mexican cities with a population over 400,000, and the survey data provided in this annual report covers data collected from national surveys. IBOPE Mexico reports that its television surveys have a margin of error of plus or minus 5%.

As used in this annual report, "audience share" for a period means the number of television sets tuned into a particular program as a percentage of the number of households watching television during that period, without regard to the number of viewers. "Rating" for a period refers to the number of television sets tuned into a particular program as a percentage of the total number of all television households. "Average audience share" for a period refers to the average daily audience share during that period, and "average rating" for a period refers to the average daily rating during that period, with each rating point representing one percent of all television households. "Prime time" is 4:00 p.m. to 11:00 p.m., seven days a week, "weekday prime time" is 7:00 p.m. to 11:00 p.m., Monday through Friday, and "sign-on to sign-off" is 6:00 a.m. to midnight, seven days a week. The average ratings and average audience share for our television networks and local affiliates and programs relate to conventional over-the-air television stations only; cable services, multi-channel, multi-point distribution system and DTH satellite services, videocassettes and video games are excluded.

PROGRAMMING

Programming We Produce. We produce the most Spanish-language television programming in the world. In 2001, 2002 and 2003, we produced approximately 50,000 hours, 52,000 hours and 53,000 hours, respectively, of programming for broadcast on our network stations and through our cable operations and DTH satellite joint 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 of our and other teams and professional wrestling matches. See " -- Other Businesses -- Sports and Show Business Promotions." In 2002, we broadcast certain matches of the Korea-Japan World Cup in Mexico on our over-the-air channels and our cable system. In 2003, we had extensive coverage of the Mexican mid-term elections.

Our programming is produced primarily at our 24 studios in Mexico City. We also operate 16 fully equipped remote control units. Some of our local television stations also produce their own programming. These local stations operate 33 studios and 25 fully equipped remote control units. See " -- Television Broadcasting -- Local Affiliates."

In September 2001, we entered into a joint venture with Endemol, B.V., or Endemol, a leading international developer and producer of programming and other content for television and online platforms, to jointly develop, produce, acquire and license Spanish-language programming and the related formats for the production of such programming, including Endemol programming and formats, in Mexico and select countries in Central America. Endemol has agreed to license, on a first option basis, the rights to use it formats, including the format for Big Brother, which was licensed and became the first reality show produced in Mexico, to the joint venture, while we have agreed to develop programming based on these formats. As of December 2003, we have commitments to acquire from Endemol programming formats through this venture for in the aggregate up to U.S.$40.6 million through 2006. We began broadcasting Big Brother on our over-the-air channels and DTH satellite systems in March 2002.

Foreign-Produced Programming. We license and broadcast television programs produced by third parties outside of Mexico. Most of this foreign programming is from the U.S. and includes television series, movies and sports events, including coverage of Major League Baseball games. Foreign-produced programming represented approximately 38%, 37% and 36% of the programming broadcast on our four networks in 2001, 2002 and 2003, respectively. A substantial majority of the foreign-produced programming aired on our networks was dubbed into Spanish and was aired on Channels 4 and 5, and the remainder was aired on Channel 9.

Talent Promotion. We operate Centro de Educacion Artistica, or CEA, 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.

TELEVISION BROADCASTING

Through Channels 2, 4, 5 and 9 in Mexico City, we operate four television networks that can be viewed throughout Mexico on our affiliated television stations. The following table indicates the total number of operating television stations in Mexico affiliated with each of our four networks, as well as the total number of local affiliates, as of May 31, 2004.

	WHOLLY OWNED MEXICO CITY ANCHOR STATIONS	WHOLLY OWNED AFFILIATES	MAJORITY OWNED AFFILIATES	MINORITY OWNED AFFILIATES
Channel 2	1	124	2	--
Channel 4	1	--	--	--
Channel 5	1	61	--	--
Channel 9	1	14	--	--
Subtotal ...	4	199	2	--
Border Stations	--	1	--	--
Local Affiliates	--	18	--	1
Total	4	218	2	1

The programs shown on our networks are among the most-watched television programs in Mexico. Based on IBOPE Mexico surveys during 2001, 2002 and 2003 our networks aired 186, 184 and 175 of the 200 most-watched television programs throughout Mexico and produced 18, 16 and 15 of the 25 most-watched television programs in Mexico, respectively. Most of the remaining top 25 programs in those periods were soccer games and special feature films which were aired on our networks.

The following charts compare the average audience share and average ratings during prime time hours, weekday prime time hours and from sign-on to sign-off hours, of our television networks as measured by the national audience, from January 2001 through December 2003, shown on a bi-monthly basis.

AVERAGE AUDIENCE SHARE

JANUARY 2001 -- DECEMBER 2003

(LINE GRAPH)

AUDIENCE

	Audience Share Prime Time National	Audience Share Weekday Prime Time National	Audience Share Sign-on to Sign-off National
Jan- 01	72.4%	74.8%	74.1%
Mar- 01	73.4%	75.0%	75.0%
May- 01	71.4%	72.0%	73.7%
Jul- 01	70.9%	70.1%	73.2%
Sep- 01	68.2%	67.9%	71.2%
Nov- 01	68.7%	66.3%	72.0%
Dec- 01	69.0%	65.2%	72.6%
Jan- 02	70.3%	68.1%	73.0%
Mar- 02	72.5%	71.3%	75.0%
May- 02	76.9%	77.9%	78.0%
Jul- 02	76.5%	77.5%	77.6%
Sep- 02	70.7%	71.2%	72.9%
Nov- 02	69.2%	70.1%	71.5%
Dec- 02	70.6%	73.0%	72.3%
Jan- 03	72.0%	74.4%	72.6%
Mar- 03	69.6%	71.8%	71.5%
May- 03	69.9%	72.8%	72.0%
Jul- 03	70.4%	71.3%	71.8%
Sep- 03	69.8%	71.4%	71.3%
Nov- 03	70.3%	70.7%	73.1%
Dec- 03	68.1%	68.0%	71.1%

AVERAGE RATINGS

JANUARY 2001 -- DECEMBER 2003

(LINE GRAPH)

RATINGS

	Ratings Prime Time National	Ratings Weekday Prime Time National	Ratings Sign-on to Sign-off National

Jan- 01	44.2	50.1	28.7
Mar- 01	41.6	48.7	28.9
May- 01	38.2	43.5	27.2
Jul- 01	38.7	43.1	27.5
Sep- 01	38.1	44.0	27.6
Nov- 01	39.5	43.9	28.4
Dec- 01	36.7	39.7	26.5
Jan- 02	40.1	44.9	28.2
Mar- 02	39.8	45.0	28.3
May- 02	41.6	47.9	29.1
Jul- 02	42.3	48.0	29.7
Sep- 02	38.5	43.7	27.3
Nov- 02	39.5	45.2	27.3
Dec- 02	36.5	42.6	25.6
Jan- 03	39.9	47.2	27.0
Mar- 03	38.7	46.2	27.5
May- 03	36.6	43.4	26.1
Jul- 03	38.2	44.0	27.1
Sep- 03	37.9	44.8	27.0
Nov- 03	38.7	45.0	27.8
Dec- 03	35.7	40.7	25.8

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 128 television stations located throughout Mexico. The affiliate stations generally re-transmit 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 19.9 million households, representing 99% 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 2001, 2002 and 2003.

The following table shows the average audience share of the Channel 2 Network during prime time hours, weekday prime time hours and sign-on to sign-off hours for the periods indicated:

	YEAR ENDED DECEMBER 31,		
	2001(1)	2002(1)	2003(1)
Prime time hours	33.3%	32.7%	32.5%
Weekday prime time hours	36.2%	35.2%	36.5%
Sign-on to sign-off hours	31.8%	31.5%	30.9%

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(1) Source: IBOPE Mexico national surveys.

The Channel 2 Network targets the average Spanish-speaking family as its audience. Its programs include 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 120 to 200 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 65 repeater stations located throughout Mexico. We estimate that the Channel 5 Network reaches approximately 18.3 million households, representing approximately 91% 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.

The following table shows the average audience share of the Channel 5 Network during prime time hours, weekday prime time hours and sign-on to sign-off hours during the periods indicated:

	YEAR ENDED DECEMBER 31,		
	2001(1)	2002(1)	200
Prime time hours..	18.4%	18.9%	18
Weekday prime time hours......................................	18.1%	18.3%	18
Sign-on to sign-off hours.....................................	21.0%	21.2%	20

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(1) Source: IBOPE Mexico national surveys.

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 U.S. Most of these programs are produced in English. In 2003, Channel 5 aired 46 of the 50 top rated movies, including the hits "Amores Perros," "The Mummy" and "Stuart Little."

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Channel 4 Network. Channel 4 broadcasts in the Mexico City metropolitan area and, according to our estimates, reaches over 4.6 million households, representing approximately 23.1% of television households in Mexico. As described above, as part of our plan to attract medium-sized and local Mexico

City advertisers, we reduced the number of households reached by this network throughout Mexico and revised the format of Channel 4 to create 4TV in an effort to target viewers in the Mexico City metropolitan area. We currently sell local advertising time on 4TV to medium-sized and local advertisers at rates comparable to those charged for advertising time on local, non-television mediums, such as radio, newspapers and billboards. However, by purchasing local advertising time on 4TV, medium-sized and local advertisers are able to reach a wider audience than they would reach through local, non-television mediums.

The following table shows the average audience share of the Channel 4 Network during prime time hours, weekday prime time hours and sign-on to sign-off hours during the periods indicated, including audience share for local stations:

	YEAR ENDED DECEMBER 31,		
	2001(1)	2002(1)	200
Prime time hours	6.8%	8.1%	
Weekday prime time hours	5.8%	8.2%	
Sign-on to sign-off hours	9.2%	10.4%	1

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(1) Source: IBOPE Mexico national surveys.

4TV targets young adults and stay-at-home parents. Its programs consist primarily of news, comedy, sports, and entertainment shows produced by us, as well as a late night home shopping program, foreign-produced series, mini-series and movies, which are dubbed or subtitled in Spanish. In an attempt to attract a larger share of the Mexico City television audience, 4TV also began broadcasting three new local newscasts relating to the Mexico City metropolitan area.

Channel 9 Network. In addition to its anchor station, Channel 9 is affiliated with 29 repeater stations, approximately one-third of which are located in central Mexico. We estimate that Channel 9 reaches approximately 14.9 million households, representing approximately 74.1% of households with television sets in Mexico. Channel 9 broadcasts in all of the 26 cities other than Mexico City that are covered by national surveys. The following table shows the average audience share of the Channel 9 Network during prime time hours, weekday prime time hours and sign-on to sign-off hours during the periods indicated:

	YEAR ENDED DECEMBER 31,		
	2001(1)	2002(1)	2
Prime time hours	11.9%	12.7%	
Weekday prime time hours	10.3%	10.8%	
Sign-on to sign-off hours	11.1%	11.2%	

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(1) Source: IBOPE Mexico national surveys.

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

Local Affiliates. There are 32 local television stations affiliated with our networks, of which 18 stations are wholly owned, one station is minority owned and 13 stations are independent affiliated stations. These stations receive part of their programming from Channels 4 and 9. See " -- Channel 4 Network." 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 2001, 2002 and 2003, the local television stations owned by us produced 35,000 hours, 37,000 hours and 40,000 hours 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.

Border Stations. We currently own a television station on the Mexico/U.S. border that broadcasts English-language programs, as an affiliate of the Fox Television network under an affiliation agreement with Fox, and under renewable permits issued by the FCC to the station and to Fox Television that authorize electronic cross-border programming transmissions. The station, XETV, is licensed to Tijuana and serves the San Diego television market XETV is operated on our behalf by U.S. broadcaster Entravision Communications Corporation, or Entravision, pursuant to a joint marketing and programming agreement we have with Entravision, the initial term of which expires at the end of 2004. XETV's FCC cross-border permit was renewed in 2003 for a five-year term expiring in June 2008. Fox's cross-border FCC permit expires in 2006, and the Fox affiliation agreement for XETV expires in 2008. In March 2002, we converted two of the additional border stations that we own and operate from English-language Fox Television network affiliates to stations broadcasting entirely in Spanish.

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 three ways: advanced payment, upfront and scatter basis. We also have differentiated pricing by quarter, with the highest rates applicable in the fourth quarter of a given year. In addition, sales force incentive compensation largely ties bonuses to total year-end results. For a description of our advertising sales plan, see "Operating and Financial Review and Prospects -- Results of Operations -- Television Broadcasting."

We currently sell only a portion of our available television advertising time. We use our remaining available television advertising time 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. to midnight for public service announcements and 30 minutes per day for public programming, in each case distributed in an equitable and proportionate manner, and to promote our products, including television, DTH satellite services, radio and cable programming, magazines, sports and special events. We sold approximately 56%, 56% and 70% of total available national advertising time on our networks during prime time broadcasts in 2001, 2002 and 2003, and approximately 35%, 42% and 57% of total available national advertising time during all time periods in those periods. See "Operating and Financial Review and Prospects -- Results of Operations -- Television Broadcasting," " -- Programming for Pay Television," " -- Publishing," " -- Cable Television" and " -- Radio."

PROGRAMMING FOR PAY TELEVISION. We produce or license a suite of Spanish- and English- language television channels for pay-television systems in Mexico, Latin America and the Caribbean, Europe and the U.S. 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.

In 2001, 2002 and 2003, we produced approximately 5,900 hours, 4,400 hours and 4,000 hours of programming for broadcast on our pay television channels. The names and brands of our channels include: Telehit, Ritmoson Latino, Bandamax, De Pelicula, De Pelicula Clasico, Unicable, Cinema Golden Choice 1 & 2, Canal de Telenovelas, Canal de las Estrellas Latinoamerica and Galavision Europa.

In April 2003, we entered into a joint venture with Univision to operate and distribute a suite of Spanish-language television channels for digital cable and satellite delivery in the U.S. The joint venture, called "TuTV," began operations in the second quarter of 2003 and currently distributes five cable channels, including two movie channels and three channels featuring music videos, celebrity lifestyle and interviews and entertainment news programming. See " -- Univision." In May 2003, TuTV entered into a five-year distribution agreement with Echostar Communications Corporation to distribute three of TuTV's five channels. See " -- Univision."

PROGRAMMING LICENSING. We license our programs and our rights to programs produced by others to television stations in Mexico and other television broadcasters and pay television providers in the U.S., 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 approximately 64,000 hours, 60,000 hours and 60,000 hours of programming in 2001, 2002 and 2003. Most of the programming licensed by us in the U.S. is to Univision. See " -- Univision" and "Operating

and Financial Review and Prospects -- Results of Operations -- Programming Licensing." As of December 31, 2003, we had approximately 174,000 half-hours of television programming in our library available for licensing.

Expansion of Programming Reach. Our programs can be seen in the U.S., Latin America, Asia, Europe and Africa. We intend to continue to expand our sales of Spanish-language programming internationally through cable and DTH satellite services.

PUBLISHING

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

EDITORIAL. With a total circulation of approximately 132 million copies in 2001, 137 million copies in 2002 and 128 million copies in 2003, we publish 51 titles that are distributed in 20 countries, including the U.S., Mexico, Colombia, Chile, Argentina, Ecuador, Peru and Panama. See " -- Publishing Distribution." Our main publications in Mexico include a weekly entertainment and telenovelas magazine, TV y Novelas, and a weekly television guide, Tele Guia. We also publish the following popular magazines: Vanidades, a popular bi-weekly magazine for women; Eres, a bi-weekly magazine for teenagers; Conozca Mas, a monthly science and culture magazine; and Furia Musical, a bi-weekly musical magazine that promotes principally Banda and Onda Grupera music performers. Our other main publications in Latin America and the U.S. include Vanidades and TV y Novelas USA. Through a joint venture with Hearst Communications, Inc., we publish the Spanish-language editions of Cosmopolitan, Good Housekeeping, Harper's Bazaar and Popular Mechanics.

We publish the Spanish-language edition of several magazines, including PC Magazine pursuant to a license agreement with Ziff-Davis Media, Inc.; Maxim, pursuant to a license agreement with Dennis Publishing, Inc.; Marie Claire, pursuant to a license agreement with Marie Claire Album; Men's Health, pursuant to a license agreement with Rodale Press, Inc.; Automovil Panamericano, a popular automotive magazine, through a joint venture with Motorpress Iberica, S.A. and Muy Interesante and Padres e Hijos pursuant to a license agreement with GyJ Espana Ediciones, S.L.S. en C.; and Golf Digest, pursuant to a license agreement with The New York Times Company Magazine Group, Inc. We also publish a Spanish-language edition of National Geographic in Latin America and in the U.S. through a licensing agreement with National Geographic Society.

In 2003, we launched several new titles, some of which are Spanish-language versions of popular English language magazines, including Ocean Drive, through a licensing agreement with Sobe News, Inc. and Disney Art Attack through a licensing agreement with Disney Consumer Products Latin America, Inc. In Colombia, we also launched Caras, a new lifestyle/society magazine, and, in Mexico, we introduced a sticker album.

PUBLISHING DISTRIBUTION. We estimate that we distribute approximately 62%, in terms of volume, of the magazines circulated in Mexico through our subsidiary, Distribuidora Intermex, S.A. de C.V., the largest publishing distribution network in Latin America. We believe that our distribution network reaches over 300 million Spanish-speaking people in 19 countries, including Mexico, Colombia, Chile, Argentina, Ecuador, Peru and Panama. We also estimate that our distribution network reaches over 25,000 points of sale in Mexico and over 80,000 points of sale outside of Mexico. We also own publishing distribution operations in six countries. Our publications are also sold in the U.S., the Caribbean and elsewhere through independent distributors. In 2003, approximately 64% of the publications distributed by this segment in Mexico were published by our Publishing segment. In addition, our distribution network sells a number of publications published by joint ventures and independent publishers, as well as videos, calling cards and other consumer products.

CABLE TELEVISION

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 they receive. See " -- Cable Television Services." According to Mexico's cable television trade organization, Camara Nacional de la Industria de Television por Cable, or CANITEC, there were approximately 575 cable concessions in Mexico as of December 31, 2003, serving approximately 2.4 million subscribers.

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MEXICO CITY CABLE SYSTEM. We own a 51% interest in Cablevision, one of the largest cable television operators in Mexico in terms of number of subscribers and homes passed, which provides cable television services to subscribers in Mexico City and surrounding areas. As of December 31, 2003, Cablevision had over 364,000 basic subscribers, as compared to approximately 412,000 and 452,000 basic subscribers as of December 31, 2002 and December 31, 2001, respectively. As of December 31, 2001, 2002 and 2003, over 95,000, 65,000 and 60,300 subscribers, respectively, were subscribed to one of Cablevision's premium service packages. Cablevision is currently the largest cable television operator and one of the largest high-speed Internet access providers through cable modem in Mexico City.

Through April 2002, we operated Cablevision through a joint venture with America Movil, Latin America's largest cellular communications provider and an affiliate of Telmex, which owned 49% of Cablevision. America Movil sold its 49% equity interest in Cablevision in April 2002 in connection with an offering on the Mexican Stock Exchange. CPOs, each representing two series A shares and one series B share of Cablevision, began trading on the Mexican Stock Exchange under the ticker symbol "CABLE" in April 2002.

CABLE TELEVISION SERVICES. Cablevision's basic service package offers up to 53 channels, including Mexico City's nine over-the-air television channels. Other channels in the basic service package include E! Entertainment, the Latin American MTV channel, ESPN International, Nickelodeon, the Latin American Discovery Channel, the Sony Channel, the Warner Channel and various sports-related and international film channels. Cablevision also currently offers five premium digital service packages ranging in price from Ps.322.00 to Ps.579.00, in each case, including the Ps.245.00 basic service fee. Cablevision's five premium digital service packages offer up to 204 video channels and 50 audio channels, which provide access to a variety of additional channels, including CNN International, HBO, Cinemax, Cinecanal and Movie City, and 28 pay-per-view channels.

PAY-PER-VIEW CHANNELS. Cablevision currently offers 28 pay-per-view cable television channels in each of its digital service packages. Pay-per-view channels show films and special events programs, including sports and musical events.

CABLE TELEVISION REVENUES. Cablevision's revenues are generated from subscriptions for its cable 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. Its current monthly service fees ranges in price from Ps.245.00 to Ps.579.00, See " -- Cable Television Services." The Mexican government does not currently regulate the rates Cablevision charges for its basic and digital premium service packages, although we cannot assure you that the Mexican government will not regulate the Cablevision's rates in the future. If the SCT were to determine that the size and nature of Cablevision's market presence was significant enough so as to have an anti-competitive effect, then it could regulate the rates it charges for its various services.

In December 2001, the Mexican Congress passed a series of tax reforms, and in December 2002 it amended these tax reforms. As a result of these tax reforms, subject to certain exceptions, revenues from telecommunications and pay television services, including such services provided by Cablevision, were subject to a 10% excise tax. In February 2002, Cablevision and a number of other companies in the telecommunications and pay television industries filed amparo proceedings challenging the constitutionality of this excise tax, and in 2003 amparo proceeding was filed by Cablevision challenging the constitutionality of the December 2002 amendments. The 2002 and 2003 amparo proceedings were denied with respect to Cablevision. Nonetheless, Cablevision implemented a rate increase in January 2002 in an effort to mitigate, in part, the impact of this tax on its results of operations and financial condition. This rate increase adversely affected consumer demand and resulted in a loss of subscribers for

Cablevision's services, and the imposition of the tax caused a decrease in net income attributable to the services provided by Cablevision, as well as adversely impacted the ability of the Company to attract new subscribers.

On October 30, 2003, the President of Mexico granted a tax incentive equal to 100% of the 10% excise tax on telecommunications, effective November 1st, 2003 and applicable only over the tax payable from this date on. Therefore during the months of November and December of 2003 Cablevision recognized the amount of the 10% excise tax benefit as an income in its income statement.

The 10% excise tax imposed on services rendered in connection with restricted television, which directly affected the services provided by Cablevision, was eliminated as of January 1st, 2004. From this date and going

forward Cablevision recognizes this positive effect as part of its revenues, without any modification in price to its subscribers.

CABLE TELEVISION INITIATIVES. In an effort to expand its subscriber base and increase its average monthly revenues per subscriber and substantially reduce piracy, Cablevision recently began switching its current analogue subscriber base to digital service. Cablevision continues to offer on a limited basis high-speed Internet access services through cable modems. In addition, subject to the expansion and upgrade of its existing network, the receipt of the requisite governmental approvals and in the case of IP telephony, the availability of certain technology, Cablevision plans to offer the following multimedia communications services to its subscribers:

- enhanced programming services, including VOD services and video games; and
- IP telephony services.

In order to provide these multimedia communications services, Cablevision requires a cable network with bidirectional capability operating at a speed of at least 870 MHz, and a digital set-top box. In order to provide these new services, Cablevision is in the process of upgrading its existing cable network. Cablevision's cable network currently consists of more than 10,040 kilometers with over 1.4 million homes passed. In 2003, Cablevision expanded its network by over 169 kilometers. As of December 31, 2003, 100% of Cablevision's network runs at least 450 MHz, approximately 68% of Cablevision's network runs at least at 750 MHz, and approximately 47% runs at least at 870 MHz, and approximately 49% of Cablevision's network has bi-directional capability.

RADIO

RADIO STATIONS. Our radio business, Sistema Radiopolis, or Radiopolis, is operated under a joint venture with Grupo Prisa, S.A. a leading Spanish communications group. See "Operating and Financial Review and Prospects -- Results of Operations -- Radio", " -- Minority Interest" and Note 2 to our year-end financial statements. 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 shareholder 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 and/or shareholder approval. We also have the right to appoint the joint venture's Chief Financial Officer. The election of the Chief Executive Officer requires a unanimity from the joint venture's board of directors.

Radiopolis 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 FM radio station in Mexicali and repeater radio stations in each of Monterrey, San Luis Potosi and Veracruz. Some Radiopolis stations transmit powerful signals which reach beyond the market areas they serve. For example, XEW-AM and XEWA-AM transmit signals that reach the southern part of the U.S. XEW-AM serves most of southern Mexico. In June 2004, Radiopolis entered into an agreement with Radiorama, S.A. de C.V., or Radiorama, one of Mexico's leading radio networks, which added 41 affiliate stations (22 AM and 19 FM) to Radiopolis' existing network of 13 affiliates, expanding its total network, including owned and operated and affiliate stations to 71 stations. After giving effect to the transaction with Radiorama, we estimate that Radiopolis radio stations reach 33 cities in Mexico. We plan to continue exploring expanding the reach of our radio programming and advertising through affiliations with third parties and through acquisitions.

According to Investigadores Internacionales Asociados, S.C., or INRA, in 2001, 2002 and 2003, XEW-AM ranked sixteenth, tenth and tenth among the 34 stations in the Mexico City metropolitan area AM market, and XEQ-FM ranked fifteenth, sixth and fifth among the 28 stations in the Mexico City metropolitan area FM market. INRA conducts daily door-to-door interviews in the Mexico City metropolitan area to determine radio listeners' preferences. Outside Mexico City, INRA conducts periodic surveys. Arbitron, a U.S.-based company, also carries out surveys in Mexico City and Guadalajara. We believe that no other independent survey of this nature is routinely conducted in Mexico.

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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.

In 2003, Radiopolis launched several new programs, including a three-edition newscast "Hoy x Hoy," featuring three leading Mexican journalists; one of Mexico's most popular sports radio programs, "PasionW/Estadio W," which has exclusive radio-broadcast rights to certain soccer games; and "Poder y Dinero," which covers politics and economic issues. Most of these new programs were rated among the top five in their genre and helped Radiopolis to increase its audience share in the markets they were broadcast. In addition to alliances with other local radio stations, such as with Radiorama, we also increased Radiopolis' geographical coverage through the exclusive nationwide broadcast of XEW-AM's programming over one of Sky channels, our Mexican DTH platform.

RADIO ADVERTISING. 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 " -- Television -- Television Broadcasting -- Advertising Sales Plan." In addition, we use some of our available radio advertising time to satisfy our legal obligation to provide up to 35 minutes per day of our broadcast time between 6:00 a.m. to midnight to the Mexican government for public service announcements and programming, distributed in an equitable and proportionate manner.

OTHER BUSINESSES

ESMAS.COM. In May 2000, we launched EsMas.com, a Spanish-language horizontal Internet portal integrating several sites. The portal leverages our unique and extensive Spanish-language content, including news, sports, business, music and entertainment, editorials, life and style, technology, culture, shopping, health, kids and an opinion survey channel, and offers a variety of services, including e-mail, search engines, chat forums, e-cards, on-line radio stations, recruitment services, news bulletins and a downloadable service for customer assistance. With a wide range of content channels, online and mobile services, and with more than 95 million page views, and over 2.5 million monthly unique users during 2003, we believe that EsMas.com has positioned itself as one of the leading Internet portals in Mexico. We are currently targeting users in Mexico and intend to explore targeting users in the rest of the world. Currently, we control 100% of the venture.

In July 2001, we acquired submarino.com.mx (currently known as "EsMasCompras.com," the vertical shopping channel for EsMas.com), the leading Mexican e-shopping website in terms of the number of customers, repeat business rates and catalogue size, which features a wide selection of CDs, DVDs, books, toys and electronic goods. Prior to this acquisition, submarino.com.mx had been operating the vertical shopping channel for EsMas.com since November 2000. We may enter into future joint ventures or strategic alliances with regional Internet content and access providers, although we cannot give you any assurances in this regard.

In connection with the series of transactions we entered into with Univision in December 2001, as described under " -- Univision," we amended our program license agreement such that, for a five-year period, ending in December 2006, we are permitted to show certain limited programming over the Internet. For a description of a possible dispute we may have with Univision after this five-year period regarding the broadcast of programming over the Internet, see "Key Information -- Risk Factors -- Risk Factors Related to Our Business -- Future Activities Which We May Wish to Undertake in the U.S. May Be Affected by Our Arrangements with Univision and May Affect Our Equity Interest in Univision."

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," " -- Cable Television -- Cable Television Services," " -- Pay-Per-View Channels," " -- Radio -- Radio Stations," and " -- DTH Joint Ventures -- Mexico."

Soccer. We own three of Mexico's soccer teams, two of which, America and Necaxa, play in the Premiere League and are among the most popular and successful teams in Mexico, and Real San Luis, which plays in Mexico's First-A Division League. In 2002, America won the Premiere League championship. Each team plays two 19 game regular seasons. The best teams of each season engage in post-season championship play. In 2001, 2002 and 2003, we broadcast 84, 111 and 112 hours, respectively, of our teams' home games.

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We own the Azteca Stadium which has a seating capacity of approximately 105,000 people. Azteca Stadium has hosted two World Cup Soccer Championships. America and the Mexican National Soccer team generally play their home games at this stadium. We have exclusive rights to broadcast the home games of the America and Necaxa teams, as well as those of seven other Premiere League soccer teams.

Promotions. We promote a wide variety of concerts and other shows, including beauty pageants, song festivals and nightclub shows of popular Mexican and international artists. In 2003, Azteca Stadium was the site of the annual Teleton, a charity fundraiser, which raised over Ps.247.7 million (nominal) for disabled children.

In 2001, we entered into arrangements with Clear Channel, to establish a

Mexico-focused live entertainment joint enterprise, En Vivo. In April 2002, we and Clear Channel expanded this venture to include the U.S. Hispanic market. In December 2002, we terminated the Mexican operations of En Vivo and our 50/50 venture with Clear Channel, now called Vivelo, is focused exclusively on the operations in the U.S. Under this arrangement, we produce and promote tours of Spanish-speaking artists and other live events primarily targeting Spanish-speaking audiences in the U.S. In 2003, Vivelo promoted more than 90 concerts in the U.S. including Luis Miguel, Los Tigres del Norte and Mana, as well as the America vs Chivas soccer game.

In October 2002, we acquired a 40% stake in OCEN, a subsidiary of CIE. OCEN owns all of the assets related to CIE's live entertainment business unit in Mexico. OCEN's business includes the production and promotion of concerts, theatrical, family and cultural events, as well as the operation of entertainment venues, the sale of entrance tickets, food, beverage and souvenirs, and the organization of special and corporate events. As part of the agreement, OCEN has access to our media assets to promote its events throughout Mexico, and we have the right of first refusal to broadcast on our over-the-air channels and pay-TV ventures movies and events produced and distributed by CIE.

FEATURE FILM PRODUCTION AND DISTRIBUTION. We produce first-run Spanish-language feature films, some of which are among Mexico's top films based on box office receipts. We co-produced nine, four and three feature films in 2001, 2002 and 2003, respectively. We have established co-production arrangements with Mexican film production companies, as well as with major international companies such as Miravista, Warner Bros and Plural Entertainment. We will continue to consider entering into co-production arrangements with third parties in the future, although no assurances 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 2001, 2002 and 2003, we released two, five and five, respectively, of our feature films through movie theaters, including El Tigre de Santa Julia, Amar te Duele, Nicotina and Ladies Night, among others. We also distribute our feature films outside of Mexico.

In December 1999, we entered into an agreement with CIE pursuant to which we have a first option to purchase rights in Mexico to distribute CIE's feature films in movie theatres and broadcast these films on our cable and television networks. We purchased the distribution rights in Mexico for 19, 13 and 9 of CIE's feature films in 2001, 2002 and 2003, respectively.

We distribute feature films produced by non-Mexican producers in Mexico. Under an agreement with Warner Brothers which we recently extended through 2004, we are the exclusive distributor in Mexico of feature films produced by Warner Brothers. Our license agreements with New Line Cinema and Polygram expired in 2003. In 2001, 2002 and 2003, we distributed 57, 53 and 53 feature films, including, in 2003, several U.S. box office hits, such as Lord of the Rings - The Two Towers, Matrix Reloaded and Matrix Revolutions. We also distribute independently produced non-Mexican and Mexican films in Mexico, such as My Big Fat Greek Wedding, Magdalene Sisters, The Brotherhood of the Wolf and Amores Perros.

At December 31, 2003, we owned or had rights to approximately 590 Spanish-language films and 25 video movies. Many of these films and movies have been shown on our television networks, cable system and DTH services. We also licensed the rights to 19 films produced by third parties.

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NATIONWIDE PAGING. We own a 51% interest in a joint venture called "Skytel," which has a license to provide nationwide paging services in Mexico. A subsidiary of Mobile Telecommunications Technologies Corp., a U.S. paging company, indirectly owns the remaining 49% interest in Skytel. The concession allows Skytel to provide paging services on the 901, 931 and 940 MHz frequencies. The expiration dates of the nationwide paging concessions are 2006 and 2019. As of December 31, 2003, Skytel had over 58,000 subscribers as compared to approximately 94,000 subscribers as of December 31, 2002.

In December 2001, the Mexican Congress passed a series of tax laws which were amended in December 2002. As a result of these tax reforms, subject to certain exceptions, revenues from telecommunications and pay television services, including such services provided by Skytel, were subject to a 10% excise tax until December 31, 2002 when the laws were amended. In February 2002, Skytel and a number of other companies in the telecommunications and pay television industries filed amparo proceedings challenging the constitutionality of this excise tax. The 2002 amparo proceeding was denied with respect to Skytel.

MUTUAL FUND VENTURE. In October 2002, we entered into a joint venture with a group of investors, including Manuel Robleda, former president of the Mexican Stock Exchange, to establish "Mas Fondos," the first mutual fund distribution company in Mexico. Mas Fondos sells mutual funds that are owned and managed by third parties to individual and institutional investors. Currently, Mas Fondos distributes 68 funds managed by seven entities. The company operates under a license granted by the Comision Nacional Bancaria y de Valores, or CNBV. On June 1, 2004, we sold a 5% interest of Mas Fondos to Grupo de Servicios Profesionales, S.A. de C.V, or Servicios Profesionales. As a result of this sale we will have a 46% interest in Mas Fondos. We received CNBV authorization for this transaction on June 28, 2004. For a description of the transaction, see "Major Shareholders and Related Party Transactions."

DUBBING. Until recently, we provided dubbing services for television programs and films that we or others, including several major U.S. production companies, purchased. In November 2003, we divested our investment in our dubbing operations.

INVESTMENTS

We have investments in several other businesses. See Note 5 to our year-end financial statements.

DTH JOINT VENTURES

BACKGROUND. In November 1995, we, along with Globopar, News Corp. and, at a later date, Liberty Media, agreed to form a number of joint ventures to develop and operate DTH satellite services for Latin America and the Caribbean basin.

In October 1997, we and our partners formed MCOP, a U.S. partnership in which we, News Corp., and Globopar each indirectly hold a 30% interest and in which Liberty Media indirectly holds a 10% interest, to make investments in, and to supply programming and other services to, the Sky platforms in Latin America outside of Mexico and Brazil. In addition, each of Televisa, News Corp., Globopar and Liberty Media indirectly holds an interest (in the same proportion as their interests in MCOP are held) in Sky Latin America Partners, or ServiceCo, a U.S. partnership formed to provide certain business and management services, and TechCo, a U.S. partnership formed to provide certain technical services from two uplink facilities located in Florida.

In October 2002, Globopar announced that it will reevaluate its capital structure due to significant devaluation of the Real, deteriorating economic conditions in Brazil and significant reduction in credit available to Brazilian companies. Globopar and certain of its subsidiaries are rescheduling their financial debt obligations and currently reviewing its business plans together with certain holders of Globopar's bank debt and bonds. For a description of the potential impact that Globopar's announcement may have on MCOP's and TechCo's operations, as well as our financial condition, see "Key Information -- Risk Factors -- Risk Factors Related to Our Business -- MCOP, Our DTH Joint Venture in Latin America Outside of Mexico and Brazil, May Not Be Able to Continue as a Going Concern."

Digital Ku-band DTH satellite services commenced operations for the first time in Mexico and Brazil in the fourth quarter of 1996, in Colombia in the fourth quarter of 1997, in Chile in the fourth quarter of 1998 and in Argentina in the fourth quarter of 2000. We currently, directly and indirectly, own interests in DTH satellite joint ventures in Mexico, Colombia and Chile. In July 2002, we ceased operations in Argentina. We do not own any equity interest in the venture in Brazil. In July 2003, we exchanged our 10% minority interest in the Spanish company which operates Via Digital, a DTH venture in Spain, for de minimus ownership interest in Sogecable, a Spanish company which operates the leading DTH venture in Spain. No assurances can be given that the DTH joint ventures will be successful. See "Key Information -- Risk Factors -- Risk Factors Related to Our Business -- We Have Experienced Substantial Losses, Primarily in Respect of Our Investments in Innova and MCOP, and Expect to Continue to Experience Substantial Losses as a Result of Our Participation in DTH Joint Ventures, Which Would Adversely Affect Our Net Income." For a description of capital contributions and loans we have made to date to those ventures, 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" and "Major Shareholders and Related Party Transactions -- Related Party Transactions -- Transactions and Arrangements With Innova -- Capital Contributions and Loans."

We have also been developing channels exclusively for pay television broadcast. Through our relationship with News Corp., 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 U.S., Europe and Latin America.

In December 2003, News Corp. acquired a 34% equity interest in DIRECTV, and transferred its ownership interest in DIRECTV to Fox Entertainment Group, Inc., an 82% owned subsidiary of News Corp. Innova's Social Part Holders Agreement provides that neither we nor News Corp. may directly or indirectly operate or acquire an interest in any business that operates a DTH satellite system in Mexico (subject to limited exceptions). As a result of News Corp.'s acquisition of an interest in DIRECTV, News Corp. has become an indirect owner of DIRECTV Mexico, Innova's DTH competitor. Accordingly, under Innova's Social Part Holders Agreement, this acquisition required our consent. In addition, we believe that this acquisition violates exclusivity provisions in our arrangements with MCOP. We cannot predict what impact News Corp.'s acquisition of an interest in DIRECTV or PanAmSat will have on the competitive environment for DTH in Mexico, Latin America or on our business, financial condition or results of operation. See "Key Information -- Risk Factors -- Risk Factors Related to Our Business -- One of Innova's and MCOP's Owners, News Corp., Has Acquired Significant Interests in DirecTV, Innova's DTH Competitor in Mexico and MCOP's Competitor in other Countries in Latin America, and PanAmSat, and We Cannot Predict What Effect This Will Have on Us or Innova or MCOP." We are currently discussing this situation with News Corp. We cannot predict how this situation will be resolved.

On April 20, 2004, PanAmSat and DIRECTV announced that they had signed a definitive agreement to sell PanAmSat to a group headed by KKR. We cannot predict how this sale may affect our arrangements with PanAmSat.

MEXICO. We operate "Sky," our DTH satellite joint venture in Mexico, through Innova. We own 60% of this joint venture, and our partners are News Corp., which owns a 30% interest, and Liberty Media, which owns a 10% interest. As of December 31, 2003, Innova's DTH satellite pay television service had approximately 856,600 gross active subscribers, as compared to approximately 737,800 gross active subscribers as of December 31, 2002. Innova primarily attributes its successful growth to its superior programming content, its exclusive transmission of sporting events such as soccer tournaments and special events such as reality shows, its high quality customer service and its nationwide distribution network with more than 4,300 points of sale. Sky continues to offer the highest quality content in the Mexican pay television industry. Its programming packages combine our over-the-air channels with other DTH exclusive channels produced by News Corporation.

In 2003, Sky continued its exclusive broadcast of "Big Brother 2" and "Big Brother VIP 2," shows produced by Endemol and us, and launched several new channels added to Sky's line-up including "W Radio" channel, a news and entertainment radio program channel on a pay TV-exclusive basis; the Disney Channel, previously an exclusive DTH channel of DirecTV Mexico, 5 additional HBO channels (HBO Plus West, HBO Family East and West and MaxPrime East and West); Multicinema and Multipremiere movies channels and ZAZ, a channel offering primarily children's programming. In addition, Sky broadcast on an exclusive basis several professional sporting events, including certain matches of the Mexican 2002-2003 Closing Soccer Tournament and 2003-2004 Opening Soccer

Tournament; the pay TV-exclusive broadcast of the Cruz Azul team soccer matches in the "Copa Libertadores" Soccer Tournament, the Wimbledon and U.S. Open Tennis Tournaments; boxing matches; certain matches of the Mexican Baseball league; the 2002-2003 Mexican bullfight season and the Ultimate Fighting Championship. Sky also added the 2003 LPGA, U.S. PGA and U.S. Senior PGA Golf Tournaments.

Sky currently offers 177 digital channels through five programming packages: Basic (63 video channels, 32 audio channels and 25 pay-per-view); Fun (80 video channels, 32 audio channels and 29 pay-per-view); Movie City (94 video channels, 32 audio channels and 29 pay-per-view) HBO/Max (98 video channels, 32 audio channels and 29 pay-per-view) and Universe (116 video channels, 32 audio channels and 29 pay-per-view) for a monthly fee of Ps.228.00, Ps.278.00, Ps.398.00, Ps.448.00, and Ps.588.00, respectively. The subscriber receives a "prompt payment"discount if the monthly subscription payment is made within 12 days after the billing date.

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.151.00, Fun Ps.241.00, Movie City Ps.351.00, HBO/Max Ps.401.00 and Universe Ps.541.00. Monthly fees for each programming package do not reflect a monthly rental fee in the amount of Ps.161.00 for the decoder necessary to receive the service (or Ps.148.00 if the subscriber pays within 12 days of the billing date) and a one-time installation fee of Ps.899.00, which is reduced to Ps.199.00 if the subscriber pays the monthly programming fees via an automatic charge to a debit card or waived entirely if payment is charged directly to a credit card.

Sky devotes 24 pay-per-view channels to family entertainment and movies and five channels are devoted to adult entertainment. In addition, Sky assigns five extra channels exclusively for special events, known as Sky Events, which include boxing matches, concerts, sports and movies. Sky provides some Sky Events at no additional cost while it sells others on a pay-per-view basis.

In December 2001, the Mexican Congress passed a series of tax reforms, and in December 2002 it amended these tax reforms. As a result of these tax reforms, subject to certain exceptions, revenues from telecommunications and pay television services, including such services provided by Innova, were subject to a 10% excise tax. In February 2002, Innova and a number of other companies in the telecommunications and pay television industries filed amparo proceedings challenging the constitutionality of this excise tax, and in 2003 amparo proceeding was filed by Innova challenging the constitutionality of the December 2002 amendments. Innova obtained a favorable ruling in respect of its 2002 amparo proceeding. Innova continues proceedings to recover the amounts paid for this tax in 2002, however we cannot assure you that Innova will be able to recover any portion of the amounts paid for this excise tax during 2002. Innova obtained a favorable ruling in respect of its 2003 amparo proceeding; however, it is not finally adjudicated. Consequently, we cannot assure you that Innova will obtain a final favorable resolution in this proceeding or that Innova will be able to recover the excise tax paid during 2003. Nonetheless, Innova implemented rate increase in January 2002 in an effort to mitigate, in part, the impact of this tax on its results of operations and financial condition. The imposition of the tax caused a decrease in net income attributable to the services provided by Innova, as well as adversely impacted the ability of the company to attract new subscribers.

On October 30, 2003, the President of Mexico granted a tax incentive equal to 100% of the 10% excise tax on telecommunications, effective November 1st, 2003 and applicable only over the tax payable from this date on. Therefore during the months of November and December of 2003 Innova recognized the amount of the 10% excise tax benefit as an income in its income statement.

The 10% excise tax imposed on services rendered in connection with restricted television, including DTH, which affected directly the services rendered by Innova, was eliminated as of January 1st, 2004. From this date and going forward Innova recognizes this positive effect as part of its revenues, without any modification in price to its subscribers.

In November 2003, Sky successfully implemented a new subscriber management system, or SMS, to support the growth of its subscriber base by managing client billing services. Currently this system is in service and fully operational.

SPAIN. The Spanish DTH platform, "Via Digital," began broadcasting throughout Spain in September 1997. We provided programming for two of Via Digital's channels until March 2004.

As a result of the sale of a portion of our interest in Via Digital and capital calls in which we did not participate, our interest in Via Digital decreased from 10% at December 31, 2002 to a de minimus ownership stake as of May 31, 2003. Only one of our partners, Telefonica de Contenidos, or Telefonica, participated in the capital calls by the shareholders of Via Digital and as a result, had an approximate 87% ownership interest in Via Digital as of May 31, 2003. On May 8, 2002, Sogecable, a Spanish public company which is controlled through a joint venture between Grupo Prisa and the French media conglomerate Canal Plus, entered into a merger agreement with Telefonica and offered to acquire all of the outstanding shares of Via Digital in exchange for shares of Sogecable at an agreed-upon exchange ratio. We and the other shareholders of Via Digital accepted this offer, resulting in a de minimus ownership stake in Sogecable upon the conclusion of the merger. In connection with this proposed exchange offer, we and our partners agreed to terminate Via Digital's joint venture agreement and as a result, we do not have the right to appoint any of the members of Sogecable's Board of Directors.

Upon the consummation of the merger of Canal Satelite Digital and Via Digital in July 2003, we became minority shareholder with a de minimus ownership stake in Sogecable. In December 2003, we reached an agreement to license, as of

March 2004, two pay TV channels to Sogecable's new "Digital+" combined service. This agreement expires in 2008.

COLOMBIA. The Colombian DTH platform commenced operations in December 1997 and as of December 31, 2002 and December 31, 2003, had over 37,000 and 36,300 gross active subscribers and provided 73 video channels, 29 pay-per-view channels and 39 audio channels. As of December 31, 2003, we owned a 26.7% interest in this venture on a fully diluted basis through MCOP, and our partners, Casa Editorial El Tiempo, S.A., Radio Cadena Nacional, S.A., RTI Comunicaciones de Colombia Ltda. and Pastrana Arango, owned 3.18%, 3.10%, 3.14% and

1.50%, respectively. We have veto rights over some extraordinary transactions requiring supermajority shareholder approval. The concession for the Colombian DTH platform was granted in 1997 for 10 years and Sky Colombia has the right to renew 6 months prior to the expiration date.

CHILE. Sky Chile, the Chilean DTH platform commenced operations in October 1998 and, as of December 31, 2002 and December 31, 2003, had over 56,000 and over 52,200 gross active subscribers, respectively, and provided 71 video channels, 30 pay-per-view channels and 39 audio channels. As of December 31, 2003, we owned a 30% interest in this venture on a fully diluted basis through MCOP. As of December 31, 2003, we did not have any local partners in this joint venture. We have veto rights over some extraordinary transactions requiring supermajority shareholder approval. The concession for the Chilean DTH platform was granted in 1998 for 10 years and Sky Chile has the right to renew 180 days prior to expiration.

PROGRAMMING. We and News Corp. are major sources of programming content for our DTH joint ventures and have granted our DTH joint ventures in Latin America and Mexico exclusive DTH satellite service broadcast rights to all of our and News Corp.'s existing and future program services (including pay-per-view services on DTH), subject to some pre-existing third-party agreements in the territories of our DTH joint ventures in Latin America and Mexico and excluding the Fox Sports (Americas) channel. In addition to sports, news and general entertainment programming, we provide our DTH joint ventures in Mexico with exclusive DTH satellite service broadcast rights to our four over-the-air broadcast channels, which are among the most popular television channels in Mexico. Our DTH satellite service in Mexico is the only pay television service that offers all the over-the-air broadcast signals from Mexico City as well as our channels from Guadalajara and Monterrey. Our DTH satellite service also has exclusive DTH broadcast rights in Mexico to Fox News and Canal Fox, one of the leading pay television channels in Mexico. Through its relationships with us and News Corp., 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 U.S., Europe and Latin America.

UNIVISION

In December 1992, A. Jerrold Perenchio, a Los Angeles private investor, Corporacion Venezolana de Television (Venevision), C.A. and one of our subsidiaries acquired the businesses of Univision from Hallmark Cards, Inc. We currently own shares and warrants representing an approximate 10.7% equity interest in Univision, on a fully diluted basis. Information regarding Univision's business which appears in this annual report has been derived primarily from public filings made by Univision with the SEC and the FCC.

We currently have a number of programming and financial arrangements with Univision, the leading Spanish-language media company in the U.S. which owns and operates the Univision Network, the most-watched Spanish-language television network in the U.S.; the TeleFutura broadcast and Galavision satellite/cable television networks; several dozen full power and low power television broadcast stations; over 70 radio stations constituting the largest Spanish-language radio broadcasting company in the U.S.; and the Univision Music Group, the leading Spanish-language music recording and publishing company in terms of music record sales in the U.S.

We and Venevision, a Venezuelan media company, have agreed to supply programming to Univision under program license agreements that expire in December 2017, under which we and Venevision granted Univision an exclusive license to broadcast in the United States, solely over the Univision, Galavision and TeleFutura Networks, substantially all Spanish-language television programming, including programming with Spanish subtitles, for which we or Venevision own the U.S. distribution rights, subject to some exceptions, including some co-productions. See "Operating and Financial Review and Prospects -- Results of Operations -- Programming Licensing." In December 2001, we amended the program license agreement to increase our royalties. After giving effect to these amendments, we are now entitled, in addition to our existing 9% programming royalty on net time sales in respect of the Univision and Galavision Networks, to an incremental 3% programming royalty on net time sales on these networks to the extent such net time sales exceed net time sales for the year 2001, as well as a 12% programming royalty on net time sales of the TeleFutura Network which we began receiving in 2003, subject to certain adjustments, including minimum annual royalties of U.S.$5.0 million in respect of TeleFutura for 2003, increasing by U.S.$2.5 million each year to U.S.$12.5 million. Univision also has some rights regarding some special events and other television programming produced or co-produced by us and Venevision. In exchange for programming royalties based upon combined net time sales regardless of the amount of our and Venevision's

programming used by Univision, we have agreed that we will provide Univision with 8,531 hours of programming per year for the term of the agreement and that this programming will be representative of the quality of programming that we produced during 2000. We have also agreed that a certain portion of the 8,531 hours of programming that we provide will be telenovelas. In 2003, Televisa programming represented approximately 34% and 19% of the Univision and TeleFutura Networks' non-repeat broadcast hours, respectively.

Under an agreement we have with Univision, we are required to offer Univision the opportunity to acquire a 50% economic interest in our interest in certain ventures relating to U.S. Spanish-language broadcasting.

We also entered into several other transactions and arrangements with Univision in December 2001, including an agreement to establish a joint venture to introduce our satellite and cable pay-TV programming into the United States. We and Univision entered into definitive agreements to commence this joint venture's operations in April 2003. The joint venture company, called TuTV, commenced operations in the second quarter of 2003. It currently distributes five channels, including two of our existing movie channels and three channels featuring music videos, celebrity lifestyle and interviews and entertainment news programming, and will create future channels available in the U.S. that feature our programming. In May 2003, TuTV entered into a five-year distribution agreement with EchoStar Communications Corporation for three of the five existing channels. TuTV is jointly controlled by Univision and us, and we have each agreed to contribute U.S.$20 million over the first three years of the venture. We cannot assure you that this venture will be profitable.

We have an international program rights agreement with Univision that, as amended in December 2001, requires Univision to grant us and Venevision the right to broadcast outside the United States programs produced by Univision for broadcast on the Univision or Galavision networks. We have the exclusive right to broadcast these programs in Mexico and Venevision has the exclusive right to broadcast these programs in Venezuela. We and Venevision each have an undivided right to broadcast these programs in all other territories (other than the United States, but including Puerto Rico), provided those programs were on the air as of October 2, 1996. The rights to these programs granted to us and Venevision will revert back to Univision when the relevant program license agreement terminates. For such programs produced after October 2, 1996, we and Venevision have the exclusive broadcast and related merchandising rights for Mexico and Venezuela, but Univision retains all rights for the rest of the world. For such programs produced after September 26, 1996, we and Venevision have merchandising rights only in those territories. The rights to these programs granted to us and Venevision will revert back to Univision when we or Venevision, as the case may be, own less than an aggregate of 13,578,084 shares and warrants of Univision, unless our ownership interest changes as a result of a merger or other similar transaction involving Univision, in which case these rights will continue until the termination of the program license agreement. We and Venevision have been granted certain rights of first offer to broadcast in Mexico and Venezuela, respectively, programs that have not been shown on the Univision or Galavision networks. If Univision cannot reach an agreement with us or Venevision to license the broadcast in Mexico or Venezuela, respectively, of programs that have aired on the TeleFutura Network, then it may not broadcast or license the broadcast of such programs by any other third party in Mexico or Venezuela.

In addition, we entered into agreements with Univision regarding two Puerto Rico television stations that Univision has an option to acquire and to which Univision currently provides programming. If Univision exercises its purchase option, it will be required to offer us the right to acquire a 15% interest in the Puerto Rico stations and to offer Venevision the right to acquire a 10% interest in the stations. Until May 2005, Univision has a right of first refusal with respect to Televisa programs that are not already subject to preexisting contractual commitments, and will pay performance and license fees to us for these programs. After May 2005, if Univision has exercised its option to acquire the stations, its rights will be exclusive in a manner similar to existing program rights agreements, and it will pay Televisa royalties for these rights. Similar arrangements exist between Univision and Venevision.

In December 2001, we made a U.S.$375.0 million equity investment in Univision for which we ultimately received 10,594,500 shares of Univision Class A Common Stock. We currently own 39,289,534 shares and warrants of Univision, representing an approximate 10.7% equity stake, on a fully diluted basis. We have rights to require Univision to register for public sale the shares of Univision stock that we own.

In addition, we are entitled to elect one director and one alternate director to Univision's Board of Directors. In 2002, we appointed Emilio Azcarraga Jean, our Chairman of the Board, Chief Executive Officer, President and

President of our Executive Committee of our Board, as our director of Univision, and Alfonso de Angoitia Noriega, our Executive Vice President, as our alternate director of Univision. Univision subsequently appointed Mr. Azcarraga Jean as Vice-Chairman of its Board of Directors.

COMPETITION

We compete with various forms of media and entertainment companies in

Mexico, both Mexican and non-Mexican.

TELEVISION BROADCASTING

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 multi-channel, multi-point, multi-channel distribution system and DTH satellite services. We generally compete with 197 channels throughout Mexico, including the channels of our major competitor, TV Azteca, which owns and operates Channels 7 and 13 in Mexico City, which are affiliated with 176 stations outside of Mexico City. Televisora del Valle de Mexico, S.A. de C.V. owns the concession for Channel 40, a UHF channel that broadcasts in the Mexico City metropolitan area. Based upon IBOPE Mexico surveys, during 2001, 2002 and 2003, the average audience share throughout Mexico of both the Channel 7 and 13 networks was 29.5%, 27.6% and 29.9% respectively, during prime time, and 27.0%, 25.6% and 28.2% respectively, during sign-on to sign-off hours. See " -- Television -- Television Industry in Mexico."

In addition to the foregoing channels, there are additional operating channels in Mexico with which we also compete, including Channel 11, which has 7 repeater stations, and Channel 22 in Mexico City, which are operated by the Mexican government. Our television stations are the leading television stations in their respective markets. See " -- Television -- Television Broadcasting."

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

We are a major supplier of Spanish-language programming in the U.S. 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.

CABLE TELEVISION

According to CANITEC, there were approximately 575 concessions in Mexico as of December 31, 2003, serving approximately 2.4 million subscribers. Cablevision is the largest cable system operator in Mexico City and one of seven cable system operators in the areas surrounding Mexico City. Cablevision also competes with several DTH satellite service providers in Mexico, including our DTH joint venture, Innova. See " -- Cable Television -- Pay-Per-View Channels" and " -- DTH Satellite Services." Cablevision also faces competition from MVS Multivision, S.A. de C.V., or Multivision, a multi-point, multi-channel distribution system, or MMDS, operator, in Mexico City and the surrounding areas. MMDS, commonly called wireless cable, is a microwave transmission system which operates from a headend similar to that of a cable system. Multivision has been in operation for more than 15 years and offers 15 channels to its subscribers, but it cannot broadcast Mexico's over-the-air channels, including

Channels 2, 4, 5 and 9. Some of the channels that Multivision broadcasts compete directly with the Cablevision channels, as well as Cablevision's 28 pay-per-view channels. Furthermore, since Cablevision operates under non-exclusive franchises, other companies may obtain permission to build cable television systems and MMDS systems in areas where Cablevision presently operates. In addition, pursuant to the Ley Federal de Telecomunicaciones, or the Telecommunications Law, Cablevision is required to provide access to its cable network to the extent it has available capacity on its network.

In addition, in connection with its Internet access services and other new products and multimedia communications services, Cablevision will face competition from several media and telecommunications companies throughout Mexico, including Internet service providers, DTH services and other personal communication and telephone companies, including us and our affiliates.

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 114 radio stations throughout Mexico, 11 of which are located in Mexico City, and Grupo Acir, owns or operates approximately 160 radio stations in Mexico, 7 of which are located 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.

NATIONWIDE PAGING

Our nationwide paging business faces competition from other nationwide paging businesses and from local paging companies in particular cities throughout Mexico. In addition, we are also facing growing competition from cell phone companies, which now provide text messaging services.

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. See " -- Other Businesses -- Feature Film Production and Distribution." Our films also compete with other forms of entertainment and leisure time activities.

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DTH SATELLITE SERVICES

Innova presently competes with, or expects to compete with, among others, DirecTV Mexico, cable systems (including Cablevision), MMDS systems, national broadcast networks (including our four networks), regional and local broadcast stations, unauthorized C-band and Ku-band television signals obtained by Mexican viewers on the gray market, radio, movie theaters, video rental stores, internet and other entertainment and leisure activities generally.

Innova's main DTH competitor in Mexico is DLA, which operates DirecTV Mexico. DirecTV, as the system is commercially known, currently offers 78 video, 32 audio and 16 pay-per-view channels.

Consolidation in the entertainment and broadcast industries could further intensify competitive pressures. As the pay television market in Mexico matures, Innova expects to face competition from an increasing number of sources, including emerging technologies that provide new services to pay television customers and require us to make significant capital expenditures in new technologies. See "Key Information -- Risk Factors -- Risk Factors Related to Our Business -- One of Innova's and MCOP's Owners, News Corp., Has Acquired Significant Interests in DirecTV, Innova's DTH Competitor in Mexico and MCOP's Competitor in other Countries in Latin America, and PanAmSat, and We Cannot Predict What Effect This Will Have on Us or Innova or MCOP."

Other entities have announced the formation of partnerships or ventures or obtained licenses to provide DTH satellite services in Latin America but are not yet operational.

REGULATION

Our business, activities and investments are subject to various Mexican and U.S. 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 and U.S. federal, state and local governmental authorities. The material Mexican and U.S. federal, state and local statutes, rules, regulations, policies and procedures to which our business, activities and investments are subject are summarized below. 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. In order to own and operate a television station in Mexico, a broadcaster must obtain a concession, which must be published in the Official Gazette of the Federation, from the SCT to broadcast over a certain channel. Applications are submitted to the SCT and, after a formal review process of all competing applications and an objection period open to third parties, a concession is granted. Concessions may be granted for up to 30 years, with most concessions currently being granted for a term of 12 years. The SCT may void the grant of any concession or terminate or revoke the concession at any time, upon the occurrence of, among others, the following events:

- failure to construct broadcasting facilities within a specified time period;
- changes in the location of the broadcasting facilities or changes in the frequency assigned without prior governmental authorization;
- direct or indirect transfer of the concession, the rights arising therefrom or ownership of the broadcasting facilities without prior governmental authorization;
- transfer or encumbrance on, in whole or in part, of the concession, the rights arising therefrom, the broadcasting equipment or any assets dedicated to the concessionaire's activities, to a foreign government, company or individual, or the admission of any such person as a partner in the concessionaire's business;

- failure to broadcast for more than 60 days without reasonable justification;
- any amendment to the bylaws of the concessionaire that is in violation of applicable Mexican law; and
- any breach to the terms of the concession title.

None of our concessions has ever been revoked or otherwise terminated.

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."

Concessions may be renewed for a term of up to 30 years (with 12 years currently being standard). The concessions for Channels 2, 4, 5 and 9 in Mexico City expire in 2009. As of December 31, 2003, the expiration dates for the concessions for our other television stations range from 2004 to 2015. 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."

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

Television programming is not censored under Mexican law, except that it 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 Secretaria de Gobernacion, or 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 adults and teenagers over 15 years old may be broadcast only after 9:00 p.m.; programs classified for adults and 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. In addition, during political campaigns all registered political parties have the right to purchase time to broadcast political messages at commercial rates.

Networks. There are no Mexican regulations regarding the ownership and operation of a television network, such as the Channel 2, 4, 5 and 9 networks, apart from the regulations applicable to operating a television station as described above.

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 10:00 p.m. As of January 20, 2004, advertisements for tobacco products are prohibited by amendment to the Ley General de Salud, or the Public Health Law. 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 and alcohol, require approval of the Mexican government prior to their broadcast. Moreover, the Mexican government must approve any advertisement of lotteries and other games.

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No more than 18% of broadcast time may be used for advertisements on any day. The SCT approves the minimum advertising rates. There are no restrictions on maximum rates.

Broadcast Tax. Since 1969, radio and television stations have been subject to a tax which may be paid by granting the Mexican government the right to use 12.5% of all daily broadcast time. In October 2002, the 12.5% tax was replaced by the obligation to the Mexican government to provide 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 under this tax.

Foreign Ownership. Non-Mexican ownership of shares of Mexican enterprises is restricted in some economic sectors, including broadcast television, cable television, radio and DTH satellite services. Under Mexico's Ley de Inversion Extranjera, or Foreign Investment Law, the Ley Federal de Radio y Television, or Radio and Television Law, and the Reglamento de la Ley de Inversion Extranjera, or Foreign Investment Law Regulations, foreign investors may not vote the capital stock of Mexican broadcasting companies (other than through "neutral investment" mechanisms, such as through the CPOs held by certain of our shareholders). See " -- Satellite Communications -- Mexican Regulation of DTH Satellite Services."

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REGULATION OF U.S. TELEVISION BROADCAST NETWORKS AND SATELLITE/CABLE NETWORKS

Univision is subject to U.S. laws and regulations affecting the Univision and TeleFutura television broadcast networks and the Galavision satellite/cable network.

Television Broadcast Network Restrictions. Under current FCC rules, there are no limits either on the number of broadcast networks that may be maintained by a television broadcast network organization, or on the number of television stations that may be affiliated with a network organization. Mergers among any existing or future U.S. television broadcast networks are permitted by the FCC except among ABC, CBS, Fox or NBC, and television broadcast networks may acquire, or be acquired by or commonly controlled with, cable television systems.

FCC rules restrict television broadcast networks' contractual relationships with their affiliated stations. These rules require that affiliates be permitted to reject network programs that they believe are unsuitable or contrary to the public interest, and to preempt network programs in favor of programs they deem to be of greater local or national importance. The rules bar broadcast networks from optioning station time, from requiring affiliates to clear time for the network that is already scheduled for other use, from controlling the advertising rates charged by affiliates during non-network programs, and from entering into certain territorially restrictive or exclusive arrangements with affiliates regarding the distribution of the broadcast network's programs. A rule preventing a broadcast network from representing its affiliates in the sale of non-network advertising time was permanently waived for Univision.

Currently, the FCC is considering a petition filed by a number of network-affiliated stations alleging that certain practices of the top four English-language television broadcast networks are inconsistent with some of the FCC network rules. This proceeding could result in the reactivation of a dormant 1995 proceeding that had proposed modifications to the network rules, generally so as to permit greater freedom of contract between networks and affiliated stations.

Satellite/Cable Network Restrictions. Chiefly through its jurisdiction over cable system operators, the FCC regulates satellite and cable networks in a variety of ways, including, but not limited to, by preventing the ability of certain cable networks to discriminate against non-affiliated multi-channel video programming distributors in the sale or delivery of programming, limiting the number of commercial minutes that may be sold within children's programming, and imposing closed captioning requirements on programs transmitted to cable subscribers.

Ownership Restrictions. There are no restrictions on non-U.S. ownership of U.S. broadcast networks or satellite/cable networks.

U.S. REGULATION OF BROADCAST STATIONS

The ownership and operation of U.S. broadcast stations, including television and radio stations owned by and/or affiliated with Univision, are subject to the jurisdiction of the FCC, which acts under authority granted by the U.S. Communications Act. The FCC allots particular TV and radio channels to specific communities, approves stations' technical parameters and operating equipment, issues, modifies, renews and revokes licenses, approves changes in licensee ownership or control, regulates the ownership and employment practices of licensees, and in certain limited respects controls the content of broadcast programming. The FCC collects annual regulatory fees and imposes penalties, including monetary fines and license revocation, for violations of the Communications Act or its rules.

Ownership Matters. FCC rules limit the "attributable" interests that an individual or entity may hold in broadcast licensees. Generally, the officers, directors, general partners, parties who own or control a 5% or greater voting stock interest (20% if the holder is a qualified passive investor), and non-"insulated" limited partners and limited liability company members of a licensee or its parent hold "attributable" interests in the licensee. Also constituting "attributable" interests are the brokering of more than 15% of a television station's weekly program time by another TV station in the market or of a radio station's weekly program time by another radio station in the market, and the holding of equity and debt interests that together exceed 33% of a licensee's total asset value, if the interest holder supplies more than 15% of total weekly programming hours or is an attributable same-market media entity.

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On June 2, 2003, the FCC adopted substantial changes to its broadcast ownership rules, which restrict the holdings that those with attributable interests in broadcast licensees may possess in various types of media properties. Before the new rules took effect, however, several parties appealed the FCC's order, and on September 3, 2003, the United States Court of Appeals for the Third Circuit, or Third Circuit, issued a stay of the new rules. On June

24, 2004, the Third Circuit issued a decision remanding some of the rules to the FCC for additional justification or modification. Although the court also affirmed some of the FCC's revised regulations, the stay nonetheless remains in effect for all of the revised rules pending FCC action on remand and further court review.

Pursuant to legislation signed into law on January 23, 2004, an entity may hold "attributable" interests in U.S. television stations with an aggregate national audience reach of 39% of total U.S. television households. This law was a compromise between those desiring to maintain the pre-June 2003 limit of 35% and those supporting the FCC's June 2003 order, which would have raised the limit to 45%. For purposes of this national audience reach cap, all potential viewers in each market in which an entity holds an "attributable" TV station interest are counted regardless of the station's actual audience ratings, but UHF television stations are attributed with only 50% of the television households in their markets. The FCC's June 2003 action temporarily retained this "UHF Discount," which benefits Univision since virtually all of its television stations operate in the UHF band. In February 2004, the FCC sought public comment on whether the new law establishing a 39% national audience reach limitation restricts the FCC's authority to alter or eliminate the UHF Discount. Univision has filed comments urging the FCC to conclude that the law mandates retention of the UHF Discount. In its June 24, 2004 decision, the Third Circuit held that the new law mandating a 39% audience reach cap mooted the appeals before it on that issue. The court also found that it could not entertain challenges to the FCC's retention of the UHF Discount, but that the FCC itself could decide the scope of its authority to modify or eliminate the UHF Discount.

The FCC also limits television ownership at the local level, that is, within each individual market (as between different markets, only the national audience reach cap limits the ownership of television stations). The June 2003 FCC action would have liberalized the circumstances under which a single entity may hold interests in two stations in the same market, and permitted for the first time common ownership of three same-market television stations in the largest markets, including some markets where Univision currently owns two stations. In its June 24, 2004 decision, the Third Circuit found that the justification for these changes was inadequate, and directed the FCC either to provide better support for strictly numerical limits that weight all television stations in each market as equal, or to modify the regulations to reflect actual market share. The court upheld the FCC's decision to maintain its prohibition on common ownership of any two of the top four stations in a given market.

Since 2002, common ownership of television stations and cable television systems in the same market has been allowed. The Third Circuit upheld the FCC's June 2003 decision to repeal the ban on common ownership of broadcast stations and daily newspapers. However, at the same time, the court remanded for further proceedings the cross-media limits that would have replaced both the broadcast/newspaper cross-ownership ban and the former rule limiting common ownership of radio and television stations in the same market. The FCC's June 2003 action would have prohibited cross-media combinations only in markets with three or fewer television stations. The Third Circuit determined that the FCC had not provided adequate justification to support the specific combinations of newspaper, television and radio ownership that it proposed to allow. As a result, the existing cross-ownership restrictions remain in effect, pursuant to the court's stay.

There is no national limit on the number of U.S. radio stations in which a single entity may hold "attributable" interests. On the local level, "attributable" interests may currently be held in up to eight radio stations in the largest markets, based on the total number of radio stations in the market. Although the FCC did not alter the local radio ownership limits in its June 2003 decision, it did decide to use a different methodology for defining a radio market for purposes of determining compliance with these limits. The new methodology would mean that certain existing commonly owned station groups would exceed the current numerical limits. The Third Circuit upheld the FCC's adoption of the new methodology for defining radio markets, but remanded the FCC's decision to retain its existing numerical limits, which do not consider the overall market share of co-owned stations. The FCC had announced in its June 2003 decision that combinations exceeding its limits under the new market definition would be "grandfathered," but could not be transferred intact, a concept that the Third Circuit upheld. The FCC had said that it would process station sale applications that are pending at the time the new rules take effect under the revised market definition methodology. The Third Circuit's remand of the limits themselves, and extension of its stay,

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however, means that new applications for station acquisitions are likely to be processed under the existing market definitions and numerical limits for an extended period.

The outcome of the federal court litigation notwithstanding, some or all of these changes could be superseded by Congressional action (such legislation has been introduced).

Alien Ownership. Under the Communications Act, broadcast licenses may not be granted to non-U.S. citizens (including their representatives), foreign governments or their representatives, or non-U.S. companies (collectively, "non-U.S. Persons"); to any entity having more than 20% of its equity owned or voted by non-U.S. Persons; or to any entity whose parent company is more than 25% owned by non-U.S. Persons. The 25% provision may be waived, but waivers are rare in the broadcast context.

License Renewal. Television and radio broadcasting licenses are subject to renewal, normally for an eight-year term, upon application to the FCC. A license renewal application will be granted, and no competing applications for the same frequency will be entertained, if the licensee has served the public interest, has committed no serious violations of the Communications Act or the FCC's rules, and has not committed other violations which together would constitute a pattern of abuse of such Act or rules. However, interested parties, including members of the public, may file petitions to deny license renewal applications, and the transferability of an applicant's license may be restricted during the pendency of its renewal application.

Programming and Operation. The Communications Act requires broadcasters to serve the public interest. All licensees must present programming that is responsive to community problems, needs and interests, and maintain certain records demonstrating such responsiveness. By Act of Congress, television licensees must also present programming specifically designed to educate and inform children, must limit the number of commercial minutes and comply with other restrictions on commercial practices during children's programming, and must maintain and file records demonstrating compliance with these requirements. Complaints from viewers concerning a station's programming will be considered if directed to the FCC, and television broadcast licensees must file with their license renewal applications a summary of written complaints received from the public regarding violent programming. In addition, the FCC has approved the U.S. television industry's voluntary agreement generally to rate broadcast television and cable television programming for "sexual, violent or other indecent" content and to transmit the rating for any program that has been rated for such content when transmitting the program itself. Stations also must follow various rules regarding, among other things, political advertising, sponsorship identification, station-conducted contests, lottery and casino advertising, obscene and indecent broadcasts, the closed captioning of programming (including Spanish-language programming), the transmission of emergency information, and technical operations, including limits on radio frequency radiation. In addition, certain major modifications to a broadcast station's transmission facilities require prior FCC consent. FCC rules also require licensees to develop and implement recruitment practices designed to promote equal employment opportunities, and to comply with related record-keeping and reporting obligations.

Failure to observe FCC rules and policies can result in the imposition of various sanctions, including monetary forfeitures, the grant of renewals for less than the standard eight-year renewal term or, for particularly egregious violations, the denial of a license renewal application or the revocation of a license.

Digital Television Transition. The FCC has assigned each U.S. full power television station an additional 6 MHz of broadcast spectrum for the provision of a free digital video programming service. Broadcasters may utilize this spectrum to provide multiple video programming streams, and may also use some of the new spectrum for data transmission and other revenue-generating services, so long as such services do not detract from the free over-the-air program service. The broadcast licensee must pay the FCC 5% of any gross subscription and advertising revenues received from all ancillary or supplementary services. Univision's television stations have either timely commenced digital television, or DTV, operations pursuant to their FCC authorizations, or have received or requested extensions that would authorize their commencement of DTV operations at a future date. All broadcasters are required to operate exclusively in the digital mode and to surrender channels operating in analog mode no later than December 31, 2006, assuming that certain penetration levels pertaining to the transmission and reception of DTV signals have been achieved in each individual market by that date. Congress, however, has required the FCC to extend this deadline on a market-by-market basis if the requisite penetration levels have not been met by that time, and the FCC is currently considering precisely how it will determine when the required penetration levels have been achieved. It

is widely expected that the actual transition to exclusively digital broadcasting will not occur until at least several years after December 31, 2006.

The transition to digital television continues to require significant expenditures by licensees such as Univision, although the FCC has permitted lower-powered, and therefore less expensive, initial DTV facilities to be constructed. Moreover, although the FCC has attempted to assign DTV channels and power levels that will reasonably replicate each licensee's current coverage area (and thus its audience reach levels), there is no assurance that such replication will be fully achieved for any or all of the Univision television stations. In addition, there is no requirement that cable television systems retransmit both digital and analog television broadcast signals during the period when television licensees must transmit in both modes, or that in the post-transition period, cable television systems will be required to carry more than the primary video signal of each DTV station, although the FCC is currently considering these and related issues. Moreover, DTV receivers have not been widely purchased by consumers, and issues of cable compatibility, mandatory inclusion of DTV tuners in TV sets, control over navigational devices, and copy protection (digital rights management) have also delayed the deployment of DTV. In addition, uncertainty surrounds the analog termination date. For all these reasons, it is unclear whether, or when, audience levels for DTV broadcasts will equal current levels for analog television broadcasting.

Cable Carriage. Most U.S. residents view television broadcast signals by means of cable television retransmissions of these signals. Cable television systems must devote up to one-third of their available channels to the carriage of local commercial television stations, and Univision has stated that its full power television stations rely on these "must-carry" rights to obtain cable carriage. Must-carry rights are not absolute, however, and the mere election of "must-carry" status may not secure carriage in every circumstance. There is also no assurance of the extent to which these "must-carry" provisions or the related "retransmission consent" option will encompass DTV transmissions, particularly while analog broadcasts continue. The FCC is currently examining the applicability of the mandatory carriage and retransmission consent provisions to digital television.

Direct Broadcast Satellite Carriage. The Satellite Home Viewer Improvement Act of 1999 contemplates mandatory carriage of all local television stations by a direct broadcast satellite, or DBS, carrier in any market in which that carrier chooses to provide one or more local signals pursuant to the statutory copyright license; currently, two DBS carriers provide such local service in more than ninety of the largest markets, including most Univision markets. Univision has stated that it intends to obtain DBS carriage for each of its eligible stations.

Proposed changes. Proposals for additional or revised regulations and requirements are pending before Congress and federal regulatory agencies on an ongoing basis. It cannot be predicted at this time whether new legislation, court action or FCC regulations, or changes in the interpretation or enforcement of current laws and regulations, will have an adverse impact on Univision's operations.

RADIO

The regulations applicable to the operation of radio stations in Mexico are identical in all material respects to those applicable to television stations. As of December 31, 2003, the expiration dates of our radio concessions ranged from 2004 to 2015. See " -- Television," " -- Radio -- 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 SCT in order to operate their networks and provide cable television services and other multimedia communications services. Applications are submitted to the SCT and, after a formal review process, a public telecommunications network concession is granted for an initial term of up to 30 years. Cablevision's previous cable television concession expired in August 1999. On September 23, 1999, Cablevision obtained a telecommunications concession from the SCT, which expires in 2029, and the concession to transmit two over-the-air UHF restricted television channels, which expires in 2010. Pursuant to its public telecommunications concession, Cablevision 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. The scope of Cablevision'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. 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;
- noncompliance 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 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, including Cablevision, are subject to the Telecommunications Law, and since February 2000, have been subject to the Reglamento del Servicio de Television y Audio Restringidos, or 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 Federal Television and Radio Law and the Reglamento de la Ley Federal de Radio y Television y de la Industria Cinematografica, or the Federal Television, Radio and Film Industry Regulations.

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 SCT regularly inspects the operations of cable systems and cable television operators must file annual reports with the SCT.

Under Mexican law, programming broadcast on Cablevision 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, including Cablevision, 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. Cablevision currently broadcasts programming provided by the Mexican government on three of its channels, Channel 11, Channel 22 and Channel 5, a channel used by the Mexican Congress.

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."

Government Participation. Pursuant to the terms of cable concessions, cable television operators, including Cablevision through September 23, 1999, were required to pay, on a monthly basis, absent a waiver from the Mexican government, up to 15% of revenues derived from subscriber revenues and substantially all other revenues, including advertising revenues, to the Mexican government in exchange for use of the cable concession. Most cable concessionaires, including Cablevision, obtained a waiver on an annual basis to pay 9% of their revenues as participation to the Mexican government, as opposed to 15%. Under the Federal Telecommunications Law and accompanying regulations, cable television operators with public telecommunications network concessions, including Cablevision, no longer have to pay the Mexican government any percentage of their revenues.

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% of the outstanding voting stock of Mexican companies with a public telecommunications 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 services, provided, that the requisite approvals are obtained from the Comision Nacional de Inversiones Extranjeras, or the Foreign Investment Commission. In addition, non-Mexicans may acquire only non-voting or limited voting shares that are considered "neutral investments" under the Foreign Investment Law.

APPLICATION OF EXISTING REGULATORY FRAMEWORK TO INTERNET ACCESS AND IP TELEPHONY SERVICES

When Cablevision begins offering IP telephony services, it 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. Cablevision currently does not have any capacity available on its network to offer to third party providers and does not expect that it will have capacity available in the future given the broad range of services it plans to provide over its network.

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 on May 24, 1996. In November 2000, we received an additional 20-year concession to operate our DTH satellite service in Mexico using the PAS-9 satellite system, a foreign-owned satellite system.

Like a public telecommunications network concession, a DTH concession may be revoked or terminated by the 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 SCT of the amount, except that if a concessionaire has substantial market power, the SCT may determine fees that may be charged by such concessionaire. The Telecommunications Law specifically prohibits cross-subsidies.

Non-Mexican investors may currently own up to 49% of DTH satellite system concessionaires; provided that Mexican investors maintain control of the operation. Foreign investors may increase their economic participation in the equity of a concessionaire through neutral investment mechanisms such as the CPO trust.

Regulation of DTH Satellite Services in Other Countries. Our current and proposed DTH joint 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 joint ventures as well as restrictions on programming that may be broadcast by these DTH joint ventures.

MEXICAN ANTITRUST LAW

Mexico's federal antitrust law, or Ley Federal de Competencia Economica, and the accompanying regulations, the Reglamento de la Ley Federal de Competencia Economica, may affect some of our activities, including our ability to introduce new products and services, enter into new or complementary businesses and complete acquisitions. In addition, the federal antitrust law and the accompanying regulations may adversely affect our ability to determine the rates we charge for our services and products. In addition, approval of the Mexican Antitrust Commission is required for us to acquire and sell significant businesses or enter into significant transactions, such as joint ventures.

SIGNIFICANT SUBSIDIARIES, ETC.

The table below sets forth our significant subsidiaries as of December 31, 2003.

NAME OF SIGNIFICANT SUBSIDIARY	JURISDICTION OF ORGANIZATION OR INCORPORATION
Corporativo Vasco de Quiroga, S.A. de C.V.(2)(3)	Mexico
CVQ Espectaculos, S.A. de C.V.(2)(3)	Mexico
Editora Factum, S.A. de C.V.(3)(4)	Mexico
Empresas Cablevision, S.A. de C.V.(3)(5)	Mexico

Galavision DTH, S. de R.L. de C.V.(3)(6)	Mexico
Editorial Televisa, S.A. de C.V.(3) (7)	Mexico
Factum Mas, S.A. de C.V.(3) (8)	Mexico
Sky DTH, S. de R.L. de C.V.(8)	Mexico
Grupo Distribuidoras Intermex, S.A. de C.V.(3)(9)	Mexico
Grupo Radiopolis, S.A. de C.V. (10)	Mexico
Sistema Radiopolis, S.A. de C.V.(3)(11)	Mexico
Telesistema Mexicano, S.A. de C.V.(12)	Mexico
Televisa, S.A. de C.V.(13)	Mexico
Television Independiente de Mexico, S.A. de C.V.(12)	Mexico

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(1) Percentage of equity owned by us directly or indirectly through subsidiaries or affiliates.

(2) One of two direct subsidiaries through which we conduct the operations of our Other Businesses segment, excluding Internet operations.

(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) Subsidiary through which we own equity interests in and conduct our cable television and Internet businesses.

(5) Direct subsidiary through which we conduct the operating of our Cable Television business. For a description of America Movil's sale of its 49% equity interest in this business in April 2002, see "Information on the Company -- Business Overview -- Cable Television -- Mexico City Cable System."

(6) Subsidiary through which we own equity interests in DTH joint ventures,

excluding Innova.

(7) Subsidiary through which we conduct the operations of our Publishing segment.

(8) One of two subsidiaries through which we own a 60% equity interest in Innova.

(9) Direct subsidiary through which we conduct the operations of our Publishing Distribution segment.

(10) Direct subsidiary through which we own most of our equity interest in Univision, as well as our 50% joint interest in TuTV, LLC.

(11) Direct subsidiary through which we conduct the operations of our Radio segment. As described under "Information on the Company -- Business Overview -- Radio," in October 2001, we entered into agreements with Promotora de Informaciones, S.A., or Grupo Prisa, a leading Spanish-language communications group, to form a radio joint venture in Mexico. Under these arrangements, Grupo Prisa acquired a 50% equity interest in Sistema Radiopolis, with limited voting rights, for U.S.$50.0 million, and made a U.S.$10.0 million capital contribution. Since we hold a controlling 50% full voting stake in this subsidiary and have the right to elect a majority of the members of its Board of Directors, we will continue to consolidate 100% of the results of operations of this subsidiary in accordance with Mexican GAAP. See "Operating and Financial Review and Prospects -- Results of Operations -- Radio" and " -- Minority Interest."

(12) One of two direct subsidiaries through which we conduct the operations of our Television Broadcasting, Programming for Pay Television and Programming Licensing segments.

(13) Indirect subsidiary through which we conduct operations of our Television Broadcasting, Programming for Pay Television and Programming Licensing segments.

PROPERTY, PLANT AND EQUIPMENT

Broadcasting, Office and Production Facilities. Our properties consist primarily of broadcasting, production facilities, television and reporter stations, technical operations facilities, work shops, studios and office facilities, most of which are located in Mexico. We own most of our properties or lease offices 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 2 locations in Mexico City, 14 studios in San Angel and 10 studios located in Chapultepec. We own substantially all of these studios. The local television stations wholly or majority owned by us have in the aggregate 33 production studios. We own other properties used in connection with our operations, including a training center, technical operations facilities, studios, work shops, television and repeater stations, and office facilities. We beneficially own Azteca Stadium, which seats approximately 105,000 people, through a trust arrangement which was renewed in 1993 for a term of 30 years and which may be extended for additional periods. In the aggregate, these properties, excluding Azteca Stadium, currently represent approximately 4.8 million square feet of space, of which over 3.5 million square feet are located in Mexico City and the surrounding areas, and approximately 1.3 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 480,616 square feet in properties in the U.S., Latin America and Spain 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 U.S., Latin America and Spain:

OPERATIONS	NUMBER OF PROPERTIES	LOCATION
TELEVISION AND NEWS ACTIVITIES		
Owned properties........................	1	San Diego, Califo
Leased properties........................	4	Madrid, Spain San Diego, Califo Miami, Florida
PUBLISHING ACTIVITIES		
Owned properties........................	1	Miami, Florida
Leased properties........................	3	Beverly Hills, Ca New York, New Yor San Juan, Puerto
PUBLISHING DISTRIBUTION AND OTHER ACTIVITIES		
Owned properties........................	8	Alicante, Colombi Guayaquil, Ecuado Quito, Ecuador Buenos Aires, Arg
Leased properties*.....................	16	Quito, Ecuador Cali, Colombia Bogota, Colombia Medellin, Colombi Lima, Peru Buenos Aires, Arg Panama, Panama Chacao, Venezuela Santigo, Chile

* Not including a network of 45 newsstands and point-of-sale arrangements.

Satellites. We currently use transponder capacity on four satellites: Satmex V, which reaches Mexico, the U.S., Latin America and the Caribbean, except Brazil; PAS-3R, which reaches North America, Western Europe, Latin America and the Caribbean; Solidaridad II, which reaches Mexico; and Galaxy IVR, which reaches Mexico, the U.S. and Canada. According to published reports, Galaxy IVR has experienced irreparable damage and is no longer usable. A new replacement for the Galaxy IVR, Galaxy 16, will be available within the next 25 months. The PAS-9 satellite is currently functioning and has 15 years remaining on its expected life. We do not have a replacement plan for PAS-9. According to published reports, certain systems on the PAS-6B satellite are no longer usable and the satellite is expected to cease operations entirely around January 2008. There is no replacement available for this satellite. We used transponder capacity on Telstar 7 from September 2000 until June 2003, when we began using transponder capacity on SatMex V. Our joint venture with Univision, TuTV, uses AMC-1, which reaches Mexico, the U.S. and Canada. Our DTH joint ventures in Latin America are currently using transponder capacity on two satellites: PAS-6B for the DTH satellite services in Colombia and Chile and PAS-9 for the DTH satellite service in Mexico. PAS-9 provides coverage of Central America, Mexico, the Southern U.S. and the Caribbean. For a description of guarantees related to our DTH joint venture transponder obligations, see Note 13 to our year-end financial statements.

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PanAmSat and DIRECTV recently announced that they had signed a definitive agreement to sell PanAmSat to a group headed by KKR. We cannot predict how this sale may affect our arrangements with PanAmSat.

On September 20, 1996, PanAmSat, our primary satellite service provider, agreed to provide us 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 IVR, which reaches Mexico, the U.S. and Canada, due to an exchange with three of the five 54 Mhz Ku-band transponders on PAS-3R described above. For each of the 36 Mhz C-band transponders we pay an annual fee of approximately U.S.$3.7 million.

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 PanAmSat, we believe that we will be able to secure satellite capacity to meet our needs in the future, although no assurances 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.

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ITEM 5. OPERATING AND FINANCIAL REVIEW AND PROSPECTS

You should read the following discussion together with our 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." 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

Our year-end financial statements have been prepared in accordance with Mexican GAAP, which differ in some significant respects from U.S. GAAP. Note 26 to our year-end financial statements describes the principal differences between Mexican GAAP and U.S. GAAP as they relate to us through December 31, 2003. Note 26 to our year-end financial statements provides a reconciliation to U.S. GAAP of net income and total stockholders' equity. Note 26 to our year-end financial statements also presents all other disclosures required by U.S. GAAP, as well as condensed financial statement data.

RESULTS OF OPERATIONS

The following tables set forth our results of operations data as a percentage of net sales:

	YEAR ENDED DECEMBER 31,(1)(2)		
	2001	2002	2003
SEGMENT NET SALES			
Television Broadcasting	63.0%	64.0%	64.4%
Programming for Pay Television	2.5	2.8	2.9
Programming Licensing	7.0	6.4	6.8
Publishing	7.9	7.7	7.5
Publishing Distribution	4.4	6.1	7.5
Cable Television	5.4	5.1	4.1
Radio(3)	1.2	0.8	1.1
Other Businesses	8.6	7.1	5.7
Total Segment Net Sales	100.0%	100.0%	100.0%
Intersegment Operations	(2.6)	(1.7)	(1.3)
Total Consolidated Net Sales	97.4%	98.3%	98.7%

	YEAR ENDED DECEMBER 31,(1)		
	2001	2002	2003
TOTAL NET SALES			
Cost of sales	58.2%	57.6%	54.7%
Selling expenses	7.6	7.8	7.2
Administrative expenses	6.8	6.3	6.0
Operating income before depreciation and amortization	27.4	28.3	32.1
Total	100.0%	100.0%	100.0%

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(1) Certain segment data set forth in these tables vary from certain data set forth in our 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 reflect sales from intersegment operations in all periods

presented. See Note 25 to our year-end financial statements.

(2) Percentages for 2001 and 2002 have been reclassified to reflect the classification of the results of our Music Recording segment as discontinued operations. See footnote (2) to the tables set forth under the caption " -- Summary of Business Segment Results," " -- Discontinued Operations" and Note 22 to our year-end financial statements.

(3) See footnote (3) to the tables set forth under the caption " -- Summary of Business Segment Results."

SUMMARY OF BUSINESS SEGMENT RESULTS

The following tables set forth the net sales and operating income (loss) before depreciation and amortization of each of our business segments and intersegment sales and corporate expenses for the years ended December 31, 2001, 2002 and 2003. Information regarding our business segments and unallocated corporate expenses for 2001 and 2002 was prepared in accordance with International Accounting Standard No. 14, "Segment Reporting" (IAS 14), which was applicable in those years to Mexican companies under Bulletin A-8. In 2003 we adopted the provisions of Bulletin B-5, "Financial Information by segments" issued by the MIPA, which provisions are similar to those standards previously applied by us under IAS 14. These standards require us to look to our internal organizational structure and reporting system to identify our business segments. In accordance with these standards, we currently classify our operations into eight business segments: Television Broadcasting, Programming for Pay Television, Programming Licensing, Publishing, Publishing Distribution, Cable Television, Radio and Other Businesses. See " -- New Mexican Accounting Policies" and Note 25 to our year-end financial statements. Results attributable to our music recording operations, which we sold to Univision in April 2002, have been classified as discontinued operations. See " -- Discontinued Operations" and Note 22 to our year-end financial statements.

	YEAR ENDED DECEMBER 31,(1)(2)		
	2001	2002	2003
	(MILLIONS OF MEXICAN PESOS IN PURCHASING POWER AS OF DECEMBER 31, 2003)		
SEGMENT NET SALES			
Television Broadcasting	Ps. 13,980.1	Ps.14,596.5	Ps.15,387.
Programming for Pay Television ..	565.2	632.2	699.
Programming Licensing	1,544.0	1,461.1	1,630.
Publishing	1,763.2	1,750.1	1,787.
Publishing Distribution	985.9	1,397.2	1,776.
Cable Television	1,189.4	1,152.3	986.
Radio(3)	259.1	194.5	249.
Other Businesses	1,896.7	1,610.3	1,361.
Total Segment Net Sales	22,183.6	22,794.2	23,877.
Intersegment Operations	(571.5)	(377.6)	(314.
Total Consolidated Net Sales	Ps. 21,612.1	Ps.22,416.6	Ps.23,563.

	YEAR ENDED DECEMBER 31	
	2001	2002
	(MILLIONS OF MEXICAN PESOS IN PURCH DECEMBER 31, 2003)	
SEGMENT OPERATING INCOME (LOSS) BEFORE DEPRECIATION AND AMORTIZATION		
Television Broadcasting(4)	Ps.5,305.4	Ps.5,700.4
Programming for Pay Television(5)	44.1	107.4
Programming Licensing	334.8	238.6
Publishing	307.0	281.9
Publishing Distribution	22.4	15.5
Cable Television	364.1	337.3
Radio(3)	7.0	(30.5)
Other Businesses	(316.2)	(158.8)
Total Segment Operating Income Before Depreciation and Amortization	6,068.6	6,491.8
Corporate Expenses(6)	(148.6)	(149.2)
Total Consolidated Operating Income Before Depreciation and Amortization	Ps.5,920.0	Ps.6,342.6

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(1) Certain segment data set forth in these tables vary from certain data set forth in our 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 reflect sales from intersegment operations in all periods presented. See Note 25 to our year-end financial statements.

(2) Total segment net sales, total consolidated net sales, total segment operating income before depreciation and amortization and total consolidated operating income before depreciation and amortization do not reflect the results of operations of our Music Recording segment. We sold our music recording operations to Univision in April 2002. We no longer engage in the music recording business, and under Mexican GAAP the results of our Music Recording segment for the year ended December 31, 2001 and from prior and subsequent periods have been classified as discontinued operations. See " -- Discontinued Operations" and Note 22 to our year-end financial statements.

(3) As described under "Information on the Company -- Business Overview -- Radio" in October 2001, we entered into agreements with Grupo Prisa, a leading Spanish-language communications group, to form a radio joint venture in Mexico. Under these arrangements, Grupo Prisa acquired a 50% equity stake, with limited voting rights, in our radio subsidiary, Sistema Radiopolis, for U.S.$50.0 million, and made a U.S.$10.0 million capital contribution. Since we hold a controlling 50% full voting stake in this subsidiary and have the right to elect a majority of the members of its Board of Directors, we will continue to consolidate 100% of the results of operations of this subsidiary in accordance with Mexican GAAP. See " -- Results of Operations -- Radio," " -- Minority Interest" and Note 2 to our year-end financial statements.

(4) Reflects fixed costs related to the production of ECO, our discontinued

international news program, in the amount of Ps.111.9 million for the years ended December 31, 2001. We ceased production of ECO in April 2001.

(5) Through April 2001, reflects production and programming costs and other direct operating costs and expenses related to ECO.

(6) The segment operating income (loss) before depreciation and amortization and total segment operating income before depreciation and amortization data set forth in this annual report do not reflect corporate expenses in any period presented. Total consolidated operating income before depreciation and amortization reflects corporate expenses in all periods presented. See Note 25 to our year-end financial statements.

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SEASONALITY

Our results of operations are seasonal. We typically recognize a disproportionately large percentage of our overall advertising net sales in the fourth quarter in connection with the holiday shopping season. For example, in 2001, 2002 and 2003, we recognized 28.8%, 29.5% and 29.8% of our 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 with the amount of advertising sales.

RESULTS OF OPERATIONS FOR THE YEAR ENDED DECEMBER 31, 2003
COMPARED TO THE YEAR ENDED DECEMBER 31, 2002

TOTAL SEGMENT RESULTS

NET SALES

Our net sales increased by Ps.1,146.6 million, or 5.1%, to Ps.23,563.2 million for the year ended December 31, 2003 from Ps.22,416.6 million for the year ended December 31, 2002. This increase reflects higher revenues in our Television Broadcasting, Programming Licensing, Programming for Pay Television, Publishing, Publishing Distribution and Radio segments and was partially offset by lower net sales in our Cable Television and Other Businesses segments.

COST OF SALES AND OPERATING EXPENSES

COST OF SALES

Cost of sales decreased by Ps.22.8 million, or 0.2%, to Ps.12,889.1 million for the year ended December 31, 2003 from Ps.12,911.9 million for the year ended December 31, 2002. This decrease reflects lower costs in our Television Broadcasting, Programming Licensing, Publishing, Cable Television, Radio and Other Businesses segments. These decreases were partially offset by higher costs in our Publishing Distribution and Programming for Pay Television segments.

SELLING EXPENSES

Selling expenses decreased by Ps.59.7 million, or 3.4%, to Ps.1,692.9 million for the year ended December 31, 2003 from Ps.1,752.6 million for the year ended December 31, 2002. This decrease reflects lower selling expenses in our Programming for Pay Television, Programming Licensing, Cable Television and Other Businesses segments. This decrease was partially offset by an increase in the selling expenses of our Television Broadcasting, Publishing, Publishing Distribution and Radio segments.

ADMINISTRATIVE EXPENSES

Administrative expenses increased by Ps.0.5 million, to Ps.1,410.0 million for the year ended December 31, 2003 from Ps.1,409.5 million for the year ended December 31, 2002. This marginal increase was primarily due to an increase in our Television Broadcasting, Programming for Pay Television and Publishing Distribution segments and was partially offset by a decrease in the administrative expenses of our Programming Licensing, Publishing, Cable Television, Radio and Other Businesses segments primarily by lower personnel costs as a result of workforce reductions and layoffs, as well as reductions in other office facilities expenses, in connection with our continued cost-cutting efforts.

OPERATING INCOME BEFORE DEPRECIATION AND AMORTIZATION

For the foregoing reasons, our operating income before depreciation and amortization increased by Ps.1,228.6 million, or 19.4%, to Ps.7,571.2 million for the year ended December 31, 2003 from Ps.6,342.6 million for the year ended December 31, 2002.

TELEVISION BROADCASTING

Television Broadcasting net sales are derived primarily from the sale of advertising time on our national television networks, Channels 2, 4, 5 and 9, and local stations, including our English-language station on the Mexico/U.S. border. The contribution of local stations net sales to Television Broadcasting net sales was 13.2% in 2003, 12.5% in 2002 and 10.9% in 2001. No Television Broadcasting advertiser accounted for more than 10% of Television Broadcasting advertising sales in any of these periods.

ADVERTISING RATES AND SALES

We sell commercial time in three ways: advanced payment, upfront and scatter basis. Advertisers that elect the advanced payment or upfront options lock in prices for the upcoming year or quarter, regardless of future price changes. Advertisers that choose the advanced payment 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. Upfront advertisers make commitments for a year or a quarter, without making advance payments, and have second priority in scheduling commercial time during regular and special programs. Scatter advertisers risk both higher prices and lack of access to choice commercial time slots. We offer guarantees to advanced payment and upfront advertisers based on the growth of their annual commitment. The largest portion of sales force incentive compensation ties bonuses to total year-end results.

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 been much higher in prime time and weekday prime time hours as a result of high demand for advertising during these hours. During 2002, 2003 and the first half of 2004, we increased our nominal advertising rates on a quarterly basis, and we intend to continue to increase our nominal advertising rates on a quarterly basis throughout 2004. During prime time broadcasts, we sold an aggregate of 1,660 hours of advertising time in 2003, 1,336 hours of advertising time in 2002 and 1,340 hours of advertising time in 2001. During sign-on to sign-off hours, we sold 3,491 hours of advertising time in 2003, 2,555 hours of advertising time in 2002 and 2,144 hours of advertising time in 2001. Television Broadcasting advertising time that is not sold to the public is primarily used to satisfy our legal requirement to make broadcast time available to the Mexican government and to promote our programs, services and products and entities in which we have made investments.

NET SALES

Television Broadcasting net sales increased by Ps.790.5 million, or 5.4%, to Ps.15,387.0 million for the year ended December 31, 2003 from Ps.14,596.5 million for the year ended December 31, 2002. This increase is principally due to four factors: (i) the political advertising campaigns for the mid-term elections in Mexico during 2003; (ii) an increase of 11.5% in local sales, driven mainly by Channel 4TV; (iii) an increase in advertising time sold to existing clients; and (iv) the success of reality shows, primarily Big Brother. Excluding non-recurring revenues related to the political advertising campaigns in 2003 and the transmission of the Soccer World Cup in 2002, Television Broadcasting net sales would have increased by Ps.501.0 million, or 3.5% to Ps.14,719.5 million for the year ended December 31, 2003 from Ps.14,218.5 million for the year ended December 31, 2002.

OPERATING INCOME BEFORE DEPRECIATION AND AMORTIZATION

Television Broadcasting operating income before depreciation and amortization increased by Ps.839.8 million, or 14.7%, to Ps.6,540.2 million for the year ended December 31, 2003 from Ps.5,700.4 million for the year ended December 31, 2002. This increase was primarily due to the increase in net sales and a decrease in cost of sales due to the transmission rights of the Soccer World Cup in 2002; partially offset by an increase in selling expenses due to higher commissions and promotional expenses. Excluding the results of the political advertising campaigns in 2003 and the transmission of the Soccer World Cup in 2002, Television Broadcasting operating income before depreciation and amortization would have increased by Ps.368.3 million or 6.7% to Ps.5,872.7 million for the year ended December 31, 2003, from Ps. 5,504.4 million for the year ended December 31, 2002.

PROGRAMMING FOR PAY TELEVISION

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Programming for Pay Television net sales are derived primarily from revenues received from providing programming to pay television providers servicing Latin America, the U.S. and Europe, including other cable systems in Mexico and the DTH satellite joint ventures in which we have interests. Revenues from advertising time sold on programs provided to cable systems in Mexico are also reflected in this segment. Programming for Pay Television sells advertising independently from our other media-related segments on a scatter basis.

NET SALES

Programming for Pay Television net sales increased by Ps.67.5 million, or 10.7%, to Ps. 699.7 million for the year ended December 31, 2003 from Ps.632.2 million for the year ended December 31, 2002. This increase was primarily due to an increase in the number of pay television subscribers which resulted in higher revenues from signals sold, and higher advertising sales in Mexico, partially offset by lower revenues from signals sold to pay television systems in Latin America (other than Mexico) and Spain.

OPERATING INCOME BEFORE DEPRECIATION AND AMORTIZATION

Programming for Pay Television operating income before depreciation and amortization increased by Ps.46.9 million, or 43.7%, to Ps.154.3 million for the year ended December 31, 2003, from Ps.107.4 million for the year ended December 31, 2002, primarily due to higher sales and lower operating expenses primarily due to lower commissions paid as a result of our new commission program. This increase was partially offset by higher signal costs sold to third parties.

PROGRAMMING LICENSING

Programming Licensing net sales consist primarily of revenues from program license agreements principally for our telenovelas, variety programs and programming produced by third parties. Approximately 65.6% in 2003, 55.3% in 2002 and 50.8% in 2001 of net sales for this segment were attributable to programming licensed under our program license agreement with Univision. In 2003, 2002 and 2001, we received U.S.$96.1 million, U.S.$77.7 million and U.S.$75.6 million in program royalties from Univision, related to the Univision and Galavision networks. In 2003, we began receiving from Univision an additional 12% in royalties from the net time sales of the TeleFutura network, subject to certain adjustments. See "Information on the Company -- Business Overview -- Univision." We also license programming to broadcasters in Latin America, the Middle East, Russia and other countries.

NET SALES

Programming Licensing net sales increased by Ps.169.1 million, or 11.6%, to Ps.1,630.2 million for the year ended December 31, 2003 from Ps.1,461.1 million for the year ended December 31, 2002. This increase was primarily due to higher royalties paid to us under the Program License Agreement celebrated with Univision in the amount of U.S.$96.1 million, for the year ended December 31, 2003 as compared to U.S.$77.7 million, for the year ended December 31, 2002, as well as an increase by the translation effect on foreign-currency denominated sales. These increases were partially offset by lower export sales mainly to Latin America and Europe.

OPERATING INCOME BEFORE DEPRECIATION AND AMORTIZATION

Programming Licensing operating income before depreciation and amortization increased by Ps.259.5 million, or 108.8%, to Ps.498.1 million for the year ended December 31, 2003 from Ps.238.6 million for the year ended December 31, 2002. This increase was primarily due to the increase in net sales, as well as a decrease in cost of sales and operating expenses due to lower provision for doubtful trade accounts.

PUBLISHING

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

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NET SALES

Publishing net sales increased by Ps.37.7 million, or 2.2%, to Ps.1,787.8 million for the year ended December 31, 2003 from Ps.1,750.1 million for the year ended December 31, 2002. This increase was primarily due to an increase in the revenues of magazines sold in Mexico due to an increase in average price, as well as an increase in the number of advertising pages sold in Mexico and abroad, and the positive translation effect on foreign-currency denominated sales. These increases were partially offset by lower circulation of magazines sold abroad.

OPERATING INCOME BEFORE DEPRECIATION AND AMORTIZATION

Publishing operating income before depreciation and amortization increased by Ps.64.3 million, or 22.8%, to Ps.346.2 million for the year ended December 31, 2003 from Ps.281.9 million for the year ended December 31, 2002. This increase primarily reflects the increase in net sales and a decrease in cost of sales, primarily due to reduced magazine returns in Mexico and a reduction in print runs of magazines in Mexico and abroad. This increase was partially offset by a marginal increase in operating expenses.

PUBLISHING DISTRIBUTION

Publishing Distribution net sales are primarily derived from the distribution of magazines published by us, our joint ventures or independent publishers and pursuant to licenses and other arrangements with third parties. Of the total volume of magazines we distributed, approximately 63.7% in 2003, 64.2% in 2002 and 59.9% in 2001 were published by our Publishing segment.

NET SALES

Publishing Distribution net sales increased by Ps.379.0 million, or 27.1%, to Ps.1,776.2 million for the year ended December 31, 2003 from Ps.1,397.2 million for the year ended December 31, 2002. This increase was attributable to an increase in distribution sales abroad, primarily due to revenues from operations in Chile which were acquired in May 2002; the translation effect on foreign-currency denominated sales and the increase in distribution of magazines published by us and sold in Mexico. These increases were partially offset by lower sales of magazines published by third parties and sold in Mexico. Including the sales from the company acquired in Chile, from January to April 2002 on a pro forma basis as if we had acquired this business on January 1, 2002, Publishing Distribution net sales would have increased 8.5%.

OPERATING INCOME BEFORE DEPRECIATION AND AMORTIZATION

Publishing Distribution operating income before depreciation and amortization decreased by Ps.6.9 million or 44.5%, to Ps.8.6 million for the year ended December 31, 2003 from Ps.15.5 million for the year ended December 31, 2002. This decrease primarily reflects higher cost of sales and operating expenses associated to the distribution company acquired in Chile and an increase in provision for doubtful trade accounts, partially offset by the increase in net sales. Including the operations in Chile, from January to April 2002, the Publishing Distribution operating income before depreciation and amortization would have decreased by Ps.13.2 million or 60.6%, to Ps.8.6 million for the year ended December 31, 2003, from Ps.21.8 million for the year ended December 31, 2002.

CABLE TELEVISION

Cable Television net sales are derived from Cable Television services and advertising sales. Cable television service net sales 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. In January 2002, Cablevision increased the rates for its basic service package from Ps.199.00 to Ps.245.00. This increase reflected the imposition of the 10% excise tax on pay television services and an increase in the number of channels offered in the basic service package to 49. See "Information on the Company -- Business Overview -- Cable Television -- Cable Television Revenues." Advertising net sales consist of revenues from the sale of local and national advertising on Cablevision. Cable

Television sells advertising independently from our other media-related segments on a scatter basis. Rates are based on the day and time the advertising is aired, as well the type of

programming in which the advertising is aired. Cable subscription and advertising rates are increased periodically in response to inflation and in accordance with market conditions.

NET SALES

Cable Television net sales decreased by Ps.165.8 million, or 14.4% to Ps.986.5 million for the year ended December 31, 2003 from Ps.1,152.3 million for the year ended December 31, 2002. This decrease is attributable to the decrease in the subscriber base during 2003, to more than 364,000, of which more than 60,000 were digital subscribers, at December 31, 2003, from a subscriber base of more than 412,000, of which approximately 65,000 were digital subscribers, at December 31, 2002, as well as a decrease in advertising sales. Cablevision began a process of gradually digitalizing its services last November 2003, the project is being implemented in stages over a period of up to two years.

OPERATING INCOME BEFORE DEPRECIATION AND AMORTIZATION

Cable Television operating income before depreciation and amortization decreased by Ps.35.9 million, or 10.6%, to Ps.301.4 million for the year ended December 31, 2003 from Ps.337.3 million for the year ended December 31, 2002. This decrease primarily reflects the decrease in net sales and was partially offset by a decrease in cost of sales and operating expenses.

RADIO

Radio net sales consist of advertising sold on our radio stations. Radio sells advertising independently from our other media-related segments on a scatter basis. 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.

NET SALES

Radio net sales increased by Ps.54.8 million, or 28.2%, to Ps.249.3 million for the year ended December 31, 2003 from Ps.194.5 million for the year ended December 31, 2002. This increase primarily reflects an increase in advertising time sold, principally in newscasts and sporting events programs.

OPERATING INCOME (LOSS) BEFORE DEPRECIATION AND AMORTIZATION

Radio operating result before depreciation and amortization increased by Ps.53.0 million or 173.8% to a gain of Ps.22.5 million for the year ended December 31, 2003 from a loss of Ps.30.5 million for the year ended December 31, 2002. This improvement was primarily due to the increase in net sales and lower cost of sales, partially offset by an increase in operating expenses.

OTHER BUSINESSES

Other Businesses net sales are primarily derived from the promotion of sports and special events in Mexico, subscriber fees for nationwide paging services, the distribution of feature films, revenues from dubbing services and revenues from advertisers for advertising space on EsMas.com.

NET SALES

Other Businesses net sales, representing 7.1% and 5.7% of our total segment net sales for the years ended December 31, 2002 and 2003, respectively, decreased by Ps.249.1 million, or 15.5%, to Ps.1,361.2 million for the year ended December 31, 2003 from Ps.1,610.3 million for the year ended December 31, 2002. This decrease was primarily due to lower sales attributable to our nationwide paging, feature film distribution, dubbing until November 2003, and live entertainment businesses. This decrease was partially offset by higher sales related to sport events production and internet businesses.

OPERATING LOSS BEFORE DEPRECIATION AND AMORTIZATION

Other Businesses operating loss before depreciation and amortization decreased by Ps.8.0 million, or 5.0%, to Ps.150.8 million for the year ended December 31, 2003 from Ps.158.8 million for the year ended December 31, 2002. This decrease reflects the decrease in cost of sales and operating expenses primarily related to our nationwide paging and live entertainment businesses, partially offset by lower net sales.

DEPRECIATION AND AMORTIZATION

Depreciation and amortization expense increased by Ps.18.0 million, or 1.2%, to Ps.1,525.3 million for the year ended December 31, 2003 from Ps.1,507.3 million for the year ended December 31, 2002. This change primarily reflects increases in the depreciation and amortization expenses related to our Internet business, Cable Television and Publishing Distribution segments.

INTEGRAL COST OF FINANCING

Integral cost of financing significantly impacts our financial statements in periods of high inflation or currency fluctuations. Under Mexican GAAP, integral cost of financing reflects:

- interest income;

- interest expense, including the restatement of our UDI-denominated notes, as described under " -- Liquidity, Foreign Exchange and Capital Resources -- Interest Expense;"

- foreign exchange gain or loss attributable to monetary assets and liabilities denominated in foreign currencies (including gains or losses from derivative instruments); and

- gain or loss attributable to holding monetary assets and liabilities exposed to inflation.

Our foreign exchange position is affected by our assets or liabilities denominated in foreign currencies. 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 rises or falls.

The expense attributable to integral cost of financing decreased by Ps.23.0 million, or 3.6%, to Ps.614.4 million for the year ended December 31, 2003 from Ps.637.4 million for the year ended December 31, 2002. This decrease reflects:

- a Ps.332.0 million decrease in net foreign exchange loss, primarily due to the 7.3% depreciation of the Mexican peso as compared to the U.S. dollar during the year ended December 31, 2003 versus a 14.0%

depreciation of the Mexican peso as compared to the U.S. dollar during the year ended December 31, 2002;

- a Ps.36.8 million increase in interest income, primarily as a result of a higher average amount of temporary investments maintained during the year ended December 31, 2003 as compared to the year ended December 31, 2002, which was partially offset by a reduction of interest rates during the year ended December 31, 2003 as compared to the year ended December 31, 2002, and a decrease in interest income from Innova for the year ended December 31, 2003 as compared to the year ended December 31, 2002, as a result of the Innova's capitalization in September 2003 of Ps.2.6 billion all of the amounts due then to us by Innova in connection with long-term loans provided by us;

- a Ps.50.0 million decrease in interest expense, primarily related to our UDI denominated debt, due to lower inflation during the year ended December 31, 2003 (3.98%) as compared to the year ended December 31, 2002 (5.70%), as well as an increase in the net gain on interest rate swap contracts outstanding in the year ended December 31, 2003 as compared to the year ended December 31, 2002;

- a Ps.357.8 million decrease in the favorable hedge effect of the foreign exchange loss incurred in the year ended December 31, 2003, as compared to the year ended December 31, 2002, in connection with

our U.S.$600.0 million long-term debt securities maturing in 2011 and 2032, which principal amount has been hedged by our net investment in Univision since March 2002; and

- a Ps.38.0 million increase in loss from monetary position primarily as a result of a higher net asset monetary position during the year ended December 31, 2003 as compared to the year ended December 31, 2002.

RESTRUCTURING AND NON-RECURRING CHARGES

Restructuring and non-recurring charges decreased by Ps.218.1 million, or 24.9%, to Ps.657.2 million for the year ended December 31, 2003 from Ps.875.3 million for the year ended December 31, 2002. This decrease reflects:

- a Ps.338.3 million non-recurring charge taken in the year ended December 31, 2002 in connection with the write-off of exclusive rights letters for soccer players;

- a Ps.169.9 million non-recurring charge taken in the year ended December 31, 2002 related to the drawdown by DirecTV under a letter of credit posted by us in connection with certain arrangements between DirecTV and us to broadcast the 2002 Soccer World Cup; and

- a reduction in restructuring charges in connection with work force reductions in the year ended December 31, 2003 as compared to the year ended December 31, 2002.

These decreases were partially offset by:

- a Ps.284.2 million non-recurring charge taken in the year ended December 31, 2003, in connection with the payment of vested and unvested salary benefits to certain of our union employees, as a part of our continuing cost-cutting efforts; and

- a Ps.164.6 million non-recurring charge taken in connection with an estimate for the disposal of certain long-lived assets and associated costs related to our nationwide paging business, based on the evaluation of the recoverability of the assets.

We have taken various steps to reduce our costs and expenses, including reducing the number of our full- and part-time employees. As of December 31, 2001, 2002 and 2003, our total employee headcount was approximately 13,700, 12,600 and 12,300 employees. Other steps taken by us to reduce our costs and expenses include: consolidating our offices and facilities and the shutdown or sale of non-essential operations; relocating some of our U.S. magazine operations to Mexico to reduce printing costs; downsizing non-essential post-production studios; eliminating some of our underperforming programming; reducing real estate rental, promotional and employee travel expenses, charitable donations and amenities; and reducing overtime payments.

We intend to continue to implement these cost-cutting initiatives throughout 2004, as well as introduce new initiatives, such as a performance-based compensation policy for executives (see "Directors, Senior Management and Employees -- Stock Option Plan" and " -- Long Term Retention Plan"), and to continue to increase the awareness of our employees to cost containment programs.

In connection with our workforce reductions and other cost-cutting measures, we recorded non-recurring charges of Ps. 208.4 million in 2003 and Ps. 360.4 million in 2002, which consisted primarily of severance payments and other terminating charges. We will continue to seek to cut costs and expenses and expect to take additional charges in the future, although we currently do not expect these costs and expense reductions or related charges to be as significant as in prior periods.

OTHER EXPENSE, NET

In 2003, other expense, net decreased by Ps.1,675.6 million, or 75.5%, to Ps.543.3 million for the year ended December 31, 2003, as compared to Ps.2,218.9 million for the year ended December 31, 2002. This decrease primarily reflects; a Ps. 995.2 million a decrease in the write-off of goodwill for the year ended December 31, 2003,

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as compared to the year ended December 31, 2002, as well as a gain of Ps.445.8 million on disposition of the remaining shares held by us in our former DTH venture in Spain for the year ended December 31, 2003. Other expense-net for the year ended December 31, 2003 primarily reflects non-cash charges in connection with the amortization of goodwill in the amount of Ps.460.7 million, the write-off of unamortized goodwill in the amount of Ps.112.1 million, a net gain in disposition of certain investments in the amount of Ps.395.4 million, as well as fees and expenses for professional services, donations and a net loss in disposition of certain non-current assets for an aggregate amount of Ps.425.7 million.

INCOME TAX, ASSETS TAX AND EMPLOYEES' PROFIT SHARING

The effective income and assets tax rate and employees' profit sharing decreased for the year ended December 31, 2003, as compared to the year ended December 31, 2002, primarily reflecting the increased use of tax loss carry forwards in 2003 as compared to 2002, partially offset by an increase in consolidated assets tax, as a result of a higher assets tax base for the year ended December 31, 2003 as compared to the year ended December 31, 2002, and an increase in foreign income tax in 2003 as compared to 2002.

The statutory rate of Mexican corporate income tax was 34% in 2003 and 35% in 2002. In accordance with the Ley del Impuesto Sobre la Renta, or Mexican Income Tax Law, effective January 1, 2002, the corporate income tax of 35% in 2002 will decrease to 32%, which decrease will be implemented gradually over a three-year period commencing in January 2003. As a result, our deferred income tax liability decreased in 2002. We and our subsidiaries are also subject to an assets tax on the adjusted book value of some of our assets. In some cases, income tax paid in excess of asset tax can be individually credited against any assets tax payable by us and our subsidiaries.

The assets tax rate is 1.8% for all periods and continues to be 1.8% as of the date of this annual report. Income tax and assets tax from continuing operations as a percentage of income before provisions was 16.9% in 2003 and 27.8% in 2002. See Note 21 to our year-end financial statements for the effective rate reconciliation for each of these periods.

See Note 21 to our year-end financial statements for a description and quantification of the principal differences between the statutory tax rate and the effective income tax rate and our consolidated and unconsolidated loss carryforwards in 2003, 2002 and 2001.

We, like other Mexican companies, are required by law to pay our employees, in addition to their agreed compensation and benefits, profit sharing in an aggregate amount equal to 10% of our taxable income, calculated, on a subsidiary by subsidiary basis, on a statutory basis that differs from the calculation of taxable income under Mexican income tax law. We have also agreed to pay our employees a special bonus each year, which we record under cost of sales and operating expenses. In 2003 and 2002 our subsidiaries recognized little or no taxable income for purposes of calculating employees' profit sharing, largely as a result of inflationary differentials and temporary differences of expensing inventory. We recorded Ps.31.8million and Ps.72.4 million in 2003 and 2002, respectively, under cost of sales and operating expenses for special bonuses paid to our employees.

EQUITY IN LOSSES OF AFFILIATES

This line item reflects our equity participation in the operating results and net assets of unconsolidated businesses in which we maintain an interest, but over which we have no control. We recognize equity in losses of affiliates up to the amount of our initial investment and subsequent capital contributions, or beyond that amount when guaranteed commitments have been made by us in respect of obligations incurred by affiliates.

During the periods presented, line item primarily reflected:

- our investments in DTH satellite services in Mexico and other countries throughout Latin America; and

- our investment in Univision.

Equity in results of affiliates increased by Ps. 1,230.1 million to a gain of Ps. 28.3 million for the year ended December 31, 2003 from an equity loss of Ps. 1,201.8 million for the year ended December 31, 2002. This increase primarily reflects a decrease in equity losses of Innova in the year ended December 31, 2003, as compared to the year ended December 31, 2002; a reduction in our liability position in Sky Multi-Country Partners, "SMCP", as a result of the reduction in the estimated remaining lease obligation due to a reduction in the estimated useful life of the satellite transponders being leased by SMCP and guaranteed by us; and equity income from our investment in Univision. This change was partially offset by an increase in equity losses in TechCo for the year ended December 31, 2003, as compared to the year ended December 31, 2002.

We expect that our DTH joint ventures will continue to experience substantial net losses and substantial negative cash flow over at least the next several years while they develop and expand their DTH satellite services. See "Information on the Company -- Business Overview -- DTH Joint Ventures" and Notes 5 and 10 to our year-end financial statements. As described below under " -- Consolidation of Innova", as a result of certain changes in U.S. accounting standards and the adoption of such standards as permitted by Mexican GAAP, beginning April 1, 2004, we consolidate Innova into our financial statements. We have not and do not expect to consolidate any of our other DTH joint ventures into our financial statements.

To the extent that we make additional funding to Innova and SMCP in excess of our net liability position, we will be required to recognize our equity in losses generated by Innova and SMCP up to the amount of any such excess under this line item. In addition, in the event that Innova or SMCP generates net income in the future, we will not be able to recognize our proportionate share of this net income unless we first recognize our proportionate share of any losses not previously recognized.

DISCONTINUED OPERATIONS

In December 2001, we entered into an agreement to sell our music recording operations to Univision, and we consummated this sale in April 2002. We no longer engage in the music recording business, and under Mexican GAAP the results of our music recording segment through December 31, 2001 and from prior and subsequent periods have been classified as discontinued operations. As consideration for the sale of this business, we received 6,000,000 shares and 100,000 warrants, which expire in 2017, to purchase shares of Univision's common stock, which were recognized at their fair value as of the date of the agreement. As a result of this transaction, we recognized a gain on disposition of the music recording business of Ps.1,105.0 million, net of related costs, expenses and taxes in 2002 and additional net loss on disposition of this business of Ps.64.2 million in 2003, which were also reflected as discontinued operations in those years. We may have to pay certain adjustments to Univision in connection with an audit of the Music Recording business by Univision, which is expected to be resolved by the parties in 2004. While we believe that the outcome of this dispute will not have a material adverse effect on our financial position or future operating results, we cannot give you any assurances in this regard. See Note 22 to our year-end financial statements.

MINORITY INTEREST

Minority interest 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 our Cable Television, Radio and nationwide paging businesses, and, since October 2001, Sistema Radiopolis.

Minority interest increased by Ps. 49.4 million to a gain of Ps. 121.0 million for the year ended December 31, 2003 from a gain of Ps. 71.6 million for the year ended December 31, 2002. This increase primarily reflected a net loss of our nationwide paging business in 2003 as compared to a net income in 2002, partially offset by decreases in the net loss of our Cable Television and Radio segments for the year ended December 31, 2003, as compared to the year ended December 31, 2002. See Note 16 to our year-end financial statement.

NET INCOME

We generated net income in the amount of Ps.3,596.6 million in 2003, as compared to net income of Ps.767.2 million in 2002. The net increase of Ps.2,829.4 million reflected:

- a Ps.1,210.6 million increase in operating income;
- a Ps.23.0 million decrease in integral cost of financing;
- a Ps.218.1 million decrease in restructuring and non-recurring charges;
- a Ps.1,675.6 million decrease in other expense-net;
- a Ps.1,230.1 million decrease in equity in losses from affiliates; and
- a Ps.49.4 million increase in minority interest.

This change was partially offset by a Ps.1,169.2 million decrease in income from discontinued operations, and a Ps.408.2 million increase in income taxes.

RESULTS OF OPERATIONS FOR THE YEAR ENDED DECEMBER 31, 2002 COMPARED TO THE YEAR ENDED DECEMBER 31, 2001

TOTAL SEGMENT RESULTS

NET SALES

Our net sales increased by Ps.804.5 million, or 3.7%, to Ps.22,416.6 million for the year ended December 31, 2002 from Ps.21,612.1 million for the year ended December 31, 2001. This increase reflects higher revenues in our Television Broadcasting, Publishing Distribution and Programming for Pay Television segments, and was partially offset by lower net sales in our Programming Licensing, Publishing, Cable Television, Radio and Other Businesses segments.

COST OF SALES

Cost of sales increased by Ps.336.4 million, or 2.7%, to Ps.12,911.9 million for the year ended December 31, 2002 from Ps.12,575.5 million for the year ended December 31, 2001. This increase reflects higher costs in the Publishing Distribution, Television Broadcasting, Cable Television and Publishing segments. These increases were partially offset by lower costs in the Other Businesses, Programming for Pay Television, Programming Licensing and Radio segments.

SELLING EXPENSES

Selling expenses increased by Ps.115.9 million, or 7.1%, to Ps.1,752.6 million for the year ended December 31, 2002 from Ps.1,636.7 million for the year ended December 31, 2001. This increase reflects an increase in our Television Broadcasting, Programming for Pay Television, Programming Licensing, Publishing and Publishing Distribution segments. This increase was partially offset by a decrease in the selling expenses of our Cable Television, Radio and Other Businesses segments.

ADMINISTRATIVE EXPENSES

Administrative expenses decreased by Ps.70.4 million, or 4.8%, to Ps.1,409.5 million for the year ended December 31, 2002 from Ps.1,479.9 million for the year ended December 31, 2001. This decrease was primarily due to a decrease in personnel costs as a result of workforce reductions and layoffs, as well as reductions in other office facilities expenses, in connection with our continued cost-cutting efforts, and decreases in the administrative expenses of our Television Broadcasting, Programming Licensing, Publishing, Radio and Other Businesses segments. This decrease was partially offset by an increase in the administrative expenses of our Publishing Distribution and Cable Television segments.

OPERATING INCOME BEFORE DEPRECIATION AND AMORTIZATION

For the foregoing reasons, our operating income before depreciation and amortization increased by Ps.422.6 million, or 7.1%, to Ps.6,342.6 million for the year ended December 31, 2002 from Ps.5,920.0 million for the year ended December 31, 2001.

TELEVISION BROADCASTING

Advertising revenues from local sales as a percentage of our television broadcasting revenues have increased steadily for the past four year. In 2003 local sales accounted for 13.2% of our Television Broadcasting revenues compared to 9.6%, 10.9% and 12.5% in the years 2000, 2001 and 2002.

NET SALES

Television Broadcasting net sales, increased by Ps.616.4 million, or 4.4%, to Ps.14,596.5 million for the year ended December 31, 2002 from Ps.13,980.1 million for the year ended December 31, 2001. This increase primarily reflects Ps.378.0 million related to the transmission of the World Cup in the second quarter of 2002 and a record increase of 19.5% in our local sales driven by Channel 4. Excluding the non-recurring revenues related to the World Cup, Television Broadcasting net sales would have increased by Ps.238.4 million, or 1.7%, to Ps.14,218.5 million for the year ended December 31, 2002 from Ps.13,980.1 million for the year ended December 31, 2001.

OPERATING INCOME BEFORE DEPRECIATION AND AMORTIZATION

Television Broadcasting operating income before depreciation and amortization increased by Ps.395.0 million, or 7.4%, to Ps.5,700.4 million for the year ended December 31, 2002, from Ps.5,305.4 million for the year ended December 31, 2001. This increase was primarily due to the increase in net sales, partially offset by an increase in cost of sales, due to the transmission rights of the World Cup and increase in selling expenses due to higher provision for doubtful trade accounts. Excluding the results of the transmission of the World Cup, Television Broadcasting operating income before depreciation and amortization would have increased by Ps.199.0 million, or 3.8%, to Ps.5,504.4 million for the year ended December 31, 2002, from Ps.5,305.4 million for the year ended December 31, 2001.

Following the discontinuation of ECO, our international news program, in April 2001, fixed costs of ECO related to production studios and technical equipment in the amount of Ps.111.9 million for the year ended December 31 2001, are now reflected in the results of our Television Broadcasting segment. Programming costs related to ECO continued to be reflected in the results of our Programming for Pay Television segment through April 2001.

PROGRAMMING FOR PAY TELEVISION

NET SALES

Programming for Pay Television net sales increased by Ps.67.0 million, or 11.9%, to Ps.632.2 million for the year ended December 31, 2002 from Ps.565.2 million for the year ended December 31, 2001. This increase was primarily due to an increase in the number of pay television subscribers which resulted in higher revenues from signals sold, and higher advertising sales in Mexico, partially offset by lower revenues from signals sold to pay television systems in Latin America and Spain, as well as lower advertising sales.

OPERATING INCOME BEFORE DEPRECIATION AND AMORTIZATION

Programming for Pay Television operating income before depreciation and amortization increased by Ps.63.3 million or 143.5%, to Ps.107.4 million for the year ended December 31, 2002, from Ps.44.1 million for the year ended December 31, 2001, primarily due to higher sales and lower programming costs as a result of the discontinuation of ECO in April 2001. Since May 2001, fixed costs of ECO related to production studios and technical equipment are now reflected in the results of our Television Broadcasting segment, while programming costs related to ECO (through the date we ceased production) continue to be reflected in the results of our

Programming for Pay Television segment. This increase was partially offset by higher signal costs and operating expenses due to an increase in the provision for doubtful trade accounts related to Latin America.

PROGRAMMING LICENSING

Approximately 55.3% in 2002 and 50.8% in 2001 of net sales for this segment were attributable to programming licensed under our program license agreement with Univision. In 2002 and 2001, we received U.S.$77.7 million and U.S.$75.6 million in program royalties from Univision, related to the Univision and Galavision networks.

NET SALES

Programming Licensing net sales decreased by Ps.82.9 million, or 5.4%, to Ps.1,461.1 million for the year ended December 31, 2002 from Ps.1,544.0 million for the year ended December 31, 2001. This decrease was primarily due to lower export sales to Latin America due to the difficult economic conditions in that region, as well as in Europe. These decreases were partially offset by higher export sales to Asia and Africa.

OPERATING INCOME BEFORE DEPRECIATION AND AMORTIZATION

Programming Licensing operating income before depreciation and amortization decreased by Ps.96.2 million, or 28.7%, to Ps.238.6 million for the year ended December 31, 2002 from Ps.334.8 million for the year ended December 31, 2001. This decrease was primarily due to the decrease in net sales, as well as an increase in selling expenses due to higher provision for doubtful trade accounts. This decrease was partially offset by decreases in cost of sales, primarily production costs, and administrative expenses.

PUBLISHING

NET SALES

Publishing net sales decreased by Ps.13.1 million, or 0.7%, to Ps.1,750.1

million for the year ended December 31, 2002 from Ps.1,763.2 million for the year ended December 31, 2001. This decrease was primarily due to a decrease in the number of magazines sold in Mexico and abroad as a result of the recent economic slowdown in Mexico and abroad as well as a reduction in the number of advertising pages sold in the international market. This decrease was partially offset by an increase in the number of advertising pages sold in the domestic market due to the launch of new magazines, and by the translation effect on foreign-currency denominated sales.

OPERATING INCOME BEFORE DEPRECIATION AND AMORTIZATION

Publishing operating income before depreciation and amortization decreased by Ps.25.1 million, or 8.2%, to Ps.281.9 million for the year ended December 31, 2002 from Ps.307.0 million for the year ended December 31, 2001. This decrease primarily reflects the decrease in net sales and marginal increases in cost of sales and selling expenses due to an increase in marketing and paper costs. This decrease was partially offset by a decrease in administrative expenses.

PUBLISHING DISTRIBUTION

Of the total volume of magazines we distributed, approximately 64.2% in 2002 and 59.9% in 2001 were published by our Publishing segment.

NET SALES

Publishing Distribution net sales increased by Ps.411.3 million, or 41.7%, to Ps.1,397.2 million for the year ended December 31, 2002 from Ps.985.9 million for the year ended December 31, 2001. This increase was primarily due to the integration of revenue from the acquisition of the operations in Chile in May 2002 and by the translation effect on foreign-currency denominated sales. Excluding the sales from the company acquired in Chile, Publishing Distribution net sales would have decreased 9.7%.

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OPERATING INCOME BEFORE DEPRECIATION AND AMORTIZATION

Publishing Distribution operating income before depreciation and amortization decreased by Ps.6.9 million or 30.8%, to Ps.15.5 million for the year ended December 31, 2002 from Ps.22.4 million for the year ended December 31, 2001. This decrease primarily reflects higher cost of sales and operating expenses associated with the distribution company acquired in Chile, partially offset by the increase in net sales. Excluding the operations in Chile, Publishing Distribution operating income before depreciation and amortization would have decreased by Ps.18.4 million or 82.1%, to Ps.4.0 million for the year ended December 31, 2002, from Ps.22.4 million for the year ended December 31, 2001.

CABLE TELEVISION

NET SALES

Cable Television net sales decreased by Ps.37.1 million, or 3.1%, to Ps.1,152.3 million for the year ended December 31, 2002 from Ps.1,189.4 million for the year ended December 31, 2001. This decrease is attributable to the negative impact of the 10% tax on telecommunications services discussed in " -- Results of Operations for the Year Ended December 31, 2003 as compared to the Year Ended December 31, 2002."

OPERATING INCOME BEFORE DEPRECIATION AND AMORTIZATION

Cable Television operating income before depreciation and amortization decreased by Ps.26.8 million, or 7.4%, to Ps.337.3 million for the year ended December 31, 2002 from Ps.364.1 million for the year ended December 31, 2001. This decrease primarily reflects the decrease in net sales and was partially offset by a decrease in selling expenses related to marketing costs.

RADIO

NET SALES

Radio net sales decreased by Ps.64.6 million, or 24.9%, to Ps.194.5 million for the year ended December 31, 2002 from Ps.259.1 million for the year ended December 31, 2001. This decrease primarily reflects a decrease in advertising revenues as a result of the slowdown in the growth of the Mexican economy and the radio industry during the year ended December 31, 2002.

OPERATING INCOME (LOSS) BEFORE DEPRECIATION AND AMORTIZATION

Radio operating result before depreciation and amortization decreased by Ps.37.5, or 535.7%, to a loss of Ps.30.5 million for the year ended December 31, 2002 from a gain of Ps.7.0 million for the year ended December 31, 2001. This change was primarily due to the decrease in net sales, which was partially offset by a decrease in cost of sales and operating expenses in connection with our continued cost-cutting efforts.

OTHER BUSINESSES

NET SALES

Other Businesses net sales decreased by Ps.286.4 million, or 15.1%, to Ps.1,610.3 million for the year ended December 31, 2002 from Ps.1,896.7 million for the year ended December 31, 2001. This decrease was primarily due to lower sales attributable to our nationwide paging business and a decrease in revenues of En Vivo, our live entertainment operation which we launched in the first half of 2001, and EsMas.com, which we launched in May 2000. In November 2002, we acquired Clear Channel's 50% ownership interest in, and later suspended, En Vivo's Mexican operations following our acquisition of a 40% stake in OCEN. However, we and Clear Channel each continue to own 50% of the joint venture in the U.S., which we jointly manage and operate. This decrease was partially offset by higher sales related to our sport events and feature film distribution businesses.

Operating Loss before Depreciation and Amortization

Other Businesses operating loss before depreciation and amortization decreased by Ps.157.4 million, or 49.8%, to Ps.158.8 million for the year ended December 31, 2002 from Ps.316.2 million for the year ended December 31, 2001. This decrease reflects the reduction in personnel costs and promotion expenses, primarily in our internet and paging businesses. This decrease was partially offset by the decrease in net sales.

DEPRECIATION AND AMORTIZATION

Depreciation and amortization expense increased by Ps.99.5 million, or 7.1%, to Ps.1,507.3 million for the year ended December 31, 2002 from Ps.1,407.8

million for the year ended December 31, 2001. This change primarily reflects increases in the depreciation and amortization expenses related to our Television Broadcasting and Cable Television segments, as well as amortization of deferred costs related to EsMas.com for the year ended December 31, 2002.

INTEGRAL COST OF FINANCING

Effective March 1, 2002, we accounted for the semi-annual interest payments in respect of our 8% Senior Notes due 2011 and 8.5% Senior Notes due 2032 as being hedged by our equity investment in Univision. See "Quantitative and Qualitative Disclosures About Market Risk" and Note 10 to our year-end financial statements.

The expense attributable to integral cost of financing increased by Ps.183.1 million, or 40.3%, to Ps.637.4 million for the year ended December 31, 2002 from Ps.454.3 million for the year ended December 31, 2001. This increase reflects:

- a Ps.756.9 million increase in net foreign exchange loss, primarily due to the 14.0% depreciation of the Mexican Peso as compared to the U.S. Dollar during the year ended December 31, 2002, versus a 4.5% appreciation of the Mexican Peso as compared to the U.S. Dollar during the year ended December 31, 2001, as well as our higher net liability foreign currency monetary position during the year ended December 31, 2002 as compared to the year ended December 31, 2001;

- a Ps.404.3 million decrease in interest income, primarily as a result of a reduction in interest rates during the year ended December 31, 2002 as compared to the year ended December 31, 2001, which was partially offset by a higher average amount of temporary investments during the year ended December 31, 2002 as compared to the year ended December 31, 2001;

- a Ps.100.8 million increase in interest expense, primarily as a result of a higher level of debt outstanding during the year ended December 31, 2002 as compared to the year ended December 31, 2001, which was partially offset by a reduction in interest rates attributable to certain of our debt during the year ended December 31, 2002 as compared to the year ended December 31, 2001; and

- a Ps.19.3 million increase in the restatement of our Ps.3.0 billion (nominal) UDI-denominated debt notes, which we issued on April 14, 2000, primarily due to higher inflation during the year ended December 31, 2002 as compared to the year ended December 31, 2001.

The increases in integral cost of financing were partially offset by:

- a Ps.826.8 million decrease in the foreign exchange loss incurred in connection with the principal amount of our 8% Senior Notes due 2011 and 8.5% Senior Notes due 2032 being hedged by our equity investment in Univision;

- a Ps.110.4 million decrease in loss attributable to foreign exchange contracts which were settled down in the fourth quarter of 2001;

- a Ps.142.6 million decrease in loss from monetary position primarily as a result of a lower net asset monetary position during the year ended December 31, 2002 as compared to the year ended December 31, 2001, which was partially offset by higher inflation in Mexico of 5.7% during the year ended December 31, 2002 as compared to 4.4% during the year ended December 31, 2001; and

- a Ps.18.4 million gain attributable to interest swap contracts outstanding during the fourth quarter of 2002.

RESTRUCTURING AND NON-RECURRING CHARGES

Restructuring and non-recurring charges increased by Ps.278.1 million, or 46.6%, to Ps.875.3 million for the year ended December 31, 2002 from Ps.597.2 million for the year ended December 31, 2001. This increase primarily reflects a Ps.338.3 million non-recurring charge taken in connection with the write-off of exclusive rights letters for soccer players, as well as a Ps.169.9 million non-recurring charge related to the drawdown by DirecTV under a letter of credit posted by us in connection with certain arrangements between DirecTV and us to broadcast the 2002 World Cup, which amount is in dispute by the parties. This increase was partially offset by a reduction in restructuring charges due to fewer work force reductions in the year ended December 31, 2002 as compared to the year ended December 31, 2001.

In response to the slowdown in Mexican GDP growth in the beginning of 2001, we introduced a number of new cost-cutting initiatives. See "Key Information -- Risk Factors -- Risk Factors Related to Mexico -- Mexico Has Experienced Adverse Economic Conditions." These initiatives include the introduction of stricter cost controls, the continued elimination of under-performing assets and further reductions in the number of employees. As a result of these initiatives, in April 2001 we ceased production of ECO, our international news program, and further reduced our employee headcount, as described above. Our budgeted operating costs and expenses for the year ended December 31, 2001 decreased on an annualized basis by approximately U.S.$60.6 million as a result of the implementation of these initiatives.

As a result of cost-cutting initiatives introduced in the first half of 2001, in April 2001 we reduced our workforce by 750 personnel, including 684 employees and 66 independent contractors.

In connection with our workforce reductions and other cost-cutting measures, we recorded non-recurring charges of Ps. 360.4 million in 2002 and Ps. 534.1 million in 2001, which consisted primarily of severance payments and other termination charges.

OTHER EXPENSE, NET

In 2002, other expense, net increased by Ps.1,496.8 million, or 207.3%, to Ps.2,218.9 million for the year ended December 31, 2002, as compared to Ps.722.1 million for the year ended December 31, 2001. Other expense, net for the year ended December 31, 2002 primarily reflects:

- a Ps.244.6 million increase in the amortization of goodwill, primarily in connection with the acquisition of shares of Univision in December 2001 and April 2002;

- a Ps.877.6 million increase in the write-off of unamortized goodwill, resulting from the evaluation of the recoverability of certain long-lived assets; and

- a Ps.344.0 million decrease in the net results on disposition of investments for the year ended December 31, 2002, as compared to the gain for the year ended December 31, 2001, which primarily included the gain on the sale of a 50% limited voting stake in our radio subsidiary in October 2001.

Other expense, net for the year ended December 31, 2002 primarily reflects non-cash charges in connection with the amortization of goodwill in the amount of Ps.455.2 million and the write-off of unamortized goodwill in the amount of Ps.1,109.4 million, as well as fees and expenses for professional services, donations and a net loss in the disposition of certain investments and non-current assets for an aggregate amount of Ps.403.9 million. The majority of the goodwill impairment charge in 2002 relates to Bay City which is part of the Television Broadcasting segment. Bay City's results have been adversely affected by the increase in operational costs primarily resulting from the start up of a local news center in the frame of its business strategy and the commitments assumed under a network affiliation agreement signed with Fox, as well as from increased competition.

INCOME TAX, ASSETS TAX AND EMPLOYEES' PROFIT SHARING

Income tax, assets tax and employees' profit sharing decreased by Ps.282.9 million to Ps.311.3 million for the year ended December 31, 2002 from a tax provision of Ps.594.2 million for the year ended December 31, 2001. This decrease primarily reflects a tax benefit resulting from an annual decrease in the corporate income tax rate starting in 2003 and continuing through 2005 when the corporate rate will be 32%, and applicable to Mexican companies in accordance with the Mexican Income Tax Law. The provision for income taxes primarily reflected the effect of recognizing assets tax (alternative minimum tax) rather than income tax for consolidation tax purposes in Mexico for the years ended December 31, 2002 and 2001, as well as income taxes attributable to our foreign subsidiaries for the year ended December 31, 2002.

Income tax and assets tax from continuing operations as a percentage of income before provisions was 27.8% in 2002 and 20.8% in 2001. See Note 21 to our year-end financial statements for the effective rate reconciliation for each of these periods.

See Note 21 to our year-end financial statements for a description and quantification of the principal differences between the statutory tax rate and the effective income tax rate and our consolidated and unconsolidated loss carryforwards in 2002 and 2001.

We recognized deferred income tax in 2002 and 2001 by using the comprehensive asset and liability method.

We, like other Mexican companies, are required by law to pay our employees, in addition to their agreed compensation and benefits, profit sharing in an aggregate amount equal to 10% of our taxable income, calculated, on a subsidiary by subsidiary basis, on a statutory basis that differs from the calculation of taxable income under Mexican income tax law. We have also agreed to pay our employees a special bonus each year, which we record under cost of sales and operating expenses. In 2002 and 2001, our subsidiaries recognized little or no taxable income for purposes of calculating employees' profit sharing, largely as a result of inflationary differentials and temporary differences of expensing inventory. We recorded Ps.72.4 million and Ps.84.0

million in 2002 and 2001 under cost of sales and operating expenses for special bonuses paid to our employees.

EQUITY IN LOSSES OF AFFILIATES

Equity in results of affiliates increased by Ps.628.0 million to a loss of Ps.1,201.8 million for the year ended December 31, 2002 from a loss of Ps.573.8 million for the year ended December 31, 2001. This increase primarily reflects the recognition of approximately Ps.340.0 million of additional equity losses of Innova, our DTH joint venture in Mexico, and approximately Ps.452.1 million of additional equity losses of SMCP, our multi-country DTH joint venture with current operations in Colombia and Chile, as described below. These equity losses were slightly offset by the increase of the equity in income relating to our investment in Univision.

Through December 31, 2000, we recognized 60% of the losses of Innova as equity in losses of affiliates on our income statement. As a result of our recognition of these losses since Innova's inception in December 1996, as of December 31, 2000 our investment in Innova was represented by a net liability position on our consolidated balance sheet. Beginning in the first quarter of 2001, consistent with Mexican GAAP we discontinued the recognition of losses of Innova as equity in losses of affiliates in our income statement, primarily because our net liability position in Innova during 2001 exceeded the outstanding long-term debt incurred by this joint venture in connection with a transponder capital lease guaranteed by us and our existing commitments to provide Innova with additional funding through 2001. As of December 31, 2002 and 2001, this net liability position represented equity losses recognized in excess of our capital contributions and long-term loans to Innova, but not in excess of the outstanding total debt incurred by this joint venture in connection with a transponder capital lease being guaranteed by us. During the year ended December 31, 2002, we recognized additional equity in losses of Innova, which primarily reflected our additional funding to Innova in the first quarter of 2002, as well as the increase in the outstanding debt of Innova being guaranteed by us, as a result of the depreciation of the Mexican Peso as compared to the U.S. Dollar for the year ended December 31, 2002. As of December 31, 2002 and December 31, 2001, our investment in Innova was represented by a net liability position of Ps.886.9 million and Ps.1,902.6 million, respectively. Beginning April 1, 2004, we will consolidate Innova in our financial statements.

During the years ended December 31, 2002 and 2001, our investment in SMCP was represented by a net liability position on our consolidated balance sheet. This net liability position has represented equity losses recognized in excess of our capital contributions to SMCP, but not in excess of the outstanding total debt incurred by this joint venture in connection with a transponder capital lease being guaranteed by us. In the fourth quarter of 2002, as a result of the economic difficulties of this joint venture in South America, we recognized an additional equity loss of Ps.483.5 million to cover the outstanding total debt incurred by this joint venture being guaranteed by us. As of December 31, 2002 and December 31, 2001, our investment in SMCP was represented by a liability position of Ps.823.7 million and Ps.88.9 million.

We substantially increased our equity stake in Univision through a series of transactions that we entered into with Univision in December 2001. See "Information on the Company -- Business Overview -- Univision."

DISCONTINUED OPERATIONS

In December 2001, we entered into an agreement to sell our music recording operations to Univision, and we consummated this sale in April 2002. We no longer engage in the music recording business, and under Mexican GAAP the results of our music recording segment through December 31, 2001 and from prior and subsequent periods have been classified as discontinued operations.

MINORITY INTEREST

Minority interest decreased by Ps.101.6 million to a gain of Ps.71.6 million for the year ended December 31, 2002 from a loss of Ps.30.0 million for the year ended December 31, 2001. This decrease primarily reflects a decrease in the net income of our Cable Television and nationwide paging businesses for the year ended December 31, 2002, as compared to the year ended December 31, 2001.

Minority interest for the year ended December 31, 2001 primarily reflected that portion of the net income of our Cable Television segment attributable to the 49% interest then held by America Movil in this segment and that portion of the net income of our nationwide paging business attributable to the 49% interest held by a subsidiary of Mobile Telecommunications Technologies Corp. in this business. Beginning in October 2001, minority interest also reflected the portion of the net income of our Radio segment attributable to the 50% non-voting interest held by Grupo Prisa in this segment. See "Information on the Company -- Business Overview -- Radio" and "Operating and Financial Review and Prospects -- Results of Operations -- Radio."

NET INCOME

We generated net income in the amount of Ps.767.2 million in 2002, as compared to net income of Ps.1,478.9 million in 2001. The net decrease of Ps.711.7 million reflected:

- a Ps.183.1 million increase in integral cost of financing;
- a Ps.278.1 million increase in restructuring and non-recurring charges;
- a Ps.1,496.8 million increase in other expense-net; and
- a Ps.628.0 million increase in equity in losses from affiliates.

This change was partially offset by a Ps.323.1 million increase in operating income , a Ps.282.9 million decrease in income taxes, a Ps.1,090.4 million increase in income from discontinued operations, a Ps.76.3 million decrease in cumulative loss effect from change in accounting principle, and a decrease of Ps.101.6 million in minority interest.

During the year ended December 31, 2002, we recognized certain significant non-recurring charges that unfavorably affected net income for the year, as follows:

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- a non-cash charge of Ps.338.3 million in connection with the write-off of exclusive rights letters for soccer players;
- a charge of Ps.169.9 million related to the drawdown by DirecTV under a letter of credit posted by us in connection with certain broadcast arrangements and related expenses;

- a non-cash charge of Ps.1,109.1 million in connection with the write-down and write-off of unamortized goodwill related to certain businesses acquired by us in prior years, which long-lived assets were evaluated for recoverability; and

- a non-cash charge of Ps.483.5 million for the recognition of additional equity losses to cover the total outstanding capital lease debt balance of the Multi-Country DTH joint venture in South America being guaranteed by us.

Had these significant non-recurring charges not been recognized by us in the year ended December 31, 2002, the net income for the year after the related income tax effect would have increased to Ps.2,693.8 million.

EFFECTS OF DEVALUATION AND INFLATION

The following table sets forth, for the periods indicated:

- the percentage that the Peso devalued 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,		
	2001	2002	2003
(Appreciation) devaluation of the Mexican Peso as compared to the U.S. Dollar(1)	(4.5)%	14.0%	7.3%
Mexican inflation rate(2)	4.4	5.7	4.0
U.S. inflation rate	1.6	2.4	1.9
(Decrease) increase in Mexican GDP(3)	(0.1)	0.7	1.3

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(1) Based on changes in the Interbank Rates, as reported by Banamex, at the end of each period, which were as follows: Ps.9.610 per U.S. Dollar as of December 31, 2000; Ps.9.178 per U.S. Dollar as of December 31, 2001; Ps.10.464 per U.S. Dollar as of December 31, 2002; and Ps.11.225 per U.S. Dollar as of December 31, 2003.

(2) Based on changes in the NCPI from the previous period, as reported by the Mexican Central Bank, which were as follows: 93.2 in 2000; 97.4 in 2001; 102.9 in 2002; and 107.0 in 2003.

(3) As reported by the Instituto Nacional de Estadistica, Geografia e Informatica, or INEGI, and, in the case of GDP information for 2001, 2002 and 2003, as estimated by INEGI.

The general condition of the Mexican economy, the devaluation 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 television services.

- U.S. Dollar-denominated revenues and operating costs and expenses. We have substantial operating costs and expenses denominated in U.S. Dollars. These costs are principally due to our activities in the U.S., the costs of foreign-produced programming and publishing supplies and the leasing of

satellite transponders. The following table sets forth our U.S. Dollar-denominated revenues and operating costs and expenses for 2001, 2002 and 2003.

	YEAR ENDED DECEMBER 31,		
	2001	2002	2003
	(MILLIONS OF U.S. DOLLARS)		
Revenues................................	U.S.$427	U.S.$ 434	U.S.$ 414
Operating costs and expenses...........	377	404	417

In 2002 and 2001, our U.S. Dollar-denominated revenues exceeded our U.S. Dollar-denominated costs and expenses, primarily due to the improvement of our Programming Licensing and Publishing Distribution segments. However, in 2003 our U.S. Dollar-denominated costs and expenses exceeded, and they could continue to exceed in the future, our U.S. Dollar-denominated revenues. As a result we will continue to remain vulnerable to future devaluation of the Peso, which would increase the Peso equivalent of our U.S. Dollar-denominated costs and expenses.

- Depreciation and amortization expense. We restate our non-monetary Mexican and foreign assets to give effect to inflation. The restatement of these assets in periods of high inflation, as well as the devaluation of the Peso as compared to the U.S. Dollar, increases the carrying value of these assets, which in turn increases the related depreciation expense.

- Integral cost of financing. The devaluation 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 exchanges losses and increased interest expense increase our integral cost of financing.

In the second quarter of 2003, we repaid all of the remaining Series A Senior Notes, which matured in May 2003, with the net proceeds from a long-term credit agreement that we entered into with a Mexican Bank for an aggregate principal amount of Ps.800.0 million. As a result of these refinancings, we reduced our exposure to the effects of the devaluation of the Peso as compared to the U.S. Dollar, inflation and increases in interest rates. See " -- Liquidity, Foreign Exchange and Capital Resources -- Refinancings," " -- Indebtedness" and Note 8 to our year-end financial statements.

We also have entered into and will continue to consider entering into additional financial instruments to hedge against Peso devaluations and reduce our overall exposure to the devaluation 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 devaluation 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 devaluations. In that connection, effective March 2002, we designated our investment in Univision as an effective hedge against our U.S. Dollar-denominated semi-annual interest payments with respect to both our U.S.$300.0 million aggregate principal amount of 8% Senior Notes due 2011 and our U.S.$300.0 million aggregate principal amount of 8.5% Senior Notes due 2032. See "Key Information -- Risk Factors -- Risk Factors Related to Mexico," "Quantitative and Qualitative Disclosures About Market Risk" and Note 10 to our year-end financial statements.

Inflation under Mexican GAAP. Mexican GAAP requires that our financial statements recognize the effects of inflation. In particular, our financial statements reflect the:

- restatement of Mexican non-monetary assets (other than transmission rights, inventories and equipment of non-Mexican origin), non-monetary liabilities and shareholders' equity using the NCPI;

- restatement of all inventories at net replacement cost;

- restatement of equipment of non-Mexican origin using a specific index that reflects inflation in the country of origin and the exchange rate as of the latest balance sheet date;

- recognition of gains and losses in purchasing power from holding monetary liabilities or assets in income;

- restatement and presentation of all amounts in constant Pesos as of the most recent balance sheet date, December 31, 2003; and

- restatement of the results of operations and balance sheet items of foreign operations, which are not integral to Mexican operations, at the rate of inflation in the applicable foreign country before translating them into Mexican Pesos.

CONSOLIDATION OF INNOVA

Effective April 1, 2004, we adopted the guidelines of the Financial

Accounting Standards Board Interpretation No. 46, or FIN 46, "Consolidation of Variable Interest Entities," as permitted by Mexican GAAP Bulletin A-8, "Supplementary Application of International Accounting Standards." FIN 46, which became effective in 2004, addresses consolidation by business enterprises of variable interest entities, or VIEs. Under previous guidance, a company generally included another entity in its consolidated financial statements only if it controlled the entity through voting interests. FIN 46 requires a variable interest entity to be consolidated by a company if that company is the "primary beneficiary" of the entity. The primary beneficiary is subject to a majority of the risk of loss from the VIEs activities, or is entitled to receive a majority of the VIEs residual returns, or both. We identified Innova as a variable interest entity, and us as the primary beneficiary of the investment in Innova, under the scope of FIN 46, and therefore, beginning April 1, 2004, we began to include in our consolidated financial statements the assets, liabilities and activities of Innova. Before adopting FIN 46, we accounted for our investment in Innova by applying the equity method, and recognized equity in losses in excess of our investment up to the amount of the guarantees made by us in connection with certain capital lease obligations of Innova.

The consolidation of Innova beginning April 1, 2004, will have an impact on our financial statements beginning the second quarter of 2004, as follows:

Our consolidated total assets will immediately increase by approximately Ps.2,928.1 million beginning April 1, 2004. Our consolidated total liabilities will immediately increase by approximately Ps.5,237.1 million beginning April 1, 2004, including an approximate Ps.5,782.1 million increase in our aggregate consolidated debt. Our consolidated stockholders' equity will immediately decrease by approximately Ps.2,309.0 million beginning April 1, 2004, as a result of the outstanding stockholders' deficit reflected in Innova's financial statements. We expect that our consolidated net sales, costs and operating expenses, and operating income before depreciation and amortization, will increase in the second, third and fourth quarters of 2004, as well as in 2005 and beyond. We expect to recognize at April 1, 2004 an approximate PS.966.8 million cumulative loss effect of accounting change, net of a related minority interest, in our consolidated statement of income for the year ending December 31, 2004, primarily in connection with the Innova's accumulated losses not recognized by us in the years 2001, 2002, 2003 and the first quarter of 2004.

U.S. GAAP RECONCILIATION

For a discussion of the principal quantitative and disclosure differences between Mexican GAAP and U.S. GAAP as they relate to us through December 31, 2003, see Note 26 to our year-end financial statements.

NEW U.S. ACCOUNTING STANDARDS

In January 2003, the FASB issued FASB Interpretation No. 46 ("FIN 46"), "Consolidation of Variable Interest Entities, an Interpretation of ARB 51." FIN 46 requires the primary beneficiary of a variable interest entity to consolidate that entity. A Variable Interest Entity ("VIE") is created when (i) the equity investment at risk is not

sufficient to permit the entity from financing its activities without additional subordinated financial support from other parties or (ii) equity holders either (a) lack direct or indirect ability to make decisions about the entity, (b) are not obligated to absorb expected losses of the entity or (c) do not have the right to receive expected residual returns of the entity if they occur. The primary beneficiary of a variable interest entity is the party that absorbs a majority of the variable interest entity's expected losses, receives a majority of the entity's expected residual returns, or both, as a result of ownership, contractual or other financial interest in the entity. In December 2003, the FASB issued a revision of FIN 46 ("FIN 46-R"), clarifying certain provisions of FIN 46. The Company was required to adopt the provisions of FIN 46-R on February 1, 2003 as they related to VIEs created on or after that date. For VIEs created before January 1, 2003, FIN 46-R was deferred to 2004. The Company expects that upon the adoption of FIN 46 and FIN 46-R, it will begin to consolidate Innova. Although such adoption may not impact net income, it will change the the income statement and balance sheet presentation.

In May 2003, the FASB issued SFAS No. 150, "Accounting for Certain Financial Instruments with Characteristics of Both Liabilities and Equity". The statement requires issuers to classify a financial instrument that is within its scope as a liability (or an asset in some circumstances). The statement is effective for financial instruments entered into or modified after May 31, 2003 and is otherwise effective at the beginning of the first interim period beginning after June 15, 2003. The adoption of SFAS No. 150 did not have a material impact on the Company's consolidated results of operations or financial condition.

NEW MEXICAN ACCOUNTING STANDARDS

In May 2004, the Mexican Institute of Public Accountants, or MIPA, issued Bulletin B-7, "Business Acquisitions," which provides guidance for accounting of business acquisitions and investments in associated entities. Bulletin B-7 requires that all business acquisitions and investments in associates be accounted for by a single method, the purchase method, and supplements the accounting for the recognition of intangible assets as a part of a business acquisition. Upon adoption of Bulletin B-7, goodwill should not be amortized, but rather tested for impairment at least on an annual basis. Bulletin B-7 also provides guidelines for the acquisition of a minority interest, and for asset transfers and business acquisitions among entities under common control. Adoption of Bulletin B-7 is effective for periods beginning on January 1, 2005 with early adoption encouraged. We adopted the provisions of Bulletin B-7 effective January 1, 2004, and therefore, we no longer amortize our goodwill effective that date. Before 2004, our goodwill was amortized over a period of 20 years.

In April 2004, the MIPA issued Bulletin C-10, "Derivative Financial Instruments and Hedge Operations." Bulletin C-10 establishes accounting and reporting standards requiring that all derivative instruments, including certain derivative instruments embedded in other contracts, be recorded in the balance sheet as either an asset or a liability measured at its fair value. Bulletin C-10 also requires that changes in the derivative's fair value be recognized currently in earnings unless specific hedge accounting criteria is met. Special accounting for qualifying hedges allows a derivative's gain or loss to offset related results on the hedged item in the income statement and requires that a company formally document, designate and assess the effectiveness of transactions that receive hedge accounting. Bulletin C-10 is effective for periods beginning on January 1, 2005, with early adoption recommended. We are evaluating the effect of the adoption of Bulletin C-10 in 2005 on our consolidated financial statements.

Effective April 1, 2004, we adopted the guidelines of FIN 46, and identified Innova as a variable interest entity under the guidance of FIN 46, which is described under "New U.S. Accounting Standards," where we are the primary beneficiary of our investment in Innova. Adoption of FIN 46 is permitted under the scope of Mexican

GAAP Bulletin A-8, "Supplementary Application of International Accounting Standards." As a result of the adoption of FIN 46, on April 1, 2004 we began to consolidate the assets, liabilities and accumulated comprehensive losses of Innova into our consolidated financial statements, and expect to recognize a cumulative loss effect of accounting change of approximately Ps.966.8 million, net of a related minority interest, in our consolidated statement of income for the year ending December 31, 2004. Before adopting FIN 46, we accounted for our investment in Innova by applying the equity method, and recognized equity losses in excess of our investment in Innova up to the amount of the guarantees made by us in connection with certain capital lease obligations incurred by Innova.

In April 2003, the Mexican Institute of Public Accountants, or MIPA, issued Bulletin B-5, "Financial Information by Segments." Bulletin B-5 requires that Mexican companies look to their internal organizational structure and internal reporting system for the purpose of identifying segments, and provides guidance for the measurement and disclosure of a company's operating segments, including information related to products or services, geographical areas and principal customers. Bulletin B-5 became effective in April 2003. Before that date, we presented segment data in accordance with International Accounting Standard No. 14, "Segment Reporting." The adoption of Bulletin B-5 did not have a significant impact on our financial statements.

In March 2003, the MIPA issued Bulletin C-15, "Impairment and Disposition of Long-Lived Assets," which provides guidance the recognition and measurement of the impairment of long-lived assets to be held and used, including goodwill, and the measurement of long-lived assets to be disposed of by sale. Bulletin C-15 became effective for periods beginning on January 1, 2004. We have assessed the impact of this new accounting principle and determined that the adoption of Bulletin C-15 in 2004 is not expected to have a material effect on our consolidated financial statements.

In January 2002, the MIPA issued Bulletin C-8, "Intangible Assets," which defines intangible assets as costs incurred and rights or privileges acquired that will generate a future economic benefit. Bulletin C-8 excludes the accounting for goodwill, an intangible asset which accounting is still covered by Mexican GAAP Bulletin B-8, "Consolidated and Combined Financial Statements and Valuation of Permanent Investments in Shares." Bulletin C-8 provides a definition of research and development costs requiring that only development costs can be deferred to a future period. Furthermore, Bulletin C-8 states that pre-operating costs should be expensed as a period cost, unless they can be classified as development costs. Under the provisions of Bulletin C-8, intangible assets with indefinite useful lives should not be amortized, but rather tested for impairment on an annual basis. Intangible assets with finite useful lives should continue to be amortized over their useful lives. The provisions of Bulletin C-8 became effective as of January 1, 2003. In connection with the adoption of Bulletin C-8 in 2003, we no longer amortize the carrying value of our trademarks and our television network concession as they are deemed intangible assets with indefinite useful lives, but rather we test such assets for impairment at least on an annual basis. Before 2003, our trademarks and the television network concession were amortized over periods of 40 and 15 years, respectively. See Notes 2(i) and 7 to our year-end financial statements.

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 involve 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 both Mexican GAAP and U.S. GAAP are those related to the accounting for programming, equity investments and the evaluation of long-lived assets. For a full description of these and other accounting policies, see Note 1 to our 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 then license some of this programming for broadcast in secondary markets, such as the U.S., Latin America, Asia, Europe and Africa. 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 capitalize 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 the year of its initial broadcast and defer and expense the remaining production costs over the remainder of the expected future benefit period. See Note 4 to our year-end financial statements.

We estimate 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, equity investees and joint ventures, among other outlets. To the extent that a given future expected benefit period is shorter than we estimate, we may have to write-off capitalized production costs sooner than anticipated. Conversely, to the extent that a given future expected benefit period is longer than we 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 and/or our pay television and other media outlets. 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 over our television networks and/or our pay television and other media outlets. 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 we estimate, we may have to write off the purchase price or the license fee sooner than anticipated. Conversely, to the extent that a given future expected benefit period is longer than we estimate, we may have to extend the amortization schedule for the remaining portion of the purchase price or the license fee.

EQUITY INVESTMENTS. Over the past few years, we have made significant investments in DTH satellite and Internet ventures, both in Mexico and abroad, as well as in Univision. The majority of our investments are structured as equity investments. See Notes 1(f) and 2 to our year-end financial statements. As a result, the results of operations attributable to our investments are not consolidated with the results of our various segments for financial reporting purposes, but are reported as equity in income (losses) of affiliates in our consolidated income statement. See Note 5 to our year-end financial statements.

In the past we have made significant capital contributions and loans to our DTH satellite and Internet ventures, and we expect that we will continue to make significant capital contributions and loans to at least some of our DTH satellite ventures. In the past, these ventures have generated, and we expect that they will continue to generate, significant operating losses and negative cash flow as they continue to build and expand their respective businesses. We periodically evaluate our investments in these ventures for impairment, taking into consideration the performance of these joint ventures as compared to projections related to net sales, expenditures and subscriber growth, strategic plans and future required cash contributions, among other factors. Nevertheless, given the dynamic environments in which these businesses operate, as well as changing macroeconomic conditions, we cannot assure you that our future evaluations would not result in our recognizing an impairment charge for these investments.

Once the carrying balance of a given investment is reduced to zero, we evaluate whether we should suspend the equity method accounting, taking into consideration both quantitative and qualitative factors, such as guarantees we have provided to these ventures, 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 INTANGIBLE ASSETS. Under Mexican GAAP, goodwill and other intangibles are amortized on a straight-line basis over their estimated useful lives. We assess the recoverability of goodwill and intangibles whenever events or changes in circumstances indicate that expected future undiscounted cash flows may not be

sufficient to support the carrying amount of an asset. Estimates of future cash flow involve considerable management judgment. These estimates are based on historical data, anticipated market conditions and management plans.

Under U.S. GAAP, effective January 1, 2002 we applied Statement of Financial Accounting Standard No. 142, "Goodwill and Other Intangible Assets." Under SFAS 142, goodwill, and certain other intangible assets deemed to have an indefinite useful life, are no longer being amortized, but are subject to annual impairment testing. The identification and measurement of impairment to goodwill and intangible assets with indefinite lives involves the estimation of fair values. Determining the fair value of a reporting unit under the first step of the goodwill impairment test and determining the fair value of individual assets and liabilities of a reporting unit (including unrecognized intangible assets) under the second step of the goodwill impairment test is judgmental in nature and often involves the use of significant estimates and assumptions. Similarly, estimates and assumptions are used in determining the fair value of other intangible assets. These estimates and assumptions could have a significant impact on whether or not an impairment charge is recognized and also the magnitude of any such charge. We perform valuation analyses with the assistance of third parties and consider relevant internal data, as well as other market information, that is publicly available. Estimates of fair value are primarily determined using discounted cash flows and market comparisons. These approaches use significant estimates and assumptions including projected future cash flows (including timing), discount rate reflecting the risk inherent in future cash flows, perpetual growth rate, determination of appropriate market comparables and the determination of whether a premium or discount should be applied to comparables. Inherent in these estimates and assumptions is a certain level of risk, which we believe we have considered in our valuations. Nevertheless, if future actual results differ from estimates, a possible impairment charge may be recognized in future periods related to the write-down of the carrying value of goodwill and other intangibles in addition to the amounts recognized in 2002.

LONG-LIVED ASSETS. We present certain long-lived assets and capitalized costs in our consolidated balance sheet. We periodically evaluate these long-lived assets for impairment and recognize any such impairment to the extent that we believe the carrying value is no longer recoverable from future projected cash flows. The principal factor we take into consideration when performing an impairment analysis is the future projected cash flows related to a given long-lived asset. In the case of long-lived assets related to our Mexican operations, since inflation accounting requires us to restate the carrying value of these assets to give effect to inflation prior to performing our impairment analysis, we must also take into consideration the possible impact that inflation may have on the ability of these assets to generate future cash flow. In that connection, we consider, among other factors, assumptions regarding projected rates of inflation, currency fluctuations and future revenue growth. 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 1(i), 7 and 20 to our year-end financial statements.

DEFERRED INCOME TAXES. Under both Mexican and U.S. GAAP, we record a valuation allowance to reduce our deferred tax assets to the amount that is more likely than not to be realized. While we have considered future taxable income and ongoing prudent and feasible tax planning strategies in assessing the need for the valuation allowance, 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.

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 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 used, and continue to use, to fund our cash requirements during the rest of the quarter in which the deposits were received and for the first nine months of the following year. As of December 31, 2003, December 31, 2002 and December 31, 2001 we had received Ps.12,354.9 million (nominal), Ps.11,304.7 million (nominal) and Ps.10,480.0 million (nominal) of advertising deposits for television advertising during 2004, 2003 and 2002 representing U.S.$1,100.7 million ,U.S.$1,080.3 million U.S.$1,142.0 million at the applicable year-end exchange rates. The deposits as of December 31, 2003 represented a 9.3%

(nominal) increase, or 5.1% in real terms, as compared to year-end 2002, and the deposits at December 31, 2002 represented a 7.9% (nominal) increase or 2.4% in real terms as compared to year-end 2001. Approximately 62.0%, 62.6% and 60.6% of the advanced payment deposits as of each of December 31, 2003, December 31, 2002 and December 31, 2001 respectively, were in the form of short-term, non-interest bearing notes, with the remainder in each of those years consisting of cash deposits. The weighted average maturity of these notes at December 31, 2003, December 31, 2002 and December 31, 2001 was 3.3 months, 3.5 months and 4.0 months. See "Operating and Financial Review and Prospects -- Results of Operations -- Television Broadcasting."

We expect to fund our cash needs during 2004, 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 2004 through available cash from operations, cash on hand and/or borrowings. The amount of borrowings required to fund these cash needs in 2004 will depend upon the timing of cash payments from advertisers under our advertising sales plan.

CASH BASIS INCOME. Our cash basis income is defined in our Consolidated Statement of Changes in Financial Position in our year end financial statements as "net income adjusted for non-cash items." Non-cash items represent primarily depreciation and amortization, deferred income taxes and equity in results of affiliates, exclusive of changes in working capital.

In 2003, we generated positive cash basis income of Ps.5,006.0 million, as compared to a positive cash basis income of Ps.3,339.0 million during 2002. This change was due primarily to the following increases in cash basis income:

- a Ps.1,228.6 million increase in operating income;
- a Ps.310.4 million decrease in other expense, net;
- a Ps.218.1 million decrease in restructuring and non-recurring charges; and
- a Ps.23.0 million increase in integral cost of financing, which was due primarily to an increase in interest income and a decrease in interest expense.

The increases in our cash basis income were partially offset by a Ps.113.1 million increase in income and assets taxes and employees' profit sharing.

In 2002, we generated positive cash basis income of Ps.3,339.0 million, as compared to a positive cash basis income of Ps.3,949.2 million during 2001. This change was due primarily to the following decreases in cash basis income:

- a Ps.412.8 million increase in other expense, net:
- a Ps.278.1 million increase in restructuring and non-recurring charges.
- a Ps.183.1 million increase in integral cost of financing, which was due primarily to a decrease in interest income and an increase in interest expense; and
- a Ps.158.8 million increase in income and assets taxes and employees' profit sharing.

This change was partially offset by a Ps.422.6 million increase in operating income.

In 2001, we generated positive cash basis income of Ps.3,949.2 million, as compared to a positive cash basis income of Ps.1,657.9 million during 2000. This change was due primarily to the following increases in cash basis income:

- a Ps.1,510.2 million decrease in restructuring and non-recurring charges;

- a Ps.741.6 million decrease in other expense, net;

- a Ps.642.5 million decrease in integral cost of financing, which was due primarily to a decrease in interest expense and loss from monetary position and a foreign exchange gain; and

- a Ps.258.7 million decrease in income and assets taxes and employees' profit sharing.

The increase in our cash basis income in 2001 were partially offset by a Ps.861.7 million decrease in operating income.

CAPITAL EXPENDITURES, ACQUISITIONS AND INVESTMENTS, DISTRIBUTIONS AND OTHER SOURCES OF LIQUIDITY. During 2004, we expect to:

- make aggregate capital expenditures for property, plant and equipment of approximately U.S.$110.0 million, which amount includes capital expenditures in the amount of U.S.$32.0 million for the expansion and improvement of our cable business; and

- invest an aggregate of U.S.$17.0 million in our Latin America DTH joint ventures in the form of long-term loans.

During 2003, we:

- made aggregate capital expenditures for property, plant and equipment of approximately U.S.$94.9 million, which amount includes capital expenditures in the amount of U.S.$17.4 million for the expansion and improvement of our cable business;

- invested an aggregate of U.S.$2.5 million in "TuTV" a 50% joint venture with Univision for distribution of our Spanish-speaking programming packages in the U.S.;

- invested an amount of approximately U.S.$4.8 million in OCESA Entretenimiento, the live entertainment company in which we hold a 40% stake;

- invested an aggregate of U.S.$20.6 million in our Latin America DTH joint ventures in the form of long-terms loans. Innova did not require shareholder funding in 2003 and does not expect to require shareholder funding in 2004; and

- contributed Ps.36.1 million (nominal) to fund our seniority premium obligations.

For a description of commitments we have made in connection with our joint venture with Endemol, see "Information on the Company -- Business Overview -- Television -- Programming."

During 2002, we:

- made aggregate capital expenditures for property, plant and equipment of approximately U.S.$135.2 million, which amount included capital expenditures in the amount of U.S.$18.8 million for the expansion and improvement of our cable business, which was primarily funded by cash on hand and cash from operations at Cablevision, in which we own a 51% stake;

- invested an aggregate of U.S.$32.5 million in our DTH joint ventures in the form of long-term loans and/or capital contributions;

- sold our music recording operations to Univision in exchange for 6,000,000 shares of Univision common stock and warrants to purchase 100,000 shares of Univision common stock, for an aggregate fair value amount of U.S.$235.1 million;

- acquired a 40% stake of the capital stock of OCESA Entretenimiento, S.A. de C.V. for an amount of U.S.$104.7 million, of which U.S.$37.7 million was paid in 2003; and

- contributed Ps.103.0 million (nominal) to fund our pension and seniority premium obligations.

REFINANCINGS. During 2000, we completed a refinancing of our indebtedness which included the repurchase of a majority of the aggregate principal amounts of our Series A Senior Notes due May 2003, Series B Senior Notes due May 2006 and Senior Discount Debentures due May 2008, and the amendments to the related indentures. After giving effect to the amendments to the related indentures, substantially all of the restrictive covenants and certain of the events of default were eliminated. In May 2001, we redeemed all of the remaining Senior Discount Debentures outstanding and terminated the related indenture. In the second quarter of 2003, we repaid all of the remaining Series A Senior Notes, which matured in May 2003, with the net proceeds from a long-term credit agreement that we entered into with a Mexican bank for an aggregate principal amount of Ps.800.0 million. See " -- Indebtedness" below and Note 9 to our year-end financial statements. For a description of the aggregate principal amount of Series B Senior Notes outstanding as of December 31, 2003, see " -- Indebtedness" below.

In September 2001, we issued U.S.$300.0 million aggregate principal amount of 8% Senior Notes due 2011, which net proceeds and cash on hand were used to repay approximately U.S.$300.0 million of a U.S.$400.0 million term loan facility that we entered into with a group of banks in May 2000, which originally matured in 2004. In December 2001, we entered into a U.S.$100.0 million long-term loan facility, the proceeds of which were used to repay the remaining approximately U.S.$100.0 million of indebtedness then outstanding under our U.S.$400.0 million term loan facility, which was subsequently terminated. For a description of our 8% Senior Notes due 2011 and the U.S.$100.0 million long-term loan facility see " -- Indebtedness" below.

In connection with our acquisition of shares of preferred stock of Univision, as described under "Information on the Company -- Business Overview -- Univision," on December 21, 2001, we entered into a U.S.$276.0 million bridge loan facility. We borrowed U.S.$276.0 million in a single drawing on December 21, 2001. We used all of the net proceeds from this bridge loan facility, together with approximately U.S.$99.0 million of cash on hand, to finance our acquisition of shares of preferred stock of Univision. See "Information on the Company -- Business Overview -- Univision." We repaid all of the U.S.$276.0 million of indebtedness outstanding under this bridge loan facility with a substantial portion of the net proceeds from the issuance of U.S.$300.0 million aggregate principal amount of 8.5% Senior Notes due 2032 in March 2002. For a description of our 8.5% Senior Notes due 2032 see " -- Indebtedness" below.

In May 2004, we entered into a five-year credit agreement with a Mexican bank for an aggregate principal amount of Ps.1,162.5 million, which net proceeds were used by us to repay any outstanding amounts under the U.S.$100 million syndicated term loan. For a description of the terms of the Ps.1,162.5 million long-term credit agreement see " -- Indebtedness" below.

INDEBTEDNESS. The following table sets forth a description of our outstanding indebtedness as of December 31, 2003 on a historical, actual basis, and as adjusted to reflect (i) the incurrence in May 2004 of a Ps.1,162.5 million long-term loan, which will mature in 2009, and (ii) the prepayment in May 2004 of the U.S.$100 million syndicated long-term loan, which originally matured in 2005 and 2006 as if such transactions occurred on December 31, 2003. Information in the following table is presented in millions of constant Pesos in purchasing power as of December 31, 2003.

	DEBT OUTSTANDING(1)			
	DECEMBER 31, 2003			
DESCRIPTION OF DEBT	ACTUAL	PRO FORMA	INTEREST RATE(2)	CURRENCY
LONG-TERM DEBT AND BRIDGE LOAN				
Series B Senior Notes(3)............	Ps. 60	Ps. 60	11.88%	U.S. Dolla
8 5/8% Senior Notes(4)(5)...........	2,245	2,245	8.625%	U.S. Dolla
8% Senior Notes(4)(6)...............	3,368	3,368	8.0%	U.S. Dolla
8.5% Senior Notes(4)(7).............	3,368	3,368	8.5%	U.S. Dolla
UDI-denominated notes...............	3,640	3,640	8.15%	UDIs (Peso-I
U.S.$100.0 million five-year term loan facility(8).................	1,123	--	London Interbank LIBOR + 0.875%	U.S. Dolla
Banamex loan(9).....................	114	114	TIIE Rate + .45%	Mexican Pes
Banamex loan(10)....................	800	800	8.925%	Mexican Pes
Banamex loan(11)	--	1,162	9.70%	Mexican Pes
Serfin loan(12).....................	160	160	TIIE Rate + .30%	Mexican Pes
Other debt(13)......................	111	111	3.80%	Various
Total debt (including current maturities)..................	14,989	15,028	--	--
Less: current maturities...........	285	285	--	Various
Total long-term debt.............	Ps.14,704	Ps.14,743		

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(1) U.S. Dollar-denominated debt is translated into Pesos at an exchange rate of Ps.11.225 per U.S. Dollar, the Interbank Rate, as reported by Banamex, as of December 31, 2003.

(2) Excludes additional amounts payable in respect of Mexican withholding taxes. See "Other Information -- Taxation -- Mexican Taxes."

(3) Interest on the Series B Senior Notes is payable semi-annually. The Series B Notes bear interest at an effective rate of 12.49%. The Series B Senior Notes are redeemable by us in the event of certain changes in the law affecting the Mexican withholding tax treatment of certain payments we make on the Series B Senior Notes, as well as at

our option in certain cases. See Note 9 to our year-end financial statements.

(4) Interest is payable semi-annually on each of the 8 5/8% Senior Notes due 2005, the 8.0% Senior Notes due 2011 and the 8.5% Senior Notes due 2032. The 8 5/8% Senior Notes due 2005, the 8.0% Senior Notes due 2011 and the 8.5% Senior Notes due 2032 bear interest at an effective rate of 9.07%, 8.41% and 8.94%, respectively. The 8 5/8% Senior Notes due 2005, the 8.0% Senior Notes due 2011 and the 8.5% Senior Notes due 2032 are redeemable by us in the event of certain changes in the law affecting the Mexican withholding tax treatment of certain payments we make in respect of these notes, as well as at our option in certain cases. See Note 9 to our year-end financial statements.

(5) As described below, we registered substantially all of our 8 5/8% Senior Notes due 2005 through an exchange offer in January 2001.

(6) Reflects the issuance of U.S.$300.0 million aggregate principal amount of 8.0% Senior Notes due 2011 on September 13, 2001. We applied the net proceeds from this issuance, together with cash on hand, to repay approximately U.S.$300.0 million of the U.S.$400.0 million of indebtedness then outstanding under our prior U.S.$400.0 million term loan facility. As described below, we registered substantially all of these notes through an exchange offer in March 2002.

(7) Reflects the issuance of U.S.$300.0 million aggregate principal amount of 8.5% Senior Notes due 2032 on March 1, 2002. We applied a substantial portion of the net proceeds from this issuance to repay all of the U.S.$276.0 million of indebtedness then outstanding under our bridge loan facility. In July 2002, we registered all of our 8.5% Senior Notes due 2032 pursuant to an exchange offer. See Note 9 to our year-end financial statements.

(8) Reflects the incurrence in December 2001 of U.S.$100.0 million of indebtedness under a U.S.$100.0 million term loan facility, with maturities in 2005 and 2006, the proceeds of which were used to refinance the remaining U.S.$100.0 million of indebtedness then outstanding under our prior U.S.$400.0 million term loan facility, which was subsequently terminated. We prepaid this term loan facility in May 2004.

(9) Indebtedness outstanding under this loan as of December 31, 2003 reflects the refinancing of this loan in July 2000. Pursuant to the terms of this refinanced loan, we are obligated to make principal payments on a quarterly basis and interest payments on a monthly basis. The terms of this refinanced loan require us to comply with certain covenants and maintain certain financial ratios similar to those under the Ps.1,162.5 million credit agreement summarized below. See "Major Shareholders and Related Party Transactions -- Related Party Transactions -- Transactions and Arrangements With Affiliates and Related Parties of Our Directors, Officers and Major Shareholders -- Loans from Banamex" and Note 9 to our year-end financial statements.

(10) In the second quarter of 2003, we entered into a long-term credit agreement with a Mexican bank for an aggregate principal amount of Ps.800.0 million, with two tranches of Ps.400.0 million each. The annual interest rate for the first tranche equals 9.35% plus additional basis points from 0 to 45 based on the maintenance of certain financial coverage ratios related to indebtedness (the "additional basis

points"), and an annual interest rate for the second tranche equal to the Mexican interbank rate plus 40 basis points plus additional basis points. Interest due in connection with this credit agreement is payable on a 28-day basis. This indebtedness has two semiannual maturities of Ps.40.0 million each in 2004, two semiannual maturities of Ps.120.0 million each in 2006 and two quarterly maturities of Ps.240.0 million each in 2008. This credit agreement was subsequently amended to reflect a fixed annual interest rate of 8.50% plus additional basis points for the second tranche beginning in the third quarter of 2003.

(11) In May 2004, we entered into a long-term credit agreement with a Mexican Bank for an aggregate principal amount of Ps.1,162.5 million, which matures in 2009. The annual interest rate of this indebtedness equals 9.70% and is payable on a monthly basis.

(12) The aggregate principal amount of this loan is payable in 20 equal quarterly installments beginning August 2001 and ending May 2006. Interest on this loan is payable on a quarterly basis.

(13) Includes outstanding indebtedness in the aggregate amount of Ps.111.0 million under the following bank loans, capital leases and other notes payable:

- Ps.20.3 million in capital lease obligations. These obligations bear interest at a variable annual rate between six and thirteen basis points above LIBOR and have maturities ranging from 2004 to 2006; and,

- Ps.90.7 million in other bank loans, which are denominated in U.S. Dollars. These bank loans bear interest at a variable annual rate between one and six points above LIBOR and have maturities ranging from 2004 and 2010.

(14) Actual pro forma weighted average maturity of long-term debt as of December 31, 2003. After giving effect to redemption of the Series A Senior Notes in May 2003, as if such transaction occurred on December 31, 2003, the pro forma weighted average maturity of our long-term debt would have been 10.0 years.

In April, 2000, we issued UDI-denominated notes for an aggregate principal amount of 1,086,007,800 UDIs, pursuant to a medium-term note program in Mexico. Our UDI-denominated notes mature in 2007 and bear interest at an annual rate of 8.15%. The facility governing the medium-term note program pursuant to which we issued our UDI-denominated notes does not contain any financial or restrictive covenants. See Note 9 to our year-end financial statements.

In May, 2001, we redeemed all of the remaining Senior Discount Debentures then outstanding, which were originally due in 2008. Pursuant to the related indenture, we redeemed these Senior Discount Debentures for U.S.$34.7 million, which amount represented 106.625% of their aggregate principal amount of approximately U.S.$32.5 million, plus premiums and amounts payable in respect of Mexican withholding taxes in the amount of approximately U.S.$2.2 million. Following this redemption, we terminated the related indenture. See Note 9 to our year-end financial statements.

In August 2000, we issued U.S.$200.0 million aggregate principal amount of 8 5/8% Senior Notes due 2005. Interest on the 8 5/8% Senior Notes due 2005 is payable semi-annually in February and August of each year, commencing in February 2001. In September 2001, we issued U.S.$300.0 million aggregate principal amount of 8% Senior Notes due 2011. Interest on the 8.0% Senior Notes due 2011 is payable semi-annually in March and September of each year, commencing in March 2002. In March 2002, we issued U.S.$300.0 million aggregate principal amount of 8.5% Senior Notes due 2032. Interest on the 8.5% Senior Notes due 2032 is payable semi-annually in March and September of each year, commencing in September 2002. The indenture related to the 8 5/8% Senior Notes due 2005, the 8.0% Senior Notes due 2011 and the 8.5% Senior Notes due 2032 requires us to comply with certain covenants. The 8 5/8% Senior Notes due 2005, the 8.0% Senior Notes due 2011 and the 8.5% Senior Notes due 2032 are unsecured obligations, rank equally in right of payment with all of our future unsecured and subordinated indebtedness and are junior in right of payments to all existing and future liabilities of our subsidiaries. The 8 5/8% Senior Notes due 2005, the 8.0% Senior Notes due 2011 and the 8.5% Senior Notes due 2032 are redeemable by us in the event of certain changes in the law affecting the Mexican withholding tax treatment of certain payments we make on the these notes. In the fourth quarter of 2000, we registered substantially all of the 8 5/8% Senior Notes due 2005 pursuant to an exchange offer. We registered substantially all of the U.S. $300.00 million 8.0% Senior Notes due 2011 pursuant to an exchange offer in March 2002. In July 2002, we

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registered all of the 8.5% Senior Notes due 2032 pursuant to an exchange offer. See Note 9 to our year-end financial statements.

As described above under " -- Refinancings," in December, 2001, we entered into a U.S.$100.0 million term loan facility. We borrowed U.S.$100.0 million in a single drawing on December 21, 2001, the principal of which was payable over five years in semi-annual installments, commencing on June 21, 2005. Borrowings under this facility bore interest at a rate of 0.875% per annum over LIBOR. Interest in respect of principal amounts borrowed under this facility was payable in semi-annual installments. In May 2004, we prepaid any amounts outstanding under the U.S.$100.0 million term loan facility by using the net proceeds from a Ps.1,162.5 million long-term credit agreement that we entered into with a Mexican bank in May 2004, which terms are summarized below.

The Ps.1,162.5 million long-term credit agreement contains restrictive covenants that limit our ability and the ability of our subsidiaries through which we conduct our television broadcasting, programming for pay television and program licensing businesses to:

- incur indebtedness;
- consummate transactions with affiliates;
- make dividend payments;
- issue and sell capital stock of restricted subsidiaries;
- consummate capital expenditures or investments; and
- consummate mergers and consolidations, liquidations, dissolutions or transfers of assets.

The Ps.1,162.5 million long-term credit agreement also requires us to maintain:

- a total debt/EBITDA ratio (as defined) not greater than 4.00 to 1.00;

- a EBITDA/cash interest ratio (as defined) not less than 2.50 to 1.00; and

- a net worth (as defined) not less than 75% of net worth as at December 31, 2000.

In the second quarter of 2003, we repaid all of the remaining Series A Senior Notes, which matured in May 2003, with the net proceeds from a long-term credit agreement that we entered into with a Mexican Bank for an aggregate principal amount of Ps.800.0 million. The principal amount is divided into two tranches of Ps.400.0 million each, with an annual interest rate for the first tranche of 9.35% plus additional basis points from 0 to 45 based on the maintenance of certain financial coverage ratios related to indebtedness (the "additional basis points"), and an annual interest rate for the second tranche equal to the Mexican interbank rate plus 40 basis points plus additional basis points. Interest due in connection with this credit agreement is payable on a 28-day basis. This indebtedness has two semiannual maturities of Ps.40.0 million each in 2004, two semiannual maturities of Ps.120.0 million each in 2006 and two quarterly maturities of Ps.240.0 million each in 2008. The terms of this credit agreement require us to comply with certain covenants and maintain certain financial ratios similar to those under the Ps.1,162.5 million long-term credit agreement summarized above. This credit agreement was subsequently amended to reflect a fixed annual interest rate of 8.50% plus additional basis points for the second tranche beginning in the third quarter of 2003.

In addition, in April 2003 we prepaid a long-term loan for approximately 23.6 million Euros, which originally matured in June 2003. This indebtedness was incurred to finance the recapitalization of Via Digital in January 2000.

INTEREST EXPENSE. Interest expense for 2003 was Ps.1,375.7, Ps.139.3 million of which was attributable to the restatement of our UDI-denominated notes due 2007.

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The following table sets forth our interest expense for the years indicated:

	YEAR ENDED DECEMBER 31	
	2001	2002
	(MILLIONS OF U.S. DOLL	
Interest payable in U.S. Dollars............................	U.S.$ 59.7	U.S.$ 76.2
Interest capitalized under our Senior Discount Debentures..	1.5	--
Amounts currently payable under Mexican withholding taxes(3)..	1.5	3.9
Total interest payable in U.S. Dollars.......................	U.S.$ 62.7	U.S.$ 80.1
Peso equivalent of interest payable in U.S. Dollars...........	Ps. 645.2	Ps. 829.4
Interest payable in Pesos....................................	500.9	399.1
Restatement of UDI-denominated Notes due 2007................	177.8	197.1
Total interest expense(4)...........................	Ps. 1,323.9	Ps. 1,425.6

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(1) U.S. Dollars are translated into Pesos at the rate prevailing when interest was recognized as an expense for each period and restated to Pesos in purchasing power as of December 31, 2003.

(2) Interest expense in these periods includes amounts effectively payable in U.S. Dollars as a result of U.S. Dollar-Peso swaps.

(3) See "Other Information -- Taxation -- Mexican Taxes."

(4) Total interest expense amounts in these periods exclude capitalized and hedged interest expense.

GUARANTEES. We guarantee our proportionate share of our DTH joint ventures' minimum commitments for use on PanAmSat and other transponders for periods of up to 15 years. The amount of these guaranteed commitments is estimated to be an aggregate of approximately U.S.$187.9 million as of December 31, 2003, including U.S.$143.8 million related to Innova and U.S.$44.1 million related to MCOP. See "Major Shareholders and Related Party Transactions -- Related Party Transactions" and Notes 10 and 12 to our year end financial statements. In addition, we have guaranteed obligations of TechCo in which we have a 30% interest in an aggregate amount of approximately U.S.$15.8 million. See "Key Information -- Risk Factors -- Risk Factors Related to Our Business -- MCOP, Our DTH Joint Venture in Latin America Outside of Mexico and Brazil, May Not Be Able to Continue as a Going Concern" and Note 12 to our year end financial statements.

CONTRACTUAL OBLIGATIONS AND COMMERCIAL COMMITMENTS

Our contractual obligations and commercial commitments consist primarily of long-term debt, as described above, guarantees related to our DTH joint venture transponder obligations, as described in "Information on the Company -- Business Overview -- DTH Joint Ventures" and "Major Shareholders and Related Party Transactions -- Related Party Transactions," and transmission rights obligations.

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Contractual Obligations on the Balance Sheet

The following table summarizes our contractual obligations on the balance sheet as of December 31, 2003:

	PAYMENTS DUE BY PERIOD			
	TOTAL	LESS THAN 12 MONTHS JANUARY 1, 2004 TO DECEMBER 31, 2004	12-36 MONTHS JANUARY 1, 2005 TO DECEMBER 31, 2006	36-60 MO JANUARY 2007 T DECEMBER 2008
	(THOUSANDS OF U.S. DOLLARS)			
Long-term debt (1)...............	U.S.$1,335,360	U.S.$ 25,407	U.S.$338,707	U.S.$368
DTH joint ventures (2)...........	115,279	11,169	25,876	21

Transmission rights (3)..........	114,181	69,875	13,510	30
Total contractual obligations....	U.S.$1,564,820	U.S.$106,451	U.S.$378,093	U.S.$420

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(1) See "Operating and Financial Review and Prospects -- Results of Operations -- Liquidity, Foreign Exchange and Capital Resources -- Indebtedness" and Note 8 to our year-end financial statements.

(2) This liability reflects guarantees provided by us in respect of our proportionate share of the capital lease obligations (discounted) of Innova and MCOP. See "Information on the Company -- Business Overview -- DTH Joint Ventures."

(3) This liability reflects our transmission rights obligations related to programming acquired or licensed from third party producers and suppliers, and special events, which are accounted for in our consolidated balance sheet as 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, 2003:

	PAYMENTS DUE BY PERIOD			
	TOTAL	LESS THAN 12 MONTHS JANUARY 1, 2004 TO DECEMBER 31, 2004	12-36 MONTHS JANUARY 1, 2005 TO DECEMBER 31, 2006	36-60 MON JANUARY 2007 TO DECEMBER 2008
	(THOUSANDS OF U.S. DOLLARS)			
DTH joint ventures (1)............	U.S.$ 17,000	U.S.$17,000	U.S.$ --	U.S.$
Capital expenditures commitments (2)...........................	34,481	34,481	--	
Capital lease (3).................	15,812	5,947	6,688	3,1
Guarantees (4)....................	13,200	--	13,200	
Other (5).........................	42,600	15,500	27,100	
Total contractual obligations......	U.S.$123,093	U.S.$72,928	U.S.$46,988	U.S.$3,1

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(1) We have commitments to make long-term loans in 2004 to our DTH joint

ventures in Latin America, excluding Mexico, for up to U.S.$17 million.

(2) Our commitments for capital expenditures include U.S.$15,143, which are related to purchase commitments to acquire television technical equipment.

(3) We have guaranteed the obligations of certain capital leases of our DTH technical facilities.

(4) In connection with the disposal of our investment in PanAmSat in 1997, we granted collateral to secure certain indemnification obligations. After the expiration of applicable tax statutes of limitations, the collateral will be reduced to a de minimus amount. The collateral agreement will terminate in approximately four years. See Note 5 to our year-end financial statements.

(5) In September 2001, we entered into a 50/50 programming joint venture with Endemol, an international content developer and producer for television and online platforms based in the Netherlands, to produce and develop content for television and the Internet. As of December 31, 2003, we have commitments to acquire from Endemol programming formats through this joint venture up to in the aggregate U.S.$40.6 million through 2006.

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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 shareholders at our April 16, 2004 annual shareholders' meeting.

NAME AND DATE OF BIRTH	PRINCIPAL OCCUPATION	BUSINESS EXPERIENCE
Emilio Azcarraga Jean (02/21/68)	Chairman of the Board, President and Chief Executive Officer and President of the Executive Committee of Grupo Televisa	Member of the Boards of Telefonos de Mexico, S.A. de C.V. and Banco Nacional de Mexico, S.A. and Vice Chairman of the Board of Univision
Maria Asuncion Aramburuzabala Larregui (05/02/63)	Vice Chairwoman of the Board and Member of the Executive Committee of Grupo Televisa and Vice Chairwoman of the Board and Member of the Executive Committee of Grupo Modelo, S.A. de C.V.	Chief Executive Officer of Tresalia Capital, S.A. de C.V. and Member of the Boards of Grupo Financiero Banamex, S.A. de C.V., Banco Nacional de Mexico, S.A. and America Movil, S.A. de C.V.
In alphabetical order:		
Alfonso de Angoitia Noriega	Executive Vice President and	Former Chief Financial

(01/17/62)	Member of the Executive Office of the Chairman and Member of the Executive Committee of Grupo Televisa	Officer of Grupo Televisa and Alternate Member of the Board of Univision and Partner, Mijares, Angoitia, Cortes y Fuentes, S.C. (1994 - 1999)
Pedro Aspe Armella (07/07/50)	Chairman of the Board and Chief Executive Officer of Protego Asesores, S.A. de C.V.	Member of the Board of The McGraw Hill Companies and Xigmux and former Member of the Board of Vector Casa de Bolsa, S.A. de C.V.
Julio Barba Hurtado (05/20/33)	Legal Advisor to the President and Member of the Executive Committee of Grupo Televisa	Former Legal Advisor to Televisa, S.A. de C.V.
Jose Antonio Baston Patino (04/13/68)	Corporate Vice President of Television and Member of the Executive Committee of Grupo Televisa	Former Vice President of Operations of Grupo Televisa, former General Director of Programming of Grupo Televisa and former Member of the Board of Univision
Ana Patricia Botin O'Shea (10/04/60)	Private Investor	Chairman of the Board of Banesto - Spain and Member of the Board of Banco Santander Central Hispano
Manuel Jorge Cutillas Covani (03/01/32)	Director of Bacardi Limited	Member of the Board of Bacardi Limited and former Chairman of the Board of Bacardi Limited

NAME AND DATE OF BIRTH	PRINCIPAL OCCUPATION	BUSINESS EXPERIENCE
Carlos Fernandez Gonzalez (09/29/66)	Chief Executive Officer and Vice Chairman of the Board of Grupo Modelo, S.A. de C.V.	Member of the Boards of Anheuser Busch Co., Grupo Financiero Santander Mexicano, S.A. de C.V. and Emerson Electric, Co.
Bernardo Gomez Martinez (07/24/67)	Executive Vice President and Member of the Executive Office of the Chairman and Member of the Executive Committee of Grupo Televisa Grupo Televisa	Former President of the Mexican Chamber of Television and Radio Broadcasters and Deputy to the President of
Claudio X. Gonzalez Laporte (05/22/34)	Chairman of the Board and Chief Executive Officer of Kimberly-Clark de Mexico, S.A. de C.V.	Member of the Boards of Kimberly-Clark Corporation, General Electric Co., Kellogg Company, Home Depot, Inc.,

		Alfa, S.A. de C.V., Grupo Carso, S.A. de C.V., America Movil, S.A. de C.V. and Investment Company of America, and former President of the Mexican Business Council
Roberto Hernandez Ramirez (03/24/42)	Chairman of the Board of Banco Nacional de Mexico, S.A.	Former Chief Executive Officer of Banco Nacional de Mexico, S.A. and Member of the Boards of Citigroup, Inc., Empresas ICA, Sociedad Controladora, S.A. de C.V., Grupo Modelo, S.A. de C.V., Gruma, S.A. de C.V., Grupo Financiero Banamex Accival, S.A. de C.V., Avantel, S.A. and Munchener de Mexico, S.A. de C.V.
Enrique Krauze Kleinbort (09/17/47)	Chief Executive Officer of Editorial Clio Libros y Videos, S.A. de C.V.	General Director of Editorial Clio Libros y Videos, S.A. de C.V.
German Larrea Mota Velasco (10/26/53)	Chairman of the Board, Chief Executive Officer and President of Grupo Mexico, S.A. de C.V.	Chairman of the Board and Chief Executive Officer of Asarco Incorporated, Southern Peru Copper Corporation, Grupo Ferroviario Mexicano, S.A. de C.V. and former Member of the Boards of Banco Nacional de Mexico, S.A. and Bolsa Mexicana de Valores, S.A. de C.V.
Gilberto Perezalonso Cifuentes (03/06/43)	Private Advisor	Member of the Boards of Grupo Gigante, S.A. de C.V. and Southern Peru Copper Corporation and Director of the pension funds of Banco Nacional de Mexico, S.A.

NAME AND DATE OF BIRTH	PRINCIPAL OCCUPATION	BUSINESS EXPERIENCE
Carlos Slim Domit (02/28/67)	Chairman of the Board of Grupo Carso, S.A. de C.V. and Telefonos de Mexico, S.A. de C.V. and President of Grupo Sanborns, S.A. de C.V.	Vice Chairman of America Telecom, S.A. de C.V. and Member of the Boards of Grupo Condumex, S.A. de C.V., Phillip Morris Mexico, S.A. de C.V. and Sears Roebuck de Mexico, S.A. de C.V.

Alejandro Quintero Iniguez (02/11/50)	Corporate Vice President of Sales and Marketing and Member of the Executive Committee of Grupo Televisa	Shareholder and Member of the board of Grupo TV Promo, S.A. de C.V. and former Advisor to former Mexican President Ernesto Zedillo
Fernando Senderos Mestre (03/03/50)	Chairman of the Board and Chief Executive Officer of Grupo Desc, S.A. de C.V.	Member of the Boards of Telefonos de Mexico, S.A. de C.V., Alfa, S.A. de C.V., Kimberly Clark de Mexico, S.A. de C.V., Industrias Penoles, S.A. de C.V. and Dana Corporation
Enrique F. Senior Hernandez (08/03/43)	Executive Vice President and Managing Director of Allen & Company Incorporated	Member of the Board of Pics Retail Networks and Member of the Board of Coca Cola Femsa and Member of the Board of Cinemark
Lorenzo H. Zambrano Trevino (03/27/44)	Chairman of the Board and Chief Executive Officer of Cemex, S.A. de C.V.	Member of the Boards of Alfa, S.A. de C.V., Empresas ICA, Sociedad Controladora, S.A. de C.V., Fomento Economico Mexicano, S.A. de C.V. and Vitro, S.A. de C.V.

ALTERNATE DIRECTORS:

In alphabetical order:

Herbert Allen III (06/08/67)	Executive Vice President and Managing Director of Allen & Company Incorporated	Member of the Boards of Coca Cola Femsa, S.A. de C.V., Convera-Enterprise Software and Global Education Network
Juan Pablo Andrade Frich (06/05/64)	Asset Manager of Tresalia Capital, S.A. de C.V. and Member of the Executive and Audit Committee of Grupo Televisa	Former Member of the Board of Televicentro and Member of the Board of Empresas Cablevision, S.A. de C.V.
Lucrecia Aramburuzabala Larregui (03/29/67)	Private Investor	Employee of Tresalia Capital, S.A. de C.V. and Member of the Board of Grupo Modelo, S.A. de C.V. and former Member of the Board of Televicentro

NAME AND DATE OF BIRTH	PRINCIPAL OCCUPATION	BUSINESS EXPERIENCE

Felix Araujo Ramirez (03/20/51)	Vice President of Telesistema Mexicano	Former Private Investor in Promocion y Programacion de la Provincia, S.A. de C.V., Promocion y Programacion del Valle de Lerma, S.A. de C.V., Promocion y Programacion del Sureste, S.A. de C.V., Teleimagen Profesional del Centro, S.A. de C.V. and Estragia Satelite, S.C.
Maximiliano Arteaga Carlebach (12/06/42)	Vice President of Operations, Technical Service and Television Production of Grupo Televisa	Former Vice President of Operations -- Televisa Chapultepec, former Vice President of Administration -- Televisa San Angel and Chapultepec and former Vice President of Administration and Finance of Univisa, Inc.
Joaquin Balcarcel Santa Cruz (01/04/69)	Vice President - Legal and General Counsel- Television Division	Former Director Legal Department of Grupo Televisa of Grupo Televisa and former associate at Martinez, Algaba, Estrella, De Haro y Galvan-Duque, S.C.
Juan Fernando Calvillo Armendariz (12/27/41)	Vice President of Internal Auditing and Member of the Audit Committee of Grupo Televisa	Member of the Board of Private Banking of Vanguardia, S.A. de C. V. and former Member of the Boards of Grupo Financiero Serfin, S.A. de C.V. and Serpaprosa, S.A. de C.V.
Rafael Carabias Principe (11/13/44)	Vice President of Administration of Grupo Televisa	Former Member of the Boards of Promecap, S.C., Grupo Financiero del Sureste, S.A. and former Director of Corporate Finance of Scotiabank Inverlat, S.A.
Francisco Jose Chevez Robelo (07/03/29)	Retired Partner of Chevez, Ruiz, Zamarripa y Cia, S.C. and Member of the Audit Committee of Grupo Televisa	Member of the Board of Empresas Cablevision, S.A. de C.V. and former Partner of Chevez, Ruiz, Zamarripa y Cia, S.C.
Jose Luis Fernandez Fernandez (05/18/59)	Partner of Chevez, Ruiz, Zamarripa y Cia., S.C.	Former Member of the Boards of Alexander Forbes, S.A. de C.V. and Afore Bital, S.A.
Salvi Folch Viadero (08/16/67)	Chief Financial Officer of Grupo Televisa	Former Vice President of Financial Planning of Grupo Televisa, Chief Executive Officer and Chief Financial Officer of Comercio MAS, S.A.

		de C.V. and former Vice Chairman of Banking Supervision of the National Banking and Securities Commission

NAME AND DATE OF BIRTH	PRINCIPAL OCCUPATION	BUSINESS EXPERIENCE
Leopoldo Gomez Gonzalez Blanco (04/06/59)	Vice President of Newscasts of Grupo Televisa	Former Director of Information to the President of Grupo Televisa
Jose Heredia Breton (16/06/61)	Director of Retail Business of Grupo Financiero Inbursa, S.A.	Member of the Board of Banco Inbursa, S.A. and Member of the Board of Aseguradora Inbursa, S.A. de C.V.
Jose Antonio Lara del Olmo (09/02/70)	Vice President -- Tax of Grupo Televisa	Former Tax Director of Grupo Televisa and former Associate of Chevez, Ruiz, Zamarripa y Cia, S.C.
Jorge Lutteroth Echegoyen (01/24/53)	Vice President Controller of Grupo Televisa	Former Senior Partner of Coopers & Lybrand Despacho Roberto Casas Alatriste, S.C.
Juan Sebastian Mijares (10/04/59)	Secretary of the Board, Secretary of the Executive Committee and Vice President Member and Legal and Corporate General Counsel of Grupo Televisa	Partner, Mijares, Angoitia, Cortes y Fuentes, S.C. (1994 -- - 2000), former Secretary of the Board of Bank of Tokyo-Mitsubishi Bank-Mexico and Member of the Boards of Afore Banamex, S.A. de C.V. and Organizacion de Telecomunicaciones Iberoamericanas, OTI, A.C.
Alberto Montiel Castellanos (11/22/45)	Director of Montiel Font y Asociados, S.C. and Member of the Audit Committee of Grupo Televisa	Former Tax Director of Wal-Mart de Mexico, S.A. de C.V.
Raul Morales Medrano (05/12/70)	Partner of Chevez, Ruiz, Zamarripa y Cia, S.C.	Former Senior Manager of Chevez, Ruiz, Zamarripa y Cia, S.C.
Guillermo Nava Gomez Tagle (08/27/43)	Vice President of Administration -- Televisa San Angel	Former Vice President of Corporate Finance of Grupo Televisa, former Vice President of Citibank-Colombia and former Finance Director of CIFRA
Alexandre Moreira Penna da	Chief Executive Officer of	Former Vice President of

Silva (12/25/54)	Innova	Corporate Finance of Grupo Televisa and former Managing Director of JPMorgan Chase

Maria Asuncion Aramburuzabala Larregui and Lucrecia Aramburuzabala Larregui are sisters. Carlos Fernandez Gonzalez is the husband of Lucrecia Aramburuzabala Larregui and the brother-in-law of Maria Asuncion Aramburuzabala Larregui.

Maria Asuncion Aramburuzabala Larregui and Carlos Fernandez Gonzalez are beneficiaries of the Investor Trust, one of our Major Shareholders which, after giving effect to the Recapitalization, will own 5.12% of the Shares held in the Shareholder Trust. See "Major Shareholders and Related Party Transactions -- The Major Shareholders." Pursuant to the Shareholders Trust Agreement, the Investor Trust is entitled to nominate one

individual to our Board of Directors so long as the Shares it holds through the Shareholder Trust constitute more than 2% of the total issued and outstanding Shares. See "Major Shareholders and Related Party Transactions - The Major Shareholders" for a further discussion of the rights of the Investor Trust.

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), and the same number of alternate directors. See "Other Information -- Mexican Securities Market Law." Under Mexican law, a person will not qualify as an "independent director" if he or she is, among others:

- one of our employees or managers;
- a controlling shareholder, in our case, Televicentro, and, after the Recapitalization, the beneficiaries of the Shareholder Trust;
- a partner or employee of a company which provides advisory services to us or any company which is part of the same economic group as we are, that receives 10% or more of its income from us;
- a significant client, supplier, debtor or creditor, or member of the Board or executive officer of any such entities;
- an employee of any association, foundation, or partnership that receives at least 15% of its total donations from us; or
- any high level executive officer of a corporation in which one of our high level executives is a member of the Board of Directors of that corporation.

Election of Directors. A majority of the members of our Board of Directors must be Mexican nationals and must be elected by Mexican shareholders. At our annual shareholders' meeting, beginning 2005, a majority of the holders of the A Shares voting together will have the right to elect eleven of our directors and corresponding alternates, a majority of the holders of the B Shares voting together will have the right to elect five of our directors and corresponding alternates. At our special shareholders' 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 L Shares or D Shares are also 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 shareholders at each annual shareholders' meeting, and each serves until a successor is elected and takes office. All of the current and alternate members of the Board of Directors were elected by our shareholders at our 2004 annual shareholders' special and general meetings, which were held on April 16, 2004.

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. See "Other Information -- Bylaws -- Antitakeover Protections." 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, our Secretary or alternate Secretary or any statutory auditor may call for a Board meeting. Pursuant to the Mexican Securities Market Law and our bylaws, our Board of Directors must approve all transactions that deviate from our ordinary course of business, and involve, among others, (i) a related party, (ii) any purchase or sale of 10% or more of our assets, (iii) the grant by us of guarantees in an amount or amounts exceeding 30% of our assets or (iv) other transactions representing more than 1% of our assets, in addition to any shareholder approval required by our bylaws or otherwise.

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 shareholders' 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 Azcarraga Jean, Juan Pablo Andrade Frich, Alfonso de Angoitia Noriega, Maria Asuncion Aramburuzabala Larregui, Julio Barba Hurtado, Jose Antonio Baston Patino, Bernardo Gomez Martinez and Alejandro Quintero Iniguez. In accordance with the Mexican Securities Market Law and our bylaws, we established an Audit Committee consisting of the following members of our Board: Francisco Jose Chevez Robelo who is the Chairman of this Committee, Juan Pablo Andrade Frich, Juan Fernando Calvillo Armendariz and Alberto Montiel Castellanos. Both the Chairman and a majority of the members of the Audit Committee must be independent directors. Our statutory auditors must be invited to attend all Audit Committee meetings. Among other duties and responsibilities, the Audit Committee must:

- prepare an annual report regarding its activities for submission to the Board and to our shareholders at our annual shareholders' meeting;

- render an opinion as to transactions and arrangements with related parties, which must be approved by our Board of Directors; and

- propose independent experts to render opinions in connection with transactions that deviate from our ordinary course of business, and which involve, among others, (i) a related party, (ii) any purchase or sale of 10% or more of our assets, (iii) the grant by us of guarantees in an amount or amounts exceeding 30% of our assets or (iv) other transactions representing more than 1% of our assets.

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 year in which they were appointed to their current positions:

NAME AND DATE OF BIRTH	CURRENT POSITION	BUSINESS EXPERIENCE
Emilio Azcarraga Jean (02/21/68)	Chairman of the Board, President and Chief Executive Officer and President of the Executive Committee of Grupo Televisa	Member of the Boards of Telefonos de Mexico, S.A. de C.V. and Banco Nacional de Mexico, S.A. and Vice Chairman of the Board of Univision
In alphabetical order:		
Alfonso de Angoitia Noriega (01/17/62)	Executive Vice President and Member of the Executive Office of the Chairman and Member of the Executive Committee of Grupo Televisa	Former Chief Financial Officer of Grupo Televisa, Member of the Board and of the Executive Committee of Grupo Televisa, Alternate Member of the Board of Univision and Partner, Mijares, Angoitia, Cortes y Fuentes, S.C. (1994 - 1999)

NAME AND DATE OF BIRTH	CURRENT POSITION	BUSINESS EXPERIENCE
Felix Jose Araujo Ramirez (03/20/51)	Vice President of Telesistema Mexicano	Former Private Investor in Promocion y Programacion d la Provincia, S.A. de C.V. Promocion y Programacion del Valle de Lerma, S.A. d C.V., Promocion y Programacion del Sureste, S.A. de C.V., Teleimagen Profesional del Centro, S.A. de C.V. and Estragia Satelite, S.C.
Maximiliano Arteaga Carlebach (12/06/42)	Vice President of Operations, Technical Service and Television	Former Vice President of Operations -- Televisa Chapultepec, former Vice

	Production of Grupo Televisa	President of Administratio -- Televisa San Angel and Chapultepec and former Vice President of Administration and Finance of Univisa, Inc.
Jose Antonio Baston Patino (04/13/68)	Corporate Vice President of Television of Grupo Televisa	Member of the Board and of the Executive Committee of Grupo Televisa, former Vic President of Operations of Grupo Televisa, former General Director of Programming of Grupo Televisa and former Member of the Board of Univision
Jean Paul Broc Haro (08/08/62)	Chief Executive Officer of Cablevision	Former General Manager of Programming for Pay Television of Grupo Televi
Salvi Folch Viadero (08/16/67)	Chief Financial Officer	Former Vice President of Financial Planning of Grup Televisa, Chief Executive Officer and Chief Financia Officer of Comercio MAS, S.A. de C.V. and former Vice Chairman of Banking Supervision of the Nationa Banking and Securities Commission
Bernardo Gomez Martinez (07/24/67)	Executive Vice President and Member of the Executive Office of the Chairman and Member of the Executive Committee of Grupo Televisa	Former Deputy to the President of Grupo Televisa, member of the Board and of the Executive Committee of Televisa and former President of the Mexican Chamber of Television and Radio Broadcasters
Eduardo Michelsen Delgado (03/03/71)	Chief Executive Officer of Editorial Televisa	Former General Director -- Grupo Semana and former Project Director -- McKinsey & Co.

NAME AND DATE OF BIRTH	CURRENT POSITION	BUSINESS EXPERIENCE
Jorge Eduardo Murguia Orozco (01/25/50)	Vice President of Production of Grupo Televisa	Former Administrative Vice President and former Director of Human Resource

		of Televisa
Alejandro Quintero Iniguez (02/11/50)	Corporate Vice President of Sales and Marketing of Grupo Televisa	Member of the Board and of the Executive Committee of Grupo Televisa, Shareholde and Member of the Board of Grupo TV Promo, S.A. de C.V. and former advisor to former Mexican President Ernesto Zedillo
Raul Rodriguez Gonzalez (06/20/59)	Chief Executive Officer Sistema Radiopolis	Former Media Advisor of Grupo Prisa and former Chief Executive Officer of Gerencia de Medios, S.A.
Alexandre Moreira Penna da Silva (12/25/54)	Chief Executive Officer of Innova	Former Vice President of Corporate Finance of Grupo Televisa and former Managing Director of JPMorgan Chase

COMPENSATION OF DIRECTORS AND OFFICERS

For the year ended December 31, 2003, we paid our directors, alternate directors and executive officers for services in all capacities aggregate compensation of approximately nominal Ps.193.4 million (U.S.$17.2 million using the Interbank Rate, as reported by Banamex, as of December 31, 2003).

We made Ps.42.6 million in contributions to our pension and seniority premium plans on behalf of our directors, alternate directors and executive officers in 2003. Projected benefit obligations as of December 31, 2003 were approximately Ps.46.8 million.

STOCK OPTION PLAN

In 1999, we adopted a stock option plan. Pursuant to the terms of our stock option plan, as amended, we may grant eligible participants, who consist of key executives and other personnel, rights to purchase CPOs and/or CPO equivalents or we may conditionally sell CPOs and/or CPO equivalents to these participants. Our shareholders have authorized the allocation of up to 8% of our capital stock to this and any other plans we may establish from time to time for the benefit of our employees. See " -- Long Term Retention Plan." Pursuant to the stock option plan, the exercise or sale prices of the CPOs and/or CPO equivalents are based on then current market prices at the time the options are granted or the conditional sale agreement is executed. We have implemented the stock option plan by means of a special purpose trust. The CPOs, CPO equivalents and underlying Shares that are part of the stock option plan will be held by the special purpose trust and will be voted with the majority of the CPOs, CPO equivalents and underlying Shares 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 option plan, our President and the technical committee of the special purpose trust have broad discretion to make decisions related to the stock option 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 option plan, among others.

The stock option plan has been implemented in several stages since 1999, through a series of conditional sales to plan participants of CPOs. The conditional sale agreements entered into by plan participants since the implementation of the stock option plan through the fourth quarter of 2001 were terminated for several reasons,

including the failure of plan participants to pay the purchase price and the fact that the average closing price per CPO on the Mexican Stock Exchange fell below certain thresholds for a 15 trading day period.

As of May 31, 2004, allocations and conditional sale agreements have been made or executed with respect to approximately 110 million CPOs, generally at exercise prices ranging from approximately Ps.11.21 - Ps.19.10 (approximately U.S.$1.04 - U.S.$1.71) per CPO (in certain cases, adjusted upwards by a specified percentage ranging from 2% - 10%, depending upon whether the purchase price is paid in Pesos or in U.S. Dollars, generally from the date of the relevant conditional sale agreement through the date of payment(s)). Pursuant to the related conditional sale agreements, rights to approximately 30 million CPOs vested in February 2003, approximately 17.5 million CPOs vested in March 2004 and approximately 17.5 will vest in March 2005. Rights to the remaining CPOs currently vest no later than 2008. Rights to purchase these CPOs currently expire in 2011. 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. Any CPOs not transferred to plan participants pursuant to the relevant conditional sale agreement may be allocated to other existing or future plan participants, provided that the rights of the original plan participants to purchase these CPOs have expired or are terminated. See Notes 13 and 26 to our year-end financial statements.

In December 2002, we registered for sale CPOs by the special purpose trust to plan participants pursuant to a registration statement 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 into the Mexican and/or U.S. markets 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 May 31, 2004, 34,132,840 CPOs transferred to plan participants have been sold in open market transactions, and it is expected that additional sales will take place during or after 2004.

LONG TERM RETENTION PLAN

At our general extraordinary and ordinary shareholders' meeting held on April 30, 2002, our shareholders authorized the creation and implementation of a Long Term Retention Plan, which supplements our existing stock option plan. At the meeting, our shareholders also authorized the issuance of A Shares in an aggregate amount of up to 4.5% of our capital stock at the time the A Shares are issued, a portion of the 8% of our capital stock previously authorized by our shareholders for these plans, as well as the creation of one or more special purpose trusts to implement the Long Term Retention Plan. Approximately 430.3 million A Shares, as to which preemptive rights were previously offered to holders of our A Shares, were issued and have been subscribed by one of these special purpose trusts. As a result of the recapitalization described under "The Recapitalization" and other related transactions, such special purpose trust will have approximately 16.8 billion Shares, of which approximately 53% will be in the form of CPOs and the remaining 47% will be in the form of A, B, D and L Shares. We estimate that all of those Shares will become vested over a period of no less than 15 years. Pursuant to our Long Term Retention Plan, we may grant eligible participants, who consist of unionized and non-unonized employees, including key personnel, awards as stock options, conditional sales, restricted stock or other similar arrangements. As approved by our shareholders, 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 the Company, 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.

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As of May 31, 2004, awards under the Long Term Retention Plan have been granted with respect to approximately 143 million Shares, either in the form of CPOs or Shares, at prices ranging from approximately Ps.13.45 - Ps.28.05 per CPO. Rights with respect to these securities vest during the period commencing in 2008 and ending in 2023 (in certain cases, adjusted upwards by a specified percentage similar to the interest rate generated by Government liquid securities). Pursuant to the resolutions adopted by our shareholders' meeting, we have not, and do not intend to, register Shares under the Securities Act that are allocated to the Long Term Retention Plan. See "Key Information -- Risk Factors -- Risk Factors Related to Our Securities -- 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."

SHARE OWNERSHIP OF DIRECTORS AND OFFICERS

Share ownership of our directors, alternate directors and executive officers is set forth in the table under "Major Shareholders and Related Party Transactions." Except as set forth in this 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.

STATUTORY AUDITORS

Under our bylaws, the holders of a majority of the outstanding A Shares and B Shares elect a statutory auditor (comisario) and a corresponding alternate statutory auditor at the Annual Ordinary Shareholders' Meeting. For such election, the vote of the majority of the outstanding A Shares is also required. In accordance with the Mexican Securities Market Law, holders of common stock or non-voting stock representing at least 10% of a company's capital stock shall have the right to appoint one statutory auditor. Mexican law requires that the statutory auditors receive monthly reports from the Board of Directors regarding material aspects of our affairs, including our financial condition, and that they be invited to attend any meeting of the Board of Directors. The statutory auditors are also required to report to the shareholders at the annual shareholders' meeting regarding our financial statements and related matters, and must be invited to all Board and Audit and Executive Committee meetings, where they can attend but not vote. At our 2004 Annual Ordinary Shareholders'

Meeting, Mario Salazar Erdmann was elected to serve as our statutory auditor until the acceptance of the election by his successor at the next annual shareholders' meeting and Jose Miguel Arrieta Mendez was elected as alternate statutory auditor.

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, 2003:

	DECEMBER 31,		
	2001	2002	2003
TOTAL NUMBER OF EMPLOYEES	13,684	12,550	12,284
CATEGORY OF ACTIVITY:			
Employees	13,621	12,514	12,248
Executives	63	36	36
GEOGRAPHIC LOCATION:			
Mexico	12,544	11,169	10,912
Latin America (other than Mexico)	729	999	1,020
U.S	401	371	342
Spain	10	11	10

As of December 31, 2001, 2002 and 2003, approximately half of our employees 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.

As a result of new cost-cutting initiatives introduced in the first half of 2001, in April 2001 we further reduced our workforce by 750 personnel, which personnel consisted of 684 employees and 66 independent contractors. In 2002 and 2003, we reduced our workforce by an additional 1,134 and 266 employees, respectively. As of December 31, 2003, our total employee headcount was approximately 12,284 employees. See "Information on the Company -- Business Overview -- Business Strategy -- Continuing to Improve Cash Flow Margins" and "Operating and Financial Review and Prospects -- Restructuring and Non-recurring Charges."

ITEM 7. MAJOR SHAREHOLDERS 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, L Shares or D Shares as of May 31, 2004, without giving effect to our Recapitalization. Except as set forth below, we are not aware of any holder of more than 5% of any class of our Shares, without giving effect to our Recapitalization.

	SHARE BENEFICIALLY OWNED(1)(2)				
	A SHARES		L SHARES		D
IDENTITY OF OWNER	NUMBER	PERCENTAGE OF CLASS	NUMBER	PERCENTAGE OF CLASS	NUMBER
Grupo Televicentro, S.A . de C.V(3)	2,348,235,209	47.13%	52,806,227	2.37%	52,806,22
Capital Research and Management Company(4) .	161,786,000	3.25%	161,786,000	7.25%	161,786,00
Janus Capital Management LLC(5)	143,861,820	2.89%	143,861,820	6.44%	143,861,82
Harris Associates L.P. (6)	140,959,680	2.83%	140,959,680	6.31%	140,959,68
Artisan Partners L.P. (7)	130,825,200	2.63%	130,825,200	5.86%	130,825,20
William H. Gates, III(8) .	126,944,000	2.55%	126,944,000	5.69%	126,944,00
Capital Group International Inc.(9) .	116,053,520	2.33%	116,053,520	5.20%	116,053,52

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(1) Unless otherwise indicated, the information presented in this section and is based on the number of Shares authorized, issued and outstanding as of May 31, 2004, without giving effect to the Recapitalization. As of this date, the total number of authorized and issued Shares was 4,989,449,767 A Shares, of which 2,239,549,096 were in the form of CPOs and 2,749,900,671 were additional A Shares not in the form of CPOs. The number of Shares authorized, issued and outstanding for legal purposes as of May 31, 2004 was 2,232,509,696 A Shares, L Shares and D Shares in the form of CPOs and an additional 2,749,900,671 A Shares not in the form of CPOs. The number of Shares authorized, issued and outstanding reflects our repurchase in the open market of 7,039,400 CPOs as of May 31, 2004 pursuant to our share repurchase program. For financial reporting purposes under Mexican GAAP only, the number of Shares authorized, issued and outstanding as of May 31, 2004 was 2,171,632,182 A Shares, L Shares and D Shares in the form of CPOs and an additional 2,295,476,879 A Shares not in the form of CPOs. The number of Shares authorized, issued and outstanding for financial reporting purposes under Mexican GAAP as of May 31, 2003 does not include: (i) 60,877,514 CPOs and an additional 24,116,238 A Shares not in the form of CPOs acquired by one of our subsidiaries, Televisa, S.A. de C.V., substantially all of which are currently held by the trust we created to implement our stock option plan; and (ii) 430,307,554 A Shares not in the form of CPOs acquired by the trust we created to implement our long-term retention plan. See Notes 2 and 13 to our year-end financial statements.

(2) Except indirectly through Televicentro, none of our directors and executive officers currently beneficially owns more than 1% of our outstanding A Shares, L Shares or D 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) Televicentro's equity is currently owned by our Major Shareholders. For a description of the current ownership of Televicentro's equity securities, as well as a description of the ownership of our securities

by our Major Shareholders following the Recapitalization and the Televicentro Distribution, see "The Major Shareholders" below.

(4) Based solely on information included in the Report on Form 13F for the period ending March 31, 2004 filed by Capital Research and Management Company, an affiliate of Capital Group International Inc.

(5) Based solely on information included in Janus Capital Management LLC's (formerly Janus Capital Corporation) Report on Form 13G, dated February 16, 2004. According to this Report, Janus Capital has an indirect 100% ownership stake in Bay Isle Financial LLC (Bay Isle) and an indirect 77.5% ownership stake in Enhanced Investment Technologies LLC

(INTECH). As a result of this ownership structure, holdings for Janus Capital, Bay Isle and INTECH are aggregated for purposes of this filing. Janus Capital, Bay Isle and INTECH are registered investment advisors, each furnishing investment advice to various investment companies registered under Section 8 of the Investment Company Act of 1940 and to individual and institutional clients. As a result of its role as investment adviser or subadviser to these portfolios, Janus Capital may be deemed to be the beneficial owner of these Shares. However, Janus Capital does not have the right to receive any dividends from, or the proceeds from the sale of, the securities held in these portfolios and disclaim any ownership associated with such rights.

(6) Based solely on information included in the Report on Form 13F for the period ending March 31, 2004 filed by Harris Associates.

(7) Based solely on information included in the Report on Form 13F for the period ending March 31, 2004 filed by Artisan Partners L.P.

(8) Based solely on information included in Mr. Gates' Report on Schedule 13G, dated July 16, 2003, filed as a group with Cascade Investment, L.L.C. , or Cascade, and the Bill & Melinda Gates Foundation. Cascade has sole voting power in respect of 4,859,800 GDSs and the Bill & Melinda Gates Foundation has sole voting power in respect of 1,487,400, GDSs. Mr. Gates has indicated that he may be deemed to beneficially own all the GDSs owned by Cascade as the sole member of Cascade and he may be deemed to beneficially own all the GDSs owned by the Bill & Melinda Gates foundation as the sole trustee of the foundation.

(9) Based solely on information included in the Report on Form 13F filed for the period ending March 31, 2004 by Capital Group International Inc., the parent company of Capital International Inc. ("CII"), Capital Guardian Trust Company ("CGTC"), Capital International S.A. ("CISA") and Capital International Limited ("CIL"). According to this report, CII has investment discretion and sole voting authority over 10,160,636 GDSs (the equivalent of 203,212,720 A Shares, L Shares and D Shares), CGTC has investment discretion and sole voting authority over 458,600 GDSs (the equivalent of 9,172,000 A Shares, L Shares and D Shares), CISA has investment discretion and sole voting authority over 68,700 GDSs (the equivalent of 1,374,000 A Shares, L Shares and D Shares), and CIL has investment discretion and sole voting authority over 109,636 GDSs (the equivalent of 2,192,720 A Shares, L Shares and D Shares. Capital Group International Inc. is an affiliate of Capital Research and Management Company.

THE MAJOR SHAREHOLDERS

BENEFICIAL OWNERSHIP OF OUR EQUITY SECURITIES

Televicentro is a holding company, the only assets of which are cash and capital stock. Televicentro currently beneficially owns approximately 2,348 million A Shares and 53 million A Shares, L Shares, and D Shares in the form of CPOs.

CURRENT OWNERSHIP OF TELEVICENTRO'S EQUITY

The ownership of Televicentro's equity is currently held through the Shareholder Trust, for the benefit of the Azcarraga Trust, the Inbursa Trust and the Investor Trust, as follows: the Azcarraga Trust 55.29%; the Inbursa Trust 24.70%; and the Investor Trust 20.01%. Interests of the Aramburuzabala family, through the Investor Trust, represent 16.21%, and the interests of the Fernandez family, through the Investor Trust represent 3.80%, of Televicentro's capital stock. Emilio Azcarraga Jean is the sole beneficiary of the Azcarraga Trust and has sole power to determine the investment and voting decisions made by the trust. Promotora Inbursa, S.A. de C.V., or Promotora Inbursa, is currently the sole beneficiary of the Inbursa Trust. The Investor Trust is a trust for the benefit of five individual members of the Aramburuzabala and Fernandez families. The principal business of the Investor Trust is to serve as the vehicle for its beneficiaries' investment in shares of Televicentro and, after giving effect to the Recapitalization, in Shares. The beneficiaries of the Investor Trust share the power to determine the investment and voting decisions made by the Investor Trust.

Through the Azcarraga Trust, Mr. Azcarraga Jean owns and has voting control over a majority of Televicentro's capital stock. Pursuant to Televicentro's bylaws, Emilio Azcarraga Jean has the ability to elect four of Televicentro's seven directors and has the power to control the day-to-day operations of Televicentro. However, under Televicentro's bylaws and a shareholders agreement among the shareholders of Televicentro, certain actions require the approval of the Inbursa Trust and/or the Investor Trust, or their designees on Televicentro's Board of Directors or Executive Committee, as the case may be. Upon the occurrence of all the condicitons precedent to the Shareholder Trust, most of which have occurred, the shareholders agreement among the shareholders of Televicentro will be terminated.

THE TELEVICENTRO DISTRIBUTION

In March 2004, the Televicentro shareholders contributed all their Shares in Televicentro to the Shareholder Trust. Following completion of the Recapitalization, Televicentro will distribute all its Shares and CPOs to the Shareholder Trust (the "Televicentro Distribution") and, as a result, will cease to be a shareholder of Televisa. Thereafter, the Shares beneficially owned by the Inbursa Trust and the Investor Trust will be deposited in the CPO Trust in exchange for 200 million CPOs and 164 million CPOs, respectively. The Shareholder Trust will release two million CPOs to members of the Fernandez family, leaving the Investor Trust with 162 million CPOs.

Televicentro currently owns approximately 2,348 million A Shares and 53 million A shares, L Shares and D shares in the form of CPOs. Following the Recapitalization, the Televicentro Distribution and related transactions, the beneficiaries of the Shareholders Trust will own Televisa shares (including Shares in the form of CPOs), as follows:

	A SHARES		B SHARES		D SHARES		L SHARE
Beneficial Owner	(MILLIONS)	(%)	(MILLIONS)	(%)	(MILLIONS)	(%)	(MILLIONS)
Azcarraga Trust	52,970	42.47	48	0.08	77	0.08	77
Inbursa Trust	4,995	4.00	4,395	7.29	6,993	7.59	6,993

Investor Trust	4,042	3.24	3,557	5.90	5,659	6.14	5,659

Shares and CPOs held through the Shareholder Trust by the Azcarraga Trust, the Inbursa Trust and the Investor Trust will constitute approximately 49.71% of the outstanding A Shares, approximately 13.28% of the outstanding B Shares, and approximately 37.84% of the total number of outstanding A Shares and B Shares combined. These Shares will be held by the trustee of the Shareholder Trust, subject to an agreement that will provide for the voting and disposition of these Shares and CPOs.

Following the Televicentro Distribution, the existing arrangements among the Televicentro shareholders, which are described in our annual report on Form 20-F for the fiscal year ended December 31, 2002, under "Major Shareholders and Related Party Transactions", will be terminated. These arrangements include a put option that, in certain circumstances, would have required Emilio Azcarraga Jean to purchase the shares of Televicentro capital stock owned by the Inbursa Trust and the Investor Trust.

THE SHAREHOLDER TRUST

VOTING OF SHARES

The Shares held through the Shareholder Trust will be voted by the trustee as instructed by a Technical Committee comprising five members -- three appointed by the Azcarraga Trust and one appointed by each of the Inbursa Trust and the Investor Trust. Accordingly, except as described below, Emilio Azcarraga Jean will control the voting of the Shares held through the Shareholder Trust. In elections of directors, the Technical Committee will instruct the trustee to vote the A Shares held through the Shareholder Trust for individuals designated by Mr. Azcarraga Jean. The A Shares held through the Shareholder Trust after the Televicentro Distribution will 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 by law to vote the underlying A Shares. Accordingly, after the Televicentro Distribution, and so long as non-Mexicans own more than a minimal number of A Shares, Mr. Azcarraga Jean will have the ability to direct the election of eleven out of 20 members of our Board.

In accordance with the trust agreement, the Technical Committee will instruct the trustee to vote the B Shares held through the Shareholder Trust for a total of five individuals as members of our Board, who will be designated as follows. Emilio Azcarraga Jean will be entitled to nominate two individuals. The Investor Trust will be entitled to nominate one individual so long as the Shares it holds through the Shareholder Trust constitute more than two percent of the total issued and outstanding Shares. Until the Inbursa Trust is entitled to release all its Shares from the Shareholder Trust, and so long as the Shares it holds through the Shareholder Trust constitute more than two percent of the total issued and outstanding Shares, it will be entitled to nominate two individuals.

Because the B Shares held through the Shareholder Trust following the Televicentro Distribution will constitute only 13.28% of the total B Shares outstanding, there can be no assurance that individuals nominated by Shareholder Trust beneficiaries will be elected to our Board. However, the B Shares held through the Shareholder Trust following the Televicentro Distribution will constitute a higher proportion of the B Shares whose holders are entitled to vote them, because non-Mexican holders of CPOs and GDSs are not permitted by law to vote the underlying B Shares.

Emilio Azcarraga Jean has agreed to consult with the Inbursa Trust and the Investor Trust as to the voting of Shares held through the Shareholder Trust on matters specifically set forth in the Shareholder Trust Agreement, including increases or reductions in the capital stock of Televisa; merger, split-up, dissolution, liquidation or bankruptcy proceedings of Televisa; related party transactions, extensions of credit or share repurchases, in each case exceeding specified thresholds; and selection of the chairman of Televisa's board of directors, if different from Emilio Azcarraga Jean. If either of the Inbursa Trust or the Investor Trust requests that Shares be voted in a particular way on such a matter, and Mr. Azcarraga Jean declines to do so, such party may immediately release its Shares from the Shareholder Trust. These consultation rights will terminate as to either the Inbursa Trust or the Investor Trust if it ceases to be party to the Shareholder Trust or if it owns less than two percent of our total issued and outstanding Shares.

RELEASE OF SHARES

The beneficiaries of the Shareholder Trust will have only limited rights to transfer or pledge their trust interests without the consent of the other trust beneficiaries, but they may transfer freely to affiliated parties as defined in the Shareholder Trust Agreement.

Except for 2 million CPOs which will be released to the Fernandez family immediately upon the completion of the Recapitalization, the Shareholder Trust beneficiaries will not be permitted to release shares from the trust before July 1, 2005. Beginning July 1, 2005, the Investor Trust may release or sell any or all of its Shares from the Shareholder Trust. The Inbursa Trust may release or sell up to two-thirds of its Shares from July 1, 2005 through June 30, 2009 and any or all of its Shares beginning July 1, 2009. The Azcarraga Trust may release or sell any or all of its Shares from the Shareholder Trust beginning July 1, 2005, but upon any such release or sale, the Inbursa Trust may freely release or sell any or all of its Shares.

In addition, as described above, if either of the Inbursa Trust or the Investor Trust requests that Shares be voted in a particular way on any matter specifically set forth in the Shareholder Trust Agreement, and Mr. Azcarraga Jean declines to do so, such party may immediately release its Shares.

RELATED PARTY TRANSACTIONS

TRANSACTIONS AND ARRANGEMENTS WITH INNOVA. In 2001, 2002 and 2003 we engaged in, and we expect that we will continue to engage in, transactions with Innova, including, without limitation, the transactions described below. We hold a 60% equity interest in Innova through a non-consolidated joint venture with News Corp. and Liberty Media. Although we hold a majority of Innova's equity, News Corp. has significant governance rights, including the right to block any transaction between us and Innova. See Note 9 to Innova's year-end financial statements for all of the information that Innova must make publicly available in Mexico regarding transactions and arrangements with us.

Capital Contributions and Loans. From Innova's inception through September 2003, we had made approximately U.S.$89.4 million in capital contributions and approximately U.S.$185.9 million in loans and U.S.$48.6 million in accrued interest, or a total of U.S.$234.5 million capitalized in Innova. Effective as of September 9, 2003, we capitalized all outstanding loans and accrued interest to Innova, which were reflected as a contribution to Innova's capital.

In May 2004, we entered into the following transactions with Innova and the other two equity owners of Innova, News Corp. and Liberty Media, which had the net effect of increasing Innova's net worth by $15 million but did not affect the relative ownership interests of any equity owner:

- News Corp. contributed to Innova an account receivable of U.S.$15 million owed to News Corp. by Sky DTH, S. de R. L. de C.V., or Sky DTH;

- We assigned to Sky DTH an account receivable of U.S.$15 million owed to us by Innova; and

- Innova, Innova Holdings, News, Liberty Media and Sky DTH agreed that the obligation owed by Innova to Sky DTH and the obligation owed by Sky DTH to Innova would be set off against each other and cancelled.

In connection with this transaction, we and the other equity owners also increased Innova's capital by a de minimus amount; we continue to indirectly own 60%, News Corp. continues to indirectly own 30% and Liberty Media continues to indirectly own 10% of Innova.

Programming. Pursuant to an agreement between us and Innova, we have granted Innova exclusive DTH rights to some program services in Mexico, subject to some preexisting agreements with third parties. Innova paid us approximately Ps.268.7 million for these rights in 2003. Innova currently pays the rates paid by third party providers of cable television and MMDS services in Mexico for our various programming services. In addition,

pursuant to the agreement, we cannot charge Innova higher rates than the rates that we charge third party providers of cable television and MMDS services in Mexico for our various programming services.

Advertising Services. In January 2001, we entered into an agreement with Innova, pursuant to which Innova pools most of its advertising time with advertising time on channels broadcast by us, Innova and Cablevision. Innova pays us 18% of the revenues from any advertising sales we make on its behalf pursuant to this agreement. Pursuant to this agreement, we also negotiate most of Innova's advertising contracts with third party advertisers, as well as provide other related and ancillary services, such as invoicing and collection services.

Innova also purchased magazine advertising space and television and radio advertising time from us in connection with the promotion of its DTH satellite services in 2001, 2002 and 2003, and we expect that Innova will continue to do so in the future. For television, radio and magazine advertising, Innova paid and will continue to pay the rates applicable to third party advertisers. Innova paid us Ps.122.3 million for advertising services in 2003.

Guarantees. We have guaranteed Innova's payments to PanAmSat for transponder services on satellite PAS-9 in proportion to our respective ownership interest in Innova, which is currently 60%. Innova is obligated to pay a monthly service fee of U.S.$1.7 million to PanAmSat for satellite signal reception and retransmission service from transponders on the PAS-9 satellite through September 2015. As of December 31, 2003, we had guaranteed payments in the amount of U.S.$143.8 million. If Innova does not pay these fees in a timely manner, we will be required to pay 60% of its obligations to PanAmSat.

Tax Sharing Agreement. We have a tax sharing agreement with Innova, which sets forth certain of our rights and obligations, as well as those of Innova, with respect to Innova's liability for federal income and assets taxes imposed under Mexican tax laws. We received an authorization from Mexican tax authorities to include Innova's results in our consolidated tax return for purposes of determining our income and assets taxes. Tax profits or losses obtained by Innova are consolidated with our tax profits or losses up to 60% of our percentage ownership of Innova, which is currently 60%. Pursuant to the tax sharing agreement, in no event shall Innova be required to remit to us an amount in respect of its federal income and assets taxes that is in excess of the product of (x) the amount that Innova would be required to pay on an individual basis, as if Innova had filed a separate tax return, and (y) with respect to asset taxes, our direct or indirect percentage ownership of Innova's capital stock, and with respect to income taxes, 60% of our direct or indirect percentage ownership in Innova's capital stock, as determined by applicable law.

For additional information concerning transactions with Innova, as well as amounts paid to us by Innova pursuant to these transactions in 2003, see Note 17 to our year-end financial statements and Note 9 to Innova's year-end financial statements. See also "Key Information -- Risk Factors -- Risk Factors Related to Our Business -- We Have Experienced Substantial Losses, Primarily in Respect of Our Investments in Innova and MCOP, and Expect to Continue to Experience Substantial Losses as a Result of Our Participation in DTH Joint Ventures, Which Would Adversely Affect Our Net Income" and "Information on the Company -- Business Overview -- DTH Joint Ventures -- Mexico."

Possible Transactions. We are exploring with News Corp. and Liberty Media, our partners in Innova, a possible transaction involving DIRECTV Mexico, as well as elsewhere in Latin America. Any such transaction would be subject to a number of conditions, including reaching a definitive agreement. There has been no agreement reached to date on any transaction and it is uncertain whether any transaction will take place.

TRANSACTIONS AND ARRANGEMENTS WITH MCOP. In 2001, 2002 and 2003 we engaged in, and we expect that we will continue to engage in, transactions with MCOP, including, without limitation, the transactions described below. We indirectly hold a 30% equity interest in MCOP, our DTH non-consolidated joint venture in Latin America outside of Mexico and Brazil. The balance of MCOP's equity is owned by News Corp. and Globopar, each of which indirectly holds a 30% equity interest, and Liberty Media, which indirectly holds a 10% equity interest. Each of the partners also holds indirect interests, individually, in the same proportion as their interests in MCOP, in two service entities: (i) ServiceCo, a U.S. partnership formed to provide certain business and management services; and (ii) TechCo, a U.S. partnership formed to provide certain technical services from a main uplink facility in Miami Lakes, Florida and a redundancy site in Port St. Lucie, Florida. Under an agreement among us, News Corp., Globopar and Liberty Media, all decisions relating to the business and affairs of MCOP and all decisions relating to

MCOP's investment in any DTH platform must be approved by 75% of the partners. In addition, representation on the board is proportional to the parties' relative voting interests in MCOP.

Capital Contributions and Loans. From MCOP's inception through December 2003, we have made approximately U.S.$139.2 million in capital contributions. Additionally, capital contributions of approximately U.S.$15.0 million were made on our behalf by News Corp. in 2001, which amount was reflected as a liability due to News Corp. in our consolidated balance sheets at December 31, 2002 and 2003. We currently do not intend to fund MCOP's operations other than the amounts required to be paid under the transponder service agreement with PanAmSat, which is expected to be made in the form of loans. During 2003, we made loans to MCOP in the aggregate amount of U.S. $13.1 million. From January 1, 2004 through May 31, 2004 we made approximately U.S.$4.5 million in loans to MCOP in connection with the transponder service agreement with PanAmSat.

Programming. Pursuant to an agreement between us, News Corp., Globopar and Liberty Media, MCOP's initial programming line up was determined by a majority vote of a programming committee with the representation on the committee proportional to the parties' relative voting interest in MCOP. Each of the partners is required to offer its program services to the extent contractually available to MCOP on an exclusive basis. MCOP paid us approximately U.S.$1.5 million for these rights in 2003. MCOP currently pays the rates paid by third party providers of cable television and MMDS services for our various programming services. In addition, pursuant to the agreement, we cannot charge MCOP higher rates than the rates that we charge third party providers of cable television and MMDS services for our various programming services. In addition, each of the partners of MCOP has the right to require MCOP to carry up to certain number of that partner's channels on MCOP's platform.

Guarantees. We have guaranteed MCOP's payments to PanAmSat for transponder services on PAS-6B in proportion to our respective ownership interest in MCOP, which is currently 30%. MCOP is obligated to pay a monthly service fee of U.S.$3.0 million to PanAmSat for satellite signal reception and retransmission service from transponders on the PAS-6B satellite through 2014. However, as a result of the reduction in the estimated remaining useful life of the satellite transponders leased by MCOP, it is likely that MCOP will only be obligated to pay for this service through 2008, the year in which life of the PAS-6B satellite is currently estimated to terminate. As of December 31, 2003, we guaranteed payments of approximately U.S.$44.1 million over the probable life of the agreement, and we recognized a liability up to the amount of these guarantees in our consolidated balance sheet in an aggregate amount of approximately U.S.$36.8 million, which represents the present value of these payments as of that date.

For additional information concerning transactions with MCOP, see Notes 10 and 12 to our year-end financial statements. See also "Key Information -- Risk Factors -- Risk Factors Related to Our Business -- MCOP, Our DTH Joint Venture in Latin America Outside of Mexico and Brazil, May Not Be Able to Continue as a Going Concern" and "Information on the Company -- Business Overview -- DTH Joint Ventures -- Mexico."

TRANSACTIONS AND ARRANGEMENTS WITH TECHCO. In 2001, 2002 and 2003 we engaged in, and we expect that we will continue to engage in, transactions with TechCo, including, without limitation, the transactions described below. We indirectly hold a 30% equity interest in TechCo, our U.S. partnership formed to provide certain technical services from a main uplink facility in Miami Lakes, Florida and a redundancy site in Port St. Lucie, Florida. The balance of

TechCo's equity is owned by News Corp. and Globo, each of which indirectly holds a 30% equity interest, and Liberty Media, which indirectly holds a 10% equity interest. Under an agreement among us, News Corp., Globo and Liberty Media, all decisions relating to the business and affairs of TechCo and all decisions relating to TechCo's investment in any DTH platform must be approved by 75% of the partners. In addition, representation on the board is proportional to the parties' relative voting interests in TechCo.

Capital Contributions and Loans. From TechCo's inception through December 2003, we have made approximately U.S.$12.0 million in capital contributions and U.S. $7.5 million in loans. In addition, as a result of Globo's recent announcement that it will reorganize its financial debt obligations in respect of its bank debt and bonds, it has ceased providing financial support to TechCo. We, News Corp. and Liberty Media have been funding TechCo's operating cash shortfall through loans. In that connection, in March 2004 we made a loan to TechCo of approximately U.S.$4.5 million. We currently intend to continue to fund TechCo's shortfall in the form of loans.

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Guarantees. We have guaranteed 36% of TechCo's payments in respect of its capital lease obligations. TechCo is obligated to make payments under its capital leases with various maturities between 2004 and 2007 for an aggregate amount of U.S.$43.9 million in respect of its capital lease obligations. As of December 31, 2003, we had guaranteed payments by TechCo in the aggregate amount of U.S.$15.8 million.

For additional information concerning transactions with TechCo, see Notes 5 and 12 to our year-end financial statements. See also "Key Information -- Risk Factors -- Risk Factors Related to Our Business -- MCOP, Our DTH Joint Venture in Latin America Outside of Mexico and Brazil, May Not Be Able to Continue as a Going Concern" and "Information on the Company -- Business Overview -- DTH Joint Ventures -- Mexico."

TRANSACTIONS AND ARRANGEMENTS WITH UNIVISION. In 2001, 2002 and 2003, we engaged in, and we expect that we will continue to engage in, transactions with Univision. We currently own shares and warrants representing an approximate 10.7% equity stake in Univision, on a fully diluted basis. We currently have the right to appoint a member of Univision's Board of Directors. For a description of programming and other agreements between us and Univision, as well as royalties paid to us by Univision pursuant to programming agreements, see "Information on the Company -- Business Overview -- Programming Licensing," " -- Univision" and Note 17 to our year end financial statements.

As described under "Information on the Company -- Business Overview -- Univision," we appointed Emilio Azcarraga Jean, our Chairman of the Board, Chief Executive Officer, President and President of the Executive Committee of our Board, as our director, and Alfonso de Angoitia Noriega, our Executive Vice President, as our alternate director of Univision. Univision appointed Mr. Azcarraga Jean as Vice-Chairman of its Board of Directors.

TRANSACTIONS AND ARRANGEMENTS WITH OUR DIRECTORS AND OFFICERS

On June 1, 2004, Servicios Profesionales, a company controlled by Emilio Azcarraga Jean, purchased a 5% interest of Mas Fondos from Corporativo Vasco de Quiroga, S.A. de C.V., one of our subsidiaries and the controlling shareholder of Mas Fondos. The total consideration that Servicios Profesionales paid in connection with this acquisition was Ps.500,000. We received CNBV authorization for this transaction on June 28, 2004. For additional information concerning Mas Fondos see "Information on the Company -- Business Overview --

Mutual Fund Venture".

On May 31, 2000, we made a personal loan in the amount of U.S.$150,000 to Jorge Eduardo Murguia Orozco, one of our executive officers. The aggregate principal amount of this loan, together with accrued interest, was repaid in full by Mr. Murguia in June 2004.

TRANSACTIONS AND ARRANGEMENTS WITH AFFILIATES AND RELATED PARTIES OF OUR DIRECTORS, OFFICERS AND MAJOR SHAREHOLDERS

Fonovideo. In March 2004, we entered into a production services agreement with FV Productions LLC, which is currently controlled by Televicentro, for the production of a telenovela series. Under these arrangements, we will pay approximately U.S.$4.2 million for a telenovela series delivered in accordance with an agreed upon schedule.

Acquisition of Telespecialidades. In June 2003, we purchased all the outstanding equity of Telespecialidades, a company which was owned by all of the shareholders of Televicentro in the same proportion that they owned Televicentro. The total consideration we paid in connection with this acquisition was approximately U.S.$83.0 million, which was financed with cash on hand. At the time of the acquisition, Telespecialidades's net assets consisted principally of 1,591,283 CPOs, which CPOs were previously owned by Televicentro, and tax loss carryforwards of approximately Ps.6,713.7 million. The terms of this acquisition were approved by our Audit Committee.

Consulting Services. Instituto de Investigaciones Sociales, S.C. or Instituto de Investigaciones Sociales, a consulting firm which is controlled by Ariana Azcarraga De Surmont, the sister of Emilio Azcarraga Jean, has, from time to time during 2002 and 2003 provided consulting services and research in connection with the effects of our programming, especially telenovelas, on our viewing audience. Instituto de Investigaciones Sociales has provided us with such services in 2004 and we expect to continue these arrangements through 2004.

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Loans from Banamex. From time to time in the past and in 2002, 2003 and 2004, Banamex made loans to us, Televicentro and several other of our affiliates, and we expect that this will continue to be the case in the future. These loans were made to us, Televicentro and our affiliates on terms substantially similar to those offered by Banamex to third parties. Emilio Azcarraga Jean, our Chief Executive Officer, President and Chairman of the Board, is a member of the Board of Banamex. One of our directors, Roberto Hernandez Ramirez, is the Chairman of the Board of Banamex. Mr. Hernandez is 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. Lorenzo H. Zambrano Trevino, one of our directors, is also a member of the Board of 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 -- Liquidity, Foreign Exchange and Capital Resources -- Indebtedness."

Advertising Services. Two of our directors, Maria Asuncion Aramburuzabala Larregui and Carlos Fernandez Gonzalez, and one of our alternate directors, Lucrecia Aramburuzabala Larregui, are members of the Board and Executive Committee of, as well as shareholders of, Grupo Modelo, S.A. de C.V., or Grupo Modelo, the leading producer, distributor and exporter of beer in Mexico. Carlos Fernandez Gonzalez also serves as the Chief Executive Officer of Grupo Modelo. Grupo Modelo purchased advertising services from us in connection with the promotion of its products from time to time in 2001, 2002 and 2003, 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 shareholders of other companies. See "Directors, Senior Management and Employees." Some of these companies, including Banamex, Kimberly-Clark de Mexico, S.A. de C.V., Grupo Financiero Santander, S.A. de C.V. and Telefonos de Mexico, S.A. de C.V., among others, purchased advertising services from us in connection with the promotion of their respective products and services from time to time in 2001, 2002 and 2003, and we expect that this will continue to be the case in the future. Similarly, Alejandro Quintero Iniguez, a member of the Board and the Executive Committee and our Corporate Vice President of Sales and Marketing, is a shareholder and member of the Boards of Grupo TV Promo, S.A. de C.V., or Grupo TV Promo, and TV Promo, S.A. de C.V., or TV Promo, companies which produce promotional campaigns and events for their and our clients. Grupo TV Promo and TV Promo have purchased and will continue to purchase advertising services from us in connection with these promotional campaigns. All of the companies described above paid and will continue to pay rates applicable to third party advertisers for these advertising services.

Legal and Advisory Services. During 2001, 2002 and 2003, Mijares, Angoitia, Cortes 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. Alfonso de Angoitia Noriega, a partner on leave of absence from the law firm of Mijares, Angoitia, Cortes y Fuentes, S.C., is one of our directors, a member of our Executive Committee, the Alternate Secretary of our Board and of our Executive Committee, an Executive Vice President and was a member of the Related Party Transactions Committee. Juan Sebastian Mijares Ortega, another partner on leave of absence from the law firm of Mijares, Angoitia, Cortes y Fuentes, S.C., serves as one of our alternate directors, the Secretary of our Board, the Secretary of our Executive Committee, the Secretary of our Audit Committee, our Vice President -- Legal Corporate General Counsel and was a member of the Related Party Transactions Committee which was replaced by the Audit Committee. Neither Alfonso de Angoitia Noriega nor Juan Sebastian Mijares Ortega currently receives any form of compensation from, or participates in any way in the profits of, Mijares, Angoitia, Cortes y Fuentes, S.C. Ricardo Maldonado Yanez, a partner from the law firm of Mijares, Angoitia, Cortes y Fuentes, S.C., serves also as Alternate Secretary 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. See Note 17 to our year-end financial statements.

Financial Advisory Services. During 2001, 2002 and 2003, Allen & Company Incorporated, an investment bank, provided us with financial advisory services, including in connection with the series of transactions that we entered into with Univision in December 2001, as described under "Information on the Company -- Business Overview -- Univision." Enrique F. Senior Hernandez, one of our directors, is an Executive Vice President and Managing Director of Allen & Company Incorporated. Herbert Allen III, one of our alternate directors, is also an Executive Vice President and Managing Partner of Allen & Company Incorporated. We believe that the fees we paid for these services, including those paid in connection with the transactions with Univision, were comparable to those that we would have paid another investment bank for similar services.

During 2001 and 2002, Protego Asesores, S.A. de C.V., or Protego, an investment bank, provided some of our subsidiaries, including Cablevision, with financial advisory services. Pedro Aspe Armella, one of our directors, is the Chairman and Chief Executive Officer of Protego, and owns 80% of the shares of

Protego. We believe that the fees we paid for these services were comparable to those that we would have paid another investment bank for similar services.

ITEM 8. FINANCIAL INFORMATION

See "Item 18 -- Financial Statements" and pages F-1 through F-99, which are incorporated herein by reference.

ITEM 9. OFFER AND LISTING DETAILS

TRADING HISTORY OF CPOS AND GDSS

Since December 1993, the GDSs have been traded on the NYSE and the CPOs have been traded on the Mexican Stock Exchange. In July 2002, we removed Citibank, N.A. as the depositary for the GDSs and appointed JPMorgan Chase Bank 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, giving effect to the March 1, 2000 10-for-1 stock split in all cases.

	NOMINAL PESOS PER CPO(1)	
	HIGH	LOW
1999	Ps. 33.11	Ps. 10.00
2000	Ps. 40.50	Ps. 20.20
2001	Ps. 25.90	Ps. 12.63
First Quarter	25.90	15.50
Second Quarter	20.62	14.82
Third Quarter	19.34	12.63
Fourth Quarter	19.85	13.49
2002	Ps. 22.31	Ps. 12.44
First Quarter	22.00	17.35
Second Quarter	22.31	17.90
Third Quarter	18.41	12.69
Fourth Quarter	15.58	12.44
December	15.58	14.36
2003	Ps. 23.56	Ps. 12.63
First Quarter	15.64	12.63
Second Quarter	18.71	13.75
Third Quarter	21.71	17.53
Fourth Quarter	23.56	19.80
December	23.41	21.18
2004		
First Quarter	Ps. 23.35	Ps. 22.22
January	24.56	22.22
February	24.51	23.10
March	26.35	22.57
Second Quarter (through May 31, 2004)	Ps. 26.74	Ps. 22.73

April	26.74	24.80
May	25.72	22.73

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(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.

	U.S. DOLLARS PER GDS(1)	
	HIGH	LOW
1999	U.S.$71.38	U.S.$18.50
2000	U.S.$86.25	U.S.$42.63
2001	U.S.$53.50	U.S.$26.83
First Quarter	53.50	32.47
Second Quarter	45.80	31.11
Third Quarter	42.65	26.83
Fourth Quarter	43.46	28.40
2002	U.S.$48.65	U.S.$24.30
First Quarter	48.52	38.40
Second Quarter	48.65	35.99
Third Quarter	37.00	25.20
Fourth Quarter	30.70	24.30
December	30.70	27.60
2003	U.S.$42.27	U.S.$23.26
First Quarter	29.95	23.26
Second Quarter	35.45	25.61
Third Quarter	39.85	33.55
Fourth Quarter	42.27	35.19
December	41.20	37.60
2004		
First Quarter	U.S.$47.34	U.S.$40.08
January	44.55	40.08
February	44.91	41.80
March	47.34	41.00
Second Quarter (through May 28, 2004)	U.S.$47.66	U.S.$39.23
April	47.66	43.59
May	45.10	39.23

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(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 May 28, 2004, approximately 91.1 million GDSs were held of record by 137 persons with U.S. addresses. Before giving effect to the 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 Shareholders and Related Party Transactions" and "Directors, Senior Management and Employees -- Long Term Retention Plan."

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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 corporation with variable capital, or sociedad anonima de capital variable. 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, S.A. de C.V., Institucion para el Deposito de Valores, 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 Comision 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 Comision 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 anonimas 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 Ministry of Finance upon the recommendation 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.

As of June 2, 2001, the Mexican Securities Market Law requires issuers to increase the protections offered to minority shareholders and to impose corporate governance controls on Mexican listed companies in line with international standards. The Mexican Securities Market Law expressly permits Mexican listed companies, with prior authorization from the CNBV, to include in their bylaws anti-takeover defenses such as shareholder rights plans, or poison pills. We amended our bylaws to include certain of these protections at our general extraordinary shareholders' meeting, which was held on April 30, 2002. See "Other Information -- Bylaws -- Other Provisions -- Appraisal Rights and Other Minority Protections" and "-- 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 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 rules, or circulares, 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 financial condition;

- minimum operating conditions, including a minimum number of trades;

- a minimum trading price of its securities;

- 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

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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. Pursuant to the General CNBV Rules, the internal regulations of the Mexican Stock Exchange must be amended to include, among other things, the implementation of the Sistema Electronico de Envio y Difusion de Informacion, or the SEDI, an automated system for the electronic transfer of the information required to be filed with the Mexican Stock Exchange, which will be similar to, but will replace, the existing Sistema Electronico de Comunicacion con Emisores de Valores, or EMISNET. Issuers of listed securities must prepare and disclose their financial information by a Mexican Stock Exchange-approved system known as the Sistema de Informacion Financiera Computarizada, or Computerized Financial Information System, commonly known as the SIFIC. 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 the SEDI 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 Mexican Stock Exchange must immediately request that the issuer inform the public as to the causes of such volatility or, if the issuer is unaware of such causes, make a statement to that effect. 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 the SEDI, 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, shareholders of issuers listed on the Mexican Stock Exchange must notify the CNBV before effecting transactions outside of the Mexican Stock Exchange that result in a transfer of 10% or more of an issuer's capital stock. These shareholders must also inform the CNBV of the results of these transactions within three days of their completion, or, in the alternative, that these transactions have not been consummated. The CNBV will notify the Mexican Stock Exchange of these transactions, without specifying the names of the parties involved. In addition, the Mexican Securities Market Law provides that the CNBV also has the ability to determine whether purchasers in these types of transactions must effect these transactions through a tender offer, as well as the minimum and maximum percentages of capital stock that may be purchased through any such tender offer. See "Other Information -- Mexican Securities Market Law."

In addition, the Mexican Securities Market Law requires shareholders 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 that results in a transfer of shares representing a beneficial ownership interest of 10% or more, within ten business days following the transaction in question.

ITEM 10. OTHER INFORMATION

MEXICAN SECURITIES MARKET LAW

The Mexican Congress approved amendments to the Mexican Securities Market Law, which became effective on June 2, 2001, and have been implemented by governmental regulations. We amended our bylaws at our annual shareholders' meeting, which was held on April 30, 2002, to reflect some of these amendments, including amendments that:

- established a Board with at least five and not more than 20 members and alternate members, of which 25% must qualify as "independent directors" under Mexican law;

- adopted specified corporate governance measures, which require us to establish, among other things, an audit committee, as well as more stringent procedures for the approval of transactions and arrangements with related parties and extraordinary corporate transactions; and

- provide additional protections for minority shareholders.

For a further description of amendments we made to our bylaws in accordance with the Mexican Securities Market Law, see "Directors, Senior Management and Employees -- Board of Directors," " -- Committees of Our Board of Directors," and " -- Bylaws -- Other Provisions -- Share Repurchases" and " -- Appraisal Rights and Other Minority Protections."

In addition, the Mexican Securities Market Law now permits issuers to include anti-takeover defenses in their bylaws, provided that their bylaws also include specified minority rights and protections, among other things, and we have included such provisions in our bylaws. See " -- Bylaws -- Other Provisions -- Appraisal Rights and Other Minority Protections" and " -- Antitakeover Protections." The Mexican Securities Market Law does not permit issuers to implement mechanisms where common shares and limited or non-voting shares are jointly traded or offered to public investors, unless the limited or non-voting shares are convertible into common shares within a term of up to five years, or when as a result of the nationality of a given holder, the shares or the securities representing the shares limit the right to vote in order to comply with applicable foreign investment regulations. In addition, the aggregate amount of shares with limited or non-voting rights may not exceed 25% of the total shares held by public investors. As a result of applicable grandfathering provisions, our existing CPO structure will not be affected by this aspect of the Mexican Securities Market Law.

The Mexican Securities Market Law imposes some restrictions on shareholders of issuers listed on the Mexican Stock Exchange. Shareholders of issuers listed on the Mexican Stock Exchange must notify the CNBV before effecting transactions outside of the Mexican Stock Exchange that result in a transfer of 10% or more of an issuer's capital stock. These shareholders must also inform the CNBV of the results of these transactions within three days of their completion, or, in the alternative, that these transactions have not been consummated. The CNBV will notify the Mexican Stock Exchange of these transactions without specifying the names of the parties involved. The CNBV also has the ability to determine whether purchasers in these types of transactions must effect these transactions through a tender offer, as well as the minimum and maximum percentages of capital stock that may be purchased through any such tender offer.

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 shareholders than those afforded by law. See " -- Bylaws -- Other Provisions -- Antitakeover Protections."

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 statutory auditors, see "Directors, Senior Management and Employees."

ORGANIZATION AND REGISTER

Televisa is a sociedad anonima, 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 shareholders. Our shareholders 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 SHAREHOLDERS' MEETINGS

Holders of A Shares. Holders of A Shares have the right to vote on all matters subject to shareholder approval at any general shareholders' 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 shareholder approval at any general shareholders' 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 shareholders' meeting that must be held within the first four months after the end of each year beginning in 2005.

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 December 2089);

- 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 National Registry of Securities, or 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 securities and/or special sections of 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 shareholders 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 Shareholders. 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 shareholder action requires a class vote on these grounds could initially be made by the Board of Directors or other party calling for shareholder action. In some cases, under the Mexican Securities Market Law and the Mexican Companies Law, the Board of Directors, the statutory auditors or a Mexican court on behalf of those shareholders representing 10% of our capital stock could call a special meeting. A negative determination would be subject to judicial challenge by an affected shareholder, 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 shareholder 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 shareholders' 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, members of our Audit Committee or our statutory auditors. 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 securities and/or special sections of 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. Shareholders may be represented at any shareholders' 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, as amended, 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 shareholders' 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 Shareholders and Related Party Transactions", A Shares held through the Shareholder 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 Shareholder Trust generally will determine how the A Shares underlying our CPOs are voted. B Shares held through the Shareholder Trust constitute 13.28% of the outstanding B Shares but represent a greater percentage of B Shares whose holders are entitled to vote them, because non-Mexican holders of CPOs and GDSs are not permitted to vote the underlying B Shares.

Holders of GDRs. Global Depositary Receipts, or GDRs evidencing GDSs are issued by the Depositary, JPMorgan Chase Bank, 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 20 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 shareholders' meetings to all holders of GDRs. At least six business days prior to the relevant shareholders' 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 shareholders' 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 shareholders' 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 shareholders' 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 shareholders' meeting and, as a result, the underlying shares will be voted in the 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.

DIVIDEND RIGHTS

At our annual ordinary general shareholders' 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 shareholders 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 shareholders 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 cumulative fixed preferred annual dividend in the amount of Ps. 0.00034177575 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 amended. 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, as amended, 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. Shareholders must exercise their preemptive rights within the time period fixed by our shareholders 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 Diario Oficial de la Federacion and in a newspaper of general circulation in Mexico City. Under Mexican law, shareholders 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 of 1933, 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 shareholders' 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 Regulations. The Economics Ministry and the Foreign Investment Commission are responsible for the administration of the Foreign Investment Law and the Foreign Investment 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 (including television and radio broadcasting) 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 are considered "neutral investments" and are not included in the calculation of the foreign investment percentage for the relevant Mexican entity.

In order to comply with these restrictions, 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 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 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 shareholder 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 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 Mexican Federal 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 Mexican Federal 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, Cortes 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 shareholders 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 shareholders' capital interests in favor of Mexico. In the opinion of Mijares, Angoitia, Cortes y Fuentes, S.C., our Mexican counsel, under this provision a non-Mexican shareholder 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 shareholders' rights as a shareholder, 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 shareholder 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 courts located in Mexico City.

Duration. Our corporate existence under our bylaws continues until 2089.

Dissolution or Liquidation. Upon any dissolution or liquidation of our company, our shareholders will appoint one or more liquidators at an extraordinary general shareholders' 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. 0.00683551495 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 shareholders 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 shareholder resolution at an extraordinary shareholders' meeting. In accordance with Mexican law and our bylaws:

- any redemption shall be made on a pro-rata basis among all of our shareholders;

- to the extent that a redemption is effected through a public tender offer on the Mexican Stock Exchange, the shareholders' 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 shareholders at a ordinary general shareholders' 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 shareholders' meeting.

Conflicts of Interest. Under the Mexican Securities Market Law, any shareholder or director 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. Our existing bylaws do not contain any provisions that govern or limit the ability of our directors or shareholders to vote on transactions in which their interests conflict with our interests. In addition, our existing bylaws do not contain any provisions that govern or limit the ability of our directors, in the absence of an independent quorum, to borrow from us or to vote compensation to themselves or any other member of our Board of Directors or any committee of our Board of Directors. In addition, pursuant to the Mexican Securities Market Law our Audit Committee must review and approve transactions and arrangements with our major shareholders, directors, executive officers and other related parties and prepare and render statements to the Board as to the fairness of transactions and arrangements with related parties, and these transactions and arrangements must be approved by our Board of Directors. Members of our Board, members of our Audit Committee and our Statutory Auditor could be liable to our shareholders for breach of their duty of loyalty to the corporation to the extent that these persons approve transactions in which they have a conflict of interest.

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Appraisal Rights and Other Minority Protections. Whenever our shareholders approve a change in our corporate purpose or jurisdiction of organization or our transformation from one type of company to another, any shareholder 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, shareholders must exercise their appraisal rights within fifteen days after the shareholders' 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 Shareholders' Meetings."

Because the CPO Trustee must vote at a general shareholders' meeting, the A Shares, B Shares and D Shares held by non-Mexicans in the CPO Trust 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), 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 shareholders' 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.

Our bylaws include provisions that permit:

- holders of at least 10% of our outstanding capital stock to call a shareholders' meeting in which they are entitled to vote;

- subject to the satisfaction of certain requirements under Mexican law, holders of at least 15% 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 shareholders' 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 shareholder resolution.

See "Key Information -- Risk Factors -- Risk Factors Related to Our Securities -- The Protections Afforded to Minority Shareholders Under Mexican Law Are Different From Those in the United States." 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 to elect independent directors. The protections afforded to minority shareholders 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 shareholders. Mexican civil procedure does not contemplate class actions or shareholder derivative actions, which permit shareholders in U.S. courts to bring actions on behalf of other shareholders or to enforce rights of the corporation itself. Shareholders in Mexico also cannot challenge corporate actions taken at shareholders' meetings unless they meet stringent procedural requirements. See " -- Voting Rights and Shareholders' Meetings." As a result of these factors, it is generally more difficult for our minority shareholders to enforce rights against us or our directors or Major Shareholders than it is for shareholders 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 Security 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.

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ANTITAKEOVER PROTECTIONS

General. Our bylaws provide that, subject to certain exceptions, (i) any person, entity or group of persons and/or entities that wishes to acquire beneficial ownership of common Shares (as defined below) which, when coupled with common Shares previously beneficially owned by such persons or their affiliates, represent 10% or more of our outstanding common Shares, (ii) any competitor or group of competitors that wishes to acquire beneficial ownership of Shares which, when coupled with Shares previously beneficially owned by such competitor, group of competitors 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 Shares representing 10% or more of our outstanding Shares, and (iv) any competitor or group of competitors that wishes to acquire beneficial ownership of Shares representing 5% or more of our capital stock, must obtain the prior approval of our Board of Directors and/or of our shareholders, as the case may be, subject to certain exceptions summarized below. Holders that acquire Shares in violation of these requirements will not be considered the beneficial owners of such Shares under our bylaws and 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.

Pursuant to our bylaws, a "competitor" is generally defined as any person or entity who, directly or indirectly, is engaged in any of the following businesses or activities: television production and broadcasting, pay television 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 shareholders 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 shareholders' meeting as described below in "Shareholder 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.

Shareholder 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 shareholders at a general extraordinary shareholders' 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 shareholders' 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 shareholders' 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 shareholders' 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 shareholders' 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 shareholders' 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 shareholders at a general extraordinary shareholders' 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 shareholders 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 shareholders' 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 shareholders' 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 shareholders 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, Cortes 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, as well as operate our nationwide paging business. 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, Innova, through a joint venture with News Corp. and Liberty Media, and our DTH joint ventures in Latin America outside of Mexico and Brazil through a partnership with News Corp., Globopar and Liberty Media. See "Information on the Company -- Business Overview -- DTH Joint Ventures."

We completed a refinancing of our indebtedness in 2000, which refinancing involved a tender offer for our outstanding Series A Senior Notes, Series B Senior Notes and Senior Discount Debentures and the amendment of the related indentures, as well as the issuance of Ps.3.0 billion (nominal) as of April 14, 2000 of UDI-denominated notes. We also amended our working capital facility with Banamex in July 2000. We issued U.S.$200.0 million aggregate principal amount of 8 5/8% Senior Notes due 2005 in August 2000, U.S.$300.0 million aggregate principal amount of 8% Senior Notes due 2011 in September 2001, refinanced approximately U.S.$100.0 million of our indebtedness through a five-year U.S. $100 million term loan facility in December 2001and U.S.$300 million in aggregate principal amount of 8.5% Senior Notes due 2032. We redeemed all of our remaining Senior Discount Debentures and terminated the related indentures in May 2001. In addition, in May 2003, we repaid all of the remaining Series A Senior Notes, which matured in May 2003, with the net proceeds from a long-term credit agreement that we entered into with a Mexican Bank for an aggregate principal amount of Ps.800.0 million. For a description of the material terms of the amended indentures related to the Series A Senior Notes and Series B Senior Notes, the UDI-denominated notes, the indenture and supplemental indentures related to our 8 5/8% Senior Notes due 2005, our 8% Senior Notes due 2011 and our 8.5% Senior Notes due 2032, our working capital facility with Banamex, our five-year term U.S.$100.0 million loan facility and our Ps.800 million long-term credit agreement, see "Operating and Financial Review and Prospects -- Results of Operations -- Liquidity, Foreign Exchange and Capital Resources -- Refinancings" and " -- Indebtedness."

On May 17, 2004 we entered into a long-term credit agreement with Banamex for an aggregate amount of Ps.1,162.5 million which matures in 2009. The annual interest rate is 9.70%. See "Operating and Financial Review and Prospects -- Indebtedness."

Our transactions and arrangements with related parties are described under "Major Shareholders 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."

For a description of our joint venture agreement with Grupo Prisa, see "Information on the Company -- Business Overview -- Radio."

For a description of our acquisition of OCEN, see "Information on the Company -- Business Overview -- Other Businesses -- Sports and Show Business Promotions."

LEGAL PROCEEDINGS

On June 21, 2002, DTVLA WC, Inc., or DirecTV, drew down on a U.S.$10.0 million letter of credit that we issued in connection with our license agreement with DirecTV, relating to the 2002 Korea/Japan FIFA World Cup. DirecTV has claimed that we have breached certain black-out obligations in connection with our transmission of certain 2002 World Cup soccer matches. DirecTV simultaneously filed an arbitration claim for damages as a result of the alleged breach for an additional amount of U.S.$10.0 million. We believe that we have not violated the license agreement, and oppose the arbitration process and the claims asserted by DirecTV. In 2002, the United States District Court for the Central District of California ruled that this dispute must be resolved in arbitration and we appealed that decision to the Ninth Circuit Court of Appeals, which appeal is still pending. Notwithstanding our opposition to the arbitration process, we have consented to participate in the proceedings, under protest, and we are currently in the process of discovery. We cannot give you any assurances as to the outcome of the arbitration process.

In June 2003, we were notified by the Secretaria de Hacienda y Credito Publico, or the Mexican tax authority, of a federal tax claim made against us for approximately Ps.302.0 million plus approximately Ps.658.7 million of penalties and surcharges. The claim, which relates to an alleged assets tax liability for the year ended December 31, 1994, was originally brought by the Mexican tax authority in 1999, but was dismissed in 2002 on procedural grounds. We believe that this claim is without merit, and we are vigorously defending against this claim, although no assurances can be given as to the outcome of this dispute.

There are other various legal actions and other claims pending against us that are incidental to our ordinary course of our business. Our management does not consider these actions or claims to be material. See Note 13 to our year-end financial statements.

NEW YORK STOCK EXCHANGE CORPORATE GOVERNANCE STANDARDS

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 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 (Codigo de Mejores Practicas Corporativas), which was created in January 1999 by a group of Mexican business

leaders and was endorsed by the Mexican Banking and Securities Commission. See " -- 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 board of directors is not 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 shareholder that may have influence over our officers, as well as certain relationships between the company and the independent director, entities in which the independent director is a partner, director or employee and family members of the independent director. In addition, our bylaws broadens the definition of independent director. Our bylaws provide for an executive committee of our board of directors. The executive committee is currently composed of eight members, and there are no Mexican rules applicable 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 not required to have a nominating/corporate governance 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 Code's recommendation must disclose publicly why their practices differ from those recommended by the Code.
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. We are not required to satisfy the audit committee requirements of Rule 10A-3 under the Exchange Act until July 31, 2005.
Non-management directors must meet at 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 adopt and disclose a code of business conduct and ethics for directors, officers and employees, and promptly discuss 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 recently adopted a code of ethics which is available free of charge through our offices. See Item 16B "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.

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, 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 holder based on the holder'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 Shares;

- 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 shareholders, 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 A Shares, B Shares, L Shares and D 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 A Shares, B Shares, L Shares and D Shares as capital assets within the meaning of Section 1221 of the Internal Revenue 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 Internal Revenue Code of 1986, as amended, applicable 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 protocol, collectively referred to herein as the "tax treaty,"

and is subject to changes to those laws and the 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 in the deposit agreement and any related agreements will be performed in accordance with its terms.

As used in this section, the term "U.S. Holder" means a beneficial owner of CPOs, GDSs or underlying A Shares, B Shares, L Shares and D Shares that is, for U.S. federal income tax purposes:

- a citizen or individual resident of the United States;

- a corporation or partnership created or organized in or under the laws of the United States or of any political subdivision of the United States, other than a partnership treated as foreign under U.S. treasury regulations;

- an estate the income of which is included in gross income for U.S. federal income tax purposes regardless of source; or

- a trust, in general, if a U.S. court is able to exercise primary supervision over its administration and one or more U.S. persons have the authority to control all of its substantial decisions.

An individual may be treated as a resident of the United States in any calendar year for United States federal income tax purposes by being present in the U.S. 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 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 tax treaty;

- is an individual who has a substantial presence in the United

States;

- is entitled to the benefits of the tax treaty under the limitation on benefits provision contained in Article 17 of the 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 A Shares, B Shares, L Shares and D 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 underlying A Shares, B Shares, L Shares and D Shares represented by the GDSs and CPOs.

DIVIDENDS. Any distribution paid by us, including the amount of any Mexican taxes withheld, 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. Distributions that are treated as dividends received from us in taxable years beginning before January 1,

2009 by a non-corporate U.S. Holder who meets certain eligibility requirements will qualify for U.S. federal income taxation at a reduced rate of 15% 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 tax treaty or (ii) our ordinary Shares or GDSs are listed on an established securities market in the United States. As we are eligible for benefits under the tax treaty and our GDSs are traded on the New York Stock Exchange, we presently are a "qualified foreign corporation", and we generally expect to be a "qualified foreign corporation" during such 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 of such 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 ordinary Shares or GDSs for at least 61 days of the 120-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 Internal Revenue Code of 1986, as amended. Any days during which a U.S. Holder has diminished the U.S. Holder's risk of loss with respect to the ordinary Shares or GDSs (for example, by holding an option to sell such shares or GDSs) is 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.

U.S. Holders will not be entitled to claim a dividends received deduction for these dividends. To the extent, if any, that the amount of a distribution exceeds our current and/or accumulated earnings and B Shares, the distribution will first reduce the U.S. Holder's adjusted tax basis in its CPOs, GDSs or underlying A Shares, B Shares, L Shares and D Shares 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 CPOs, GDSs or the underlying A Shares, B Shares, L Shares and D Shares.

The U.S. Dollar value of any dividends 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, JPMorgan Chase Bank, 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 dividends paid in Pesos that are not converted into U.S. Dollars on the day the Pesos are received. Dividends distributed by us on CPOs, GDSs or shares underlying the CPOs generally will constitute foreign source "passive income" or, in the case of some U.S. Holders, "financial services income," for foreign tax credit purposes. There are legislative proposals pending in the U.S. Congress that, if enacted, effective for taxable years beginning after December 31, 2006, would treat such dividends that constitute "financial services income" under current law as "general category income" along with other foreign source income that is not "passive income" for foreign tax credit purposes.

Pro rata distributions of additional Shares to our shareholders (including U.S. Holders of GDSs) generally will not be subject to U.S. federal income tax.

Holders that are not U.S. Holders of CPOs, GDSs or underlying A Shares, B Shares, L Shares and D Shares will not be subject to U.S. federal income or withholding tax on dividends paid with respect to the CPOs, GDSs or the underlying A Shares, B Shares, L Shares and D Shares, unless the income is effectively connected with the conduct by the holder of a trade or business in the United States.

CAPITAL GAINS. Gain or loss recognized by a U.S. Holder on the sale or other taxable disposition of CPOs, GDSs or underlying A Shares, B Shares, L Shares and D 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 other taxable disposition and the U.S. Holder's adjusted tax basis in the CPOs, GDSs or underlying A Shares, B Shares, L Shares and D Shares. Such capital gain or loss generally will be long-term capital gain or loss if the CPOs, GDSs or underlying A Shares, B Shares, L Shares and D Shares have been held for more than one year at the time of disposition.

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 tax treaty. If capital gains are subject to Mexican taxation under the 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 other taxable disposition of CPOs, GDSs or underlying A Shares, B Shares, L Shares and D Shares generally will offset U.S. source income. Deposits and withdrawals of CPOs for GDSs and of underlying A Shares, B Shares, L Shares and D Shares for CPOs by U.S. Holders will not be subject to U.S. federal income tax.

A non-U.S. holder generally will not be subject to U.S. federal income tax on gain recognized on a disposition of our CPOs, GDSs or underlying A Shares, B Shares, L Shares and D Shares unless:

- the gain is effectively connected with the non-U.S. holder's conduct of a trade or business in the United States. In this case, the gain will generally be taxed on a net income basis at the regular graduated rates and in the manner applicable to U.S. persons and, if the non-U.S. holder is a foreign corporation, the "branch profits tax" may also apply; or

- the non-U.S. holder is an individual who holds CPOs, GDSs or underlying A Shares, B Shares, L Shares and D Shares as a capital asset, is present in the United States for 183 days or more in the taxable year of the disposition and meets other requirements.

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 A Shares, B Shares, L Shares and D Shares, and on proceeds from the sale or other disposition of CPOs, GDSs or underlying A Shares, B Shares, L Shares and D Shares, unless the U.S. Holder:

- is a corporation or comes within an exempt category; or

- provides a 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 furnished to the U.S. Internal Revenue Service. A Non-U.S. Holder may be required to comply with certification and identification procedures in order to establish its exemption from backup withholding.

TAX SHELTER DISCLOSURE REGULATIONS

U.S. Treasury regulations directed at tax shelter activity require persons filing U.S. federal income tax returns to disclose certain information if they participate in a "reportable transaction." A transaction will be a "reportable transaction" if it is described in any of several categories of transactions, which include transactions that are the same or substantially similar to a transaction identified in a public IRS pronouncement as a tax avoidance transaction (a "listed transaction"), transactions that result in the incurrence of a loss or losses exceeding certain thresholds, transactions that result in the existence of significant book-tax differences, transactions that result in the taxpayer claiming a tax credit if the asset giving rise to the tax credit is held by the taxpayer for 45 days or less and transactions that are offered under conditions of confidentiality. Each holder of CPOs, GDSs, or underlying A Shares, B Shares, L Shares or D Shares should consult with their tax advisors concerning such possible disclosure obligations. There are legislative proposals pending in the U.S. Congress that, if enacted, would impose significant penalties for failure to comply with these disclosure requirements.

MEXICAN TAXES

GENERAL. The following is a summary of the anticipated material Mexican tax consequences of the purchase, ownership and disposition of CPOs, GDSs or underlying A Shares, B Shares, L Shares and D Shares by a person that is not a resident of Mexico, as defined below.

U.S. Holders should consult with their own tax advisors as to their entitlement to benefits afforded by the tax treaty between the U.S. and Mexico. 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 shares underlying the CPOs. 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. This discussion is for general information purposes only and is based upon the federal tax laws of Mexico as in effect on the date of this annual report, which are subject to change, including:

- the Mexican Income Tax Law, Federal Tax Code, and

- the tax treaty.

Holders should consult their own tax advisors as to U.S., Mexican or other tax consequences of the purchase, ownership and disposition of CPOs, GDSs or underlying A Shares, B Shares, L Shares and D Shares.

As of January 1, 2004, the following principles apply regarding residency, for Mexican income tax purposes:

- a natural person may be treated as a resident of Mexico if he or she has established his or her home in Mexico, but if he or she has homes both in Mexico and abroad, such person's residence for tax purposes shall be considered to be in Mexico when such individual's center of vital interests is located in Mexico.

  The center of vital interests of an individual' is located in Mexico, among other cases, when more than 50% of that person's total income in a calendar year originates from a source of wealth located in Mexico or when the main center of that person's professional activities is located in Mexico;

- a legal entity is a resident of Mexico if it is established under Mexican law, or it has established in Mexico its main place of management;

- a Mexican citizen is presumed to be a resident of Mexico unless he or she can demonstrate otherwise; and

- a permanent establishment in Mexico of a foreign individual or entity shall be required to pay taxes in Mexico in accordance with applicable law for income attributable to such permanent establishment.

DIVIDENDS. Dividends, either in cash or in any other form, paid with respect to the shares underlying the CPOs, including those CPOs represented by GDSs, will not be subject to Mexican withholding tax.

When dividends are paid from our "previously taxed net earnings account," or "cuenta de utilidad fiscal neta," we will not be required to pay any Mexican corporate income tax on the dividends. When such dividends are paid from our "reinvested net tax earnings account," or "cuenta de utilidad fiscal neta reinvertida," we will be required to pay a 5% Mexican corporate tax on the dividends multiplied by 1.5385 (as applicable through 2004). If dividends are not paid from either our "previously taxed net earnings account" or our "reinvested net tax earnings account" we will be required to pay a 34% Mexican corporate income tax on the dividends multiplied by 1.4925. As of January 1, 2002, Mexican entities may no longer defer 5% of their corporate income tax on reinvested earnings. However, under applicable transition rules, when paying dividends, Mexican entities with a positive balance in their "reinvested net tax earnings account" corresponding to taxes deferred for earnings obtained in 1999, 2000 and 2001, must pay such deferred tax before comparing the dividend to the "previously taxed net earnings account."

As a result of changes to the Mexican tax law effective January 1, 2002, the corporate income tax rate will be gradually reduced to 32%. For 2003 the applicable corporate income tax rate was 34%, 33% for 2004, and will be 32% in 2005.

SALES OR OTHER DISPOSITIONS. Deposits and withdrawals of CPOs for GDSs and of underlying A Shares, B Shares, L Shares and D Shares for CPOs will not give rise to Mexican tax or transfer duties.

Generally, the sale or other disposition of CPOs, GDSs or underlying A Shares, L Shares and D Shares will not be subject to any Mexican tax if:

- the sale is carried out through the Mexican Stock Exchange (or a recognized securities market located in a country with which Mexico has entered into a tax treaty); and

- the Ministry of Finance and Public Credit considers such securities to be publicly held.

Sales or other dispositions of CPOs, GDSs or underlying A Shares, B Shares, L Shares and D Shares made in other circumstances would be subject to Mexican income tax. However, under the tax treaty, any U.S. Holder that is eligible to claim the benefits of the 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 or such other approved securities markets. The U.S. Holder will be exempt under the 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 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, L Shares and D Shares. However, a gratuitous transfer of CPOs, GDSs or underlying A Shares, B Shares, L Shares and D 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, L Shares and D 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.

We are subject to the informational requirements of the Exchange Act and, in accordance with these requirements, file reports and other information with the SEC. These reports and other information, as well as any related exhibits and schedules, may be inspected, without charge, at the public reference facility maintained by the SEC at Room 1024, Judiciary Plaza, 450 Fifth Street, N.W., Washington, D.C. 20549, and at the SEC's regional offices located at the Woolworth Building, 233 Broadway, 13th Floor, New York, New York, 10007 and Citicorp Center, 500 West Madison Street, Suite 1400 Chicago, Illinois 60661-2511. Copies of these reports and other information may also be obtained from the Public Reference Section of the SEC at 450 Fifth Street, N.W., Washington, D.C. 20549, at prescribed rates. These reports and other information may also be inspected at the offices of the New York Stock Exchange, 20 Broad Street, New York, New York 10005.

We furnish JPMorgan Chase Bank, the depositary for our GDSs, with annual reports in English. These reports contain audited consolidated financial statements that have been prepared in accordance with Mexican GAAP, and include reconciliations of net income and stockholders' equity to U.S. GAAP. 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 shareholders' 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 U.S.

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 interest rate changes, foreign currency fluctuations, inflation and changes in the market value of investments. 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 a Mexican GAAP basis in constant Pesos in purchasing power as of December 31, 2003.

RISK MANAGEMENT. We are exposed to market risks arising from changes in interest rates, inflation and foreign currency exchange 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 (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 optimal liability's interest rate "mix" between floating and fixed rate debt.

Foreign 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, consisting primarily of investments in both domestic and foreign affiliates, as long-term assets.

In compliance with the procedures and controls established by our Risk Management Committee, in 2002 and 2003 we entered into certain derivative financial instrument transactions in order to manage our exposure to market risks resulting from changes in foreign exchange rates, interest rates and the price of our common stock. Our objective in managing foreign currency fluctuations is to reduce earnings and cash flow volatility associated with foreign exchange rate changes. As a result of the appreciation of the Peso against the U.S. dollar during 2001, we incurred losses in connection with certain forward exchange contracts entered into in 1999. We do not enter into foreign currency or interest rate transactions for trading or speculative purposes. See Note 9 to our year-end financial statements.

We did not enter into any financial instruments during 2001. In connection with the Senior Notes due 2005, in the third quarter of 2002 we entered into currency option agreements with a financial institution on a notional amount of U.S.$100 million. Under these agreements, and subject to the exercise of the options by us and the financial institution, as well as the payment of related premiums by us for approximately U.S.$11.8 million in April 2004, the parties will exchange related U.S. dollars and Mexican pesos at fixed exchange rates in October 2005. We have recorded the change in fair value of these agreements from inception through December 31, 2003 in the integral cost of financing (foreign exchange gain or loss). In May 2004, we terminated this hedge early by pre-paying a net amount of U.S.$2.7 million. In addition, in October 2002, April 2003 and June 2003, we entered into option contracts to exchange interest rates with a financial institution on a notional amount of U.S.$200 million, and received premiums in cash for an amount of approximately U.S.$3.4 million which were being amortized through the maturity of these Senior Notes. We have recorded the change in fair value of these agreements, together with the amortization of related premiums, from inception through December 31, 2003 in the integral cost of financing (interest expense). In February and August 2003, the financial institution declined to exercise these options and we recognized the benefit of unamortized premiums. In February 2004, the financial institution exercised the option to enter into a interest rate swap to receive amounts based on a variable interest rate in exchange for amounts based on fixed interest rates over the life of the agreement.

In connection with the Senior Notes due 2011, in the fourth quarter of 2002 we entered into an interest rate swap agreements with a financial institution on a notional amount of U.S.$100 million. These agreements involve the exchange of amounts based on a fixed interest rate for amounts based on variable interest rates over the life of the agreement, without an exchange of the notional amount upon which the payments are based. We have recorded

the change in fair value of these agreements from inception through December 31, 2003 in the integral cost of financing (interest expense). We terminated these arrangements in early June 2003, and recognized a net gain on these contracts in the amount of U.S.$5.5 million.

In the third quarter of 2002 and the first quarter of 2003, we entered into agreements to sell share put options to a financial institution and received premiums in cash for approximately U.S.$2.2 million. These put options were exercisable in April and July 2003. We have recorded the change in fair value of these agreements together with related premiums, in other income or expense. These agreements expired unexercised by the financial institution in April and July 2003 and we recognized the benefit of unamortized premiums.

Effective March 1, 2002, we designated our equity investment in Univision as an effective hedge of the U.S. Dollar principal amount with respect to both our 8% Senior Notes due in 2011 and our 8.5% Senior Notes due 2032 (see Notes 1(c) and 8 to our year-end financial statements). For so long as we maintain our net investment in Univision as an effective hedge against these principal amounts, any foreign exchange gain or loss attributable to our 8% Senior Notes due 2011 and 8.5% Senior Notes due 2032 will be credited or charged directly to equity (other comprehensive income or loss: foreign currency translation) for Mexican GAAP purposes.

In March 2004, we entered into several derivatives transactions to hedge certain risks related to our indebtedness:

o Inflation swaps. We entered into transactions to fix the inflation rate on the principal amount of the UDI denominated medium-term notes due 2007. On average we fixed the inflation rate at an annual rate of approximately 4.06%.

0 Currency coupon swaps. In connection with the Senior Notes due 2011 and 2032, we entered into several transactions that allow us to hedge the risk of currency fluctuations on the interest payments on the Senior Notes due 2011 and 2032 for a period of 5 years. As of May 31, 2004, such transactions correspond to interest payments on U.S.$315 million of the principal amount of the Senior Notes due 2011 and 2032.

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 exchange rates and debt and equity market prices as they affect our financial instruments at December 31, 2002 and 2003. 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%, 10%, 10% and 5%, respectively. 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 DECEM	
	2002	2003
	(MILLIONS OF PESOS IN PURCH DECEMBER 31, 2003 OR MILLIONS O	
ASSETS:		
Temporary investments(2)............................	Ps. 7,458.9	Ps.11,891.8
LIABILITIES:		
U.S. DOLLAR-DENOMINATED DEBT:........................		
Long-term debt securities(3)...................	Ps. 836.9	Ps. 68.3
Five-year U.S.$100.0 million term loan(4)......	1,088.0	1,034.1
Senior Notes due 2005(5).......................	2,337.1	2,461.9
Senior Notes due 2011(6).......................	3,276.1	3,926.5
Senior Notes due 2032(7)	3,152.8	3,550.2
MEXICAN PESO-DENOMINATED DEBT:......................		
UDI-denominated long-term loan facility(8).....	3,914.6	4,120.3
Long-term notes payable to Mexican Bank(9).....	510.6	844.3

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(1) Peso amounts have been converted to U.S. Dollars solely for the

convenience of the reader at a nominal exchange rate of Ps.11.225 per U.S. Dollar, the Interbank Rate as of December 31, 2003.

(2) At December 31, 2003, our temporary investments consisted of fixed rate short-term deposits in commercial banks (primarily Peso- and U.S. Dollar-denominated in 2002 and 2003). 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, 2003, fair value exceeded the carrying value of those debt securities by approximately Ps.8.4 million (U.S.$0.7 million). The increase in the fair value of a hypothetical 10% increase in the estimated market price of those debt securities would amount to Ps.15.2 million (U.S.$1.4 million) at December 31, 2003.

(4) At December 31, 2003, carrying value exceeded the fair value of amounts outstanding under this loan by approximately Ps.88.4 million (U.S.$7.9 million). A hypothetical 10% increase in U.S. interest rates would increase the fair value of amounts outstanding under this loan by approximately Ps.15.0 million (U.S.$1.4 million) at December 31, 2003.

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(5) At December 31, 2003, fair value exceeded carrying value of these notes by approximately Ps.216.9 million (U.S.$19.2 million). The increase in the fair value of these notes of a hypothetical 10% increase in the quoted market price of these notes would amount to approximately Ps.463.0 million (U.S.$41.2 million) at December 31, 2003.

(6) At December 31, 2003, fair value exceeded carrying value of these notes by approximately Ps.559.0 million (U.S.$49.8 million). The increase in the fair value of these notes of a hypothetical 10% increase in the quoted market price of these notes would amount to approximately Ps.951.7 million (U.S.$84.8 million) at December 31, 2003.

(7) At December 31, 2003, fair value exceeded carrying value of these notes by approximately Ps.182.7 million (U.S.$16.3 million). The increase in the fair value of these notes of a hypothetical 10% increase in the quoted market price of these notes would amount to approximately Ps.537.7 million (U.S.$47.9 million) at December 31, 2003.

(8) At December 31, 2003, fair value exceeded carrying value of amounts outstanding under this loan by approximately Ps.480.0 million (U.S.$42.8 million). At December 31, 2003, a hypothetical 10% increase in the Mexican inflation rate to 4.38% for the year 2004 would increase principal amounts outstanding under this UDI-denominated long term loan facility by approximately Ps.892.0 million (U.S.$79.5 million). An inflation rate of 3.00% is forecasted by the Mexican government for 2004.

(9) At December 31, 2003, fair value exceeded carrying value of these notes by approximately Ps.44.3 million (U.S.$3.9 million). At December 31, 2003, a hypothetical 10% increase in Mexican interest rates would increase the fair value of these notes by approximately Ps.128.4 million (U.S.$11.5 million).

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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 DECEM
	2002
	(IN MILLIONS OF U.S
U.S. Dollar-denominated short-term investments and long-term notes receivable	U.S.$ 577.3
U.S. Dollar-denominated senior debt securities and other notes payable	1,239.9
	662.6
Derivative instruments, net	1.2
Net liability position	U.S.$ 663.8

At December 31, 2003, a hypothetical 5.0% depreciation in the U.S. Dollar to Peso exchange rate would result in a loss in earnings of Ps.72.4 million and an increase in other comprehensive loss of Ps.336.7 million. This depreciation rate is based on the December 31, 2004 forecast of the U.S. Dollar to Peso exchange rate for 2004 by the Mexican government for such year.

ITEM 12. DESCRIPTION OF SECURITIES OTHER THAN EQUITY SECURITIES

Not applicable.

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

We carried out an evaluation, under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures as of December 31, 2003. Based on this evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures are effective to ensure that information required to be disclosed in our periodic filings under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms.

There have been no significant changes in our internal controls over financial reporting identified in connection with the evaluation above during the period covered by this Annual Report that has materially affected, or is reasonably likely to materially affect, our internal controls over financial reporting.

PART III

ITEM 16A. AUDIT COMMITTEE FINANCIAL EXPERT

Our board of directors has determined that Mr. Francisco Jose Chevez Robelo is our audit committee financial expert. Mr. Francisco Jose Chevez Robelo is "independent" and meets the requisite qualifications as defined in Item 16A of Form 20-F, who serves on its audit committee.

ITEM 16B. 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.
Avenida Vasco de Quiroga
No. 2000,
Colonia Santa Fe, 01210 Mexico, D.F., Mexico.
Telephone: (52) (55) 5261-2000.

ITEM 16C. PRINCIPAL ACCOUNTANT FEES AND SERVICES

PricewaterhouseCoopers acted as our independent auditor for the fiscal years ended December 31, 2002 and 2003.

The chart below sets forth the total amount billed by our independent auditors for services performed in the years 2002 and 2003, and breaks down these amounts by category of service:

	2002	2003
	(MILLIONS OF PESOS IN PURCHASING POWER AS OF DECEMBER 31, 2003)	
Audit Fees......................	Ps. 34.3	Ps. 30.7
Audit-Related Fees..............	5.5	1.8
Tax Fees........................	4.7	6.4
Other Fees......................	-	-
Total...........................	Ps. 44.5	Ps. 38.9

"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 the financial statements of certain of our DTH joint ventures, assistance in financial due diligence in connection with the disposal of our Music Recording segment, as well as advisory services associated with our financial reporting.

"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.

We have introduced procedures for the review and pre-approval of any services performed by PricewaterhouseCoopers. The procedures require that all proposed engagements of PricewaterhouseCoopers 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 2003, none of the services provided to us by our external auditors were approved by our audit committee pursuant to the de minimus exception to the pre-approval requirement provided by paragraph (c)(7)(i)(C) of Rule 2-01 of Regulation S-X.

PART IV

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-111, which are incorporated herein by reference.

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ITEM 19. EXHIBITS

Documents filed as exhibits to this annual report appear on the following page.

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(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 16, 2004.
2.1--	Indenture relating to the 11 7/8% Series B Senior Notes, dated as of May 13, 1996, between the Registrant, as Issuer, and Fleet National Bank, as Trustee (previously filed with the Securities and Exchange Commission as Exhibit 4.7 to the Form F-3 and incorporated herein by reference).
2.2--	Supplemental Indenture relating to the 11 7/8% Series B Senior Notes, dated as of April 11, 2000, between the Registrant, as Issuer, and State Street Bank and Trust (as successor in interest to Fleet National Bank), as Trustee (previously filed with the Securities and Exchange Commission as Exhibit 2.5 to the 1999 Form 20-F and incorporated herein by reference).
2.3--	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 (the "2000 Form F-4"), and incorporated herein by reference).
2.4--	First Supplemental Indenture relating to the 8 5/8% Senior Notes due 2005, dated as of August 8, 2000, between the Registrant, as Issuer, and The Bank of New York and Banque Internationale a Luxembourg, S.A. (previously filed with the Securities and Exchange Commission as Exhibit 4.2 to the 2000 Form F-4 and incorporated herein by reference).
2.5--	Second Supplemental Indenture relating to the 8 5/8% Senior Exchange Notes due 2005, dated as of January 19, 2001, between the Registrant, as Issuer, and the Bank of New York and Banque Internationale a Luxembourg, S.A. (previously filed with the Securities and Exchange Commission as Exhibit 4.3 to the 2000 Form F-4 and incorporated herein by reference).
2.6--	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 a 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).
2.7--	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 a Luxembourg (previously filed with the Securities Exchange Commission as Exhibit 4.5 to the Registrant's Registration Statement on

EXHIBIT NUMBER	DESCRIPTION OF EXHIBITS
	Form F-4 (the "2002 Form F-4") and incorporated herein by reference).
2.8--	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 a Luxembourg (previously filed with the Securities and Exchange Commission as Exhibit 4.5 to the 2001 Form F-4 and incorporated herein by reference).
2.9--	Form of Deposit Agreement between the Registrant, JPMorgan Chase Bank, 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 333-99195) (the "Form F-6") 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, (the "1993 Form F-4") and incorporated herein by reference).
4.2--	Agreement of General Partnership of Sky Multi-Country Partners, dated as of October 24, 1997, among DTH USA, Inc., SESLA, Inc., Televisa MCOP Holdings, Inc. and TCI Multicountry DTH, Inc (previously filed with the Securities and Exchange Commission as Exhibit 10.3 to the Form F-3 and incorporated herein by reference).
4.3--	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 (the "2001 Form 20-F") and incorporated herein by reference).
4.4--	Amended and Restated Program License Agreement, dated as of December 19, 2001, by and between Productora de Teleprogramas, S.A. de C.V. and Univision Communications Inc. ("Univision") (previously filed with the Securities and Exchange Commission as Exhibit 10.7 to the 2001 Form F-4 and incorporated herein by reference).

EXHIBIT NUMBER	DESCRIPTION OF EXHIBITS
4.5--	Participation Agreement, dated as of October 2, 1996, by and among Univision, Perenchio, the Registrant, Venevision and certain of their respective affiliates (previously filed with the Securities and Exchange Commission as Exhibit 10.8 to Univision's Registration Statement on Form S-1 (File number 333-6309) (the "Univision Form

S-1") and incorporated herein by reference).

4.6-- Amended and Restated International Program Rights Agreement, dated as of December 19, 2001, by and among Univision, Venevision and the Registrant (previously filed with the Securities and Exchange Commission as Exhibit 10.9 to the 2001 Form F-4 and incorporated herein by reference).

4.7-- Co-Production Agreement, dated as of March 27, 1998, between the Registrant and Univision Network Limited Partnership (previously filed with the Securities and Exchange Commission as an Exhibit to Univision's Annual Report on Form 10-K for the year ended December 31, 1997 and incorporated herein by reference).

4.8-- Summary of Termination of Joint Venture Agreement between the Registrant and America Movil, S.A. de C.V. (successor in interest to Telefonos de Mexico, S.A. de C.V.), dated as of April 7, 2002 (previously filed with the Securities and Exchange Commission as Exhibit 4.8 to the 2001 Form 20-F and incorporated herein by reference).

4.9-- Amended and Restated Bylaws (Estatutos Sociales) of Innova, S. de R.L. de C.V. , dated as of December 22, 1998 (previously filed with the Securities and Exchange Commission as an Exhibit to the 1998 Form 20-F and incorporated herein by reference).

4.11-- U.S.$100,000,000 Credit Agreement, dated as of December 21, 2001, among the Registrant, JPMorgan Chase Bank, J.P. Morgan Securities Inc. and Salomon Smith Barney Inc. (previously filed with the Securities and Exchange Commission as Exhibit 10.4 to the 2001 Form F-4 and incorporated herein by reference).

EXHIBIT NUMBER	DESCRIPTION OF EXHIBITS

4.12-- Summary of Joint Venture Agreement between the Registrant and Promotora de Informaciones, S.A., dated as of October 14, 2001 (previously filed with the Securities and Exchange Commission as Exhibit 4.13 to the 2001 Form 20-F and incorporated herein by reference).

4.13-- 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 Mexico, S.A., as trustee of Trust No. 14520-1, Nacional Financiera, S.N.C., as trustee of Trust No. 80375, Emilio Azcarraga Jean, Promotora Inbursa, S.A. de C.V., Maria Asuncion Aramburuzabala Larregui, Lucrecia Aramburuzabala Larregui de Fernandez, Maria de las Nieves Fernandez Gonzalez, Antonino Fernandez Rodriguez, Carlos Fernandez Gonzalez, Grupo Televisa, S.A. 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).

8.1-- List of Subsidiaries of Registrant.

12.1-- CEO Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, dated June 30, 2004.

12.2-- CFO Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, dated June 30, 2004.

13.1-- CEO Certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, dated June 30, 2004.

13.2-- CFO Certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, dated June 30, 2004.

(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.

Date: June 30, 2004 GRUPO TELEVISA, S.A.

By: /s/ Rafael Carabias Principe

Name: Rafael Carabias Principe

Title: Vice President of Administration

By: /s/ Jorge Lutteroth Echegoyen

Name: Jorge Lutteroth Echegoyen

Title: Controller and Vice President

INDEX TO CONSOLIDATED FINANCIAL STATEMENTS OF
GRUPO TELEVISA, S.A. AND SUBSIDIARIES

INDEX TO CONSOLIDATED FINANCIAL STATEMENTS OF
INNOVA S. DE R.L. AND SUBSIDIARIES

INDEX TO CONSOLIDATED FINANCIAL STATEMENTS OF
SKY MULTI-COUNTRY PARTNERS

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Mexico, D.F., February 25, 2004

To the Stockholders of Grupo Televisa, S.A.:

We have audited the accompanying consolidated balance sheets of Grupo Televisa, S.A. and its subsidiaries as of December 31, 2002 and 2003, and the related consolidated statements of income, changes in stockholders' equity and changes in financial position for the years ended December 31, 2001, 2002 and 2003. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with generally accepted auditing standards in Mexico and with the standards of the Public Company Accounting Oversight Board (United States of America). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Grupo Televisa, S.A. and its subsidiaries at December 31, 2002 and 2003, and the results of their operations, the changes in their stockholders' equity and the changes in their financial position for the years ended December 31, 2001, 2002 and 2003, in conformity with accounting principles generally accepted in Mexico.

Accounting principles generally accepted in Mexico vary in certain significant respects from accounting principles generally accepted in the United States of America. The application of the latter would have affected the determination of the consolidated net income for each of the three years ended December 31, 2001, 2002 and 2003, and the determination of consolidated stockholders' equity at December 31, 2002 and 2003, to the extent summarized in Note 26 to the consolidated financial statements.

PRICEWATERHOUSECOOPERS

/s/ Felipe Perez Cervantes, C.P.C

FELIPE PEREZ CERVANTES, C.P.C

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GRUPO TELEVISA, S.A. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS
AS OF DECEMBER 31, 2002 AND 2003
(IN THOUSANDS OF MEXICAN PESOS IN PURCHASING POWER AS OF DECEMBER 31, 2003)
(NOTES 1 AND 2)

		2002
ASSETS		
Current:		
Available:		
Cash		Ps. 1,677,3
Temporary investments		7,458,8
		9,136,2
Trade notes and accounts receivable - net	(Note 3)	9,879,9
Other accounts and notes receivable - net		902,3
Due from affiliated companies - net	(Note 17)	2,9
Transmission rights and programming	(Note 4)	3,556,1
Inventories		528,9
Other current assets		447,2
Total current assets		24,453,
Transmission rights and programming	(Note 4)	5,029,8
Investments	(Note 5)	3,153,7
Property, plant and equipment - net	(Note 6)	15,953,3
Goodwill and other intangible assets - net	(Note 7)	9,694,6
Other assets	(Note 11)	372,8
Total assets		Ps. 58,658,0

The accompanying notes are an integral part of these consolidated financial statements.

GRUPO TELEVISA, S.A. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS
AS OF DECEMBER 31, 2002 AND 2003
(IN THOUSANDS OF MEXICAN PESOS IN PURCHASING POWER AS OF DECEMBER 31, 2003)
(NOTES 1 AND 2)

		2002
LIABILITIES		
Current:		
Current portion of long-term debt	(Note 8)	Ps. 1,289,1
Trade accounts payable		2,317,9
Customer deposits and advances		12,008,6
Taxes payable		921,6
Accrued interest		319,6
Other accrued liabilities		848,9
Total current liabilities		17,706,1
Long-term debt	(Note 8)	13,875,8
Customer deposits and advances		211,7

Other long-term liabilities....................................		790,6
Deferred taxes...	(Note 21)	2,116,8
DTH joint ventures...	(Note 10)	1,710,6
Pension plans and seniority premiums...........................	(Note 11)	73,6
Total liabilities..		36,485,6
Commitments and contingencies..................................	(Note 12)	
STOCKHOLDERS' EQUITY		
Majority interest:		
Capital stock, no par value:	(Note 13)	
Issued..		7,916,6
Repurchased...		(254,8
Outstanding...		7,661,7
Additional paid-in capital................................		225,0
		7,886,7
Retained earnings:	(Note 14)	
Legal reserve...		1,231,1
Reserve for repurchase of shares......................		5,736,2
Unappropriated earnings...............................		10,602,4
Net income for the year...............................		767,1
		18,336,9
Accumulated other comprehensive loss......................	(Note 15)	(5,236,2
		13,100,7
Total majority interest................................		20,987,5
Minority interest..	(Note 16)	1,184,8
Total stockholders' equity.............................		22,172,4
Total liabilities and stockholders' equity.............		Ps. 58,658,0

The accompanying notes are an integral part of these consolidated financial statements.

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GRUPO TELEVISA, S.A. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF INCOME
FOR THE YEARS ENDED DECEMBER 31, 2001, 2002 AND 2003
(IN THOUSANDS OF MEXICAN PESOS IN PURCHASING POWER AS OF DECEMBER 31, 2003,
EXCEPT PER CPO AMOUNTS)
(NOTES 1 AND 2)

		2001	2002
Net sales.................................	(Note 25)	Ps. 21,612,121	Ps. 22,416,57

Cost of sales		12,575,482	12,911,89
Gross profit		9,036,639	9,504,68
Operating expenses:			
Selling		1,636,661	1,752,57
Administrative		1,479,931	1,409,52
		3,116,592	3,162,09
Depreciation and amortization		1,407,883	1,507,33
Operating income	(Note 25)	4,512,164	4,835,25
Integral cost of financing - net	(Note 18)	454,292	637,34
Restructuring and non-recurring charges	(Note 19)	597,176	875,34
Other expense - net	(Note 20)	722,102	2,218,93
Income before taxes		2,738,594	1,103,62
Income tax and assets tax	(Note 21)	570,530	306,99
Employees' profit sharing	(Note 21)	23,626	4,25
		594,156	311,25
Income before equity in results of affiliates, results from discontinued operations and cumulative loss effect of accounting change		2,144,438	792,37
Equity in (losses) earnings of affiliates - net	(Note 5)	(573,816)	(1,201,77
Income (loss) from discontinued operations - net	(Note 22)	14,622	1,105,01
Cumulative loss effect of accounting change - net	(Note 1(p))	(76,320)	-
Consolidated net income		1,508,924	695,60
Minority interest	(Note 16)	(29,988)	71,57
Net income	(Note 14)	Ps. 1,478,936	Ps. 767,17
Net income per CPO	(Note 23)	Ps. 0.51	Ps. 0.2

The accompanying notes are an integral part of these consolidated financial statements.

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GRUPO TELEVISA, S.A. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2001, 2002 AND 2003
(IN THOUSANDS OF MEXICAN PESOS IN PURCHASING POWER AS OF DECEMBER 31, 2003)
(NOTES 1 AND 2)

ACCUMULATED

	CAPITAL STOCK (NOTE 13)	ADDITIONAL PAID-IN CAPITAL	RETAINED EARNINGS (NOTE 14)	OTHER COMPREHENSIVE (LOSS) INCOME (NOTE 15)
BALANCE AT JANUARY 1, 2001	Ps. 7,713,427	Ps. 224,647	Ps.16,321,391	Ps.(5,132,095)
Repurchase of capital stock	(44,857)	--	(198,804)	--
Increase in minority interest	--	--	--	--
Comprehensive income (loss)	--	--	1,478,936	(851,381)
BALANCE AT DECEMBER 31, 2001	7,668,570	224,647	17,601,523	(5,983,476)
Shares issued	35	391	--	--
Repurchase of capital stock	(6,854)	--	(31,717)	--
Increase in minority interest	--	--	--	--
Comprehensive income	--	--	767,176	747,270
BALANCE AT DECEMBER 31, 2002	7,661,751	225,038	18,336,982	(5,236,206)
Dividends	--	--	(571,871)	--
Repurchase of capital stock	(460,029)	--	(4,192,346)	--
Sale of capital stock under stock option plan	13,002	--	58,697	--
Shares issued	372,995	3,650,380	--	--
Decrease in minority interest	--	--	--	--
Comprehensive income	--	--	3,596,603	2,992,687
BALANCE AT DECEMBER 31, 2003	Ps. 7,587,719	Ps. 3,875,418	Ps.17,228,065	Ps.(2,243,519)

	TOTAL MAJORITY INTEREST	MINORITY INTEREST (NOTE 16)	TOTAL STOCKHOLDERS' EQUITY
BALANCE AT JANUARY 1, 2001	Ps.19,127,370	Ps. 1,051,730	Ps.20,179,100
Repurchase of capital stock	(243,661)	--	(243,661)
Increase in minority interest	--	20,714	20,714
Comprehensive income (loss)	627,555	--	627,555
BALANCE AT DECEMBER 31, 2001	19,511,264	1,072,444	20,583,708
Shares issued	426	--	426
Repurchase of capital stock	(38,571)	--	(38,571)
Increase in minority interest	--	112,447	112,447
Comprehensive income	1,514,446	--	1,514,446
BALANCE AT DECEMBER 31, 2002	20,987,565	1,184,891	22,172,456
Dividends	(571,871)	--	(571,871)
Repurchase of capital stock	(4,652,375)	--	(4,652,375)
Sale of capital stock under stock option plan	71,699	--	71,699
Shares issued	4,023,375	--	4,023,375
Decrease in minority interest	--	(106,247)	(106,247)
Comprehensive income	6,589,290	--	6,589,290
BALANCE AT DECEMBER 31, 2003	Ps.26,447,683	Ps. 1,078,644	Ps.27,526,327

The accompanying notes are an integral part of these consolidated financial statements.

GRUPO TELEVISA, S.A. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CHANGES IN FINANCIAL POSITION
FOR THE YEARS ENDED DECEMBER 31, 2001, 2002 AND 2003
(IN THOUSANDS OF MEXICAN PESOS IN PURCHASING POWER AS OF DECEMBER 31, 2003)
(NOTES 1 AND 2)

	2001	2002
Operating activities:		
Net income	Ps. 1,478,936	Ps. 767,17
Adjustments to reconcile net income to resources provided by (used for) operating activities:		
Equity in losses (earnings) of affiliates	573,816	1,201,77
Minority interest	29,988	(71,57
Depreciation and amortization	1,407,883	1,507,33
Write-off of long-lived assets and other amortization	582,509	1,653,64
Deferred taxes	(185,673)	(627,34
Loss (gain) on disposition of affiliates	--	12,99
Cumulative loss effect of accounting change	76,320	-
(Income) loss from discontinued operations	(14,622)	(1,105,01
	3,949,157	3,339,00
Changes in operating assets and liabilities:		
(Increase) decrease in:		
Trade notes and accounts receivable - net	(694,816)	(306,60
Transmission rights and programming	674,892	(154,53
Inventories	(162,410)	56,34
Other accounts and notes receivable and other current assets	(385,172)	622,52
Increase (decrease) in:		
Customer deposits and advances	494,541	349,79
Trade accounts payable	(155,199)	150,69
Other liabilities, taxes payable and deferred taxes	(774,027)	1,255,97
Pension plans and seniority premiums	30,737	19,03
	(971,454)	1,993,23
Resources provided by continuing operations	2,977,703	5,332,23
Resources provided by discontinued operations	11,180	-
Resources provided by operating activities	2,988,883	5,332,23
Financing activities:		
Issuance of Senior Notes	3,026,097	3,264,03
Other decrease in debt-net	(1,441,605)	(2,556,29
Repurchase of capital stock	(243,661)	(38,57

Series "A" Shares of capital stock issued.................	--	42
Dividends paid..	--	-
Minority interest...	(9,274)	184,01
Translation effect..	(349,378)	(253,66
Resources provided by (used for) financing activities.....	982,179	599,94

	2001	2002
Investing activities:		
Due from affiliated companies -- net......................	(18,287)	513,60
Investments	(5,182,298)	1,614,69
Disposition of investments................................	252,765	750,06
Investments in property, plant and equipment..............	(1,471,339)	(1,407,76
Disposition of property, plant and equipment..............	569,604	108,76
Disposition of discontinued operations....................	--	2,277,06
Goodwill and other intangible assets-net..................	(679,270)	(6,839,38
Other assets..	80,986	4,78
Resources used for investing activities...................	(6,447,839)	(2,978,17
Net (decrease) increase in cash and temporary investments..	(2,476,777)	2,954,00
Cash and temporary investments at beginning of year........	8,658,986	6,182,20
Cash and temporary investments at end of year.............	Ps. 6,182,209	Ps. 9,136,21

The accompanying notes are an integral part of these consolidated financial statements.

GRUPO TELEVISA, S.A. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2001, 2002 AND 2003
(IN THOUSANDS OF MEXICAN PESOS IN PURCHASING POWER AS OF DECEMBER 31, 2003, EXCEPT PER CPO, PER SHARE AND EXCHANGE RATE AMOUNTS)

1. ACCOUNTING POLICIES

The principal accounting policies followed by Grupo Televisa, S.A. (the "Company") and its consolidated subsidiaries (collectively, the "Group") and observed in the preparation of these consolidated financial statements are summarized below.

a) Basis of presentation

The financial statements of the Group are presented on a consolidated basis and in accordance with accounting principles generally accepted in Mexico

("Mexican GAAP"), and accordingly, include the recognition of the effects of inflation on financial information. The consolidated financial statements include the net assets and results of operations of all companies in which the Company has a controlling interest (subsidiaries). All significant intercompany balances and transactions have been eliminated from the financial statements.

The preparation of financial statements in conformity with Mexican GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the dates of the financial statements and the reported amounts of revenues and expenses during the reporting periods. Actual results could differ from those estimates.

b) Members of the Group

At December 31, 2003, the Group consisted of the Company and various subsidiaries, including the following:

	COMPANY'S OWNERSHIP (1)	BUS
Telesistema Mexicano, S.A. de C.V. and subsidiaries	100%	Televi Progra Progra
Television Independiente de Mexico, S.A. de C.V. and subsidiaries	100%	Televi
Editorial Televisa, S.A. de C.V. and subsidiaries	100%	Publis
Grupo Distribuidoras Intermex, S.A. de C.V. and subsidiaries	100%	Publis
Empresas Cablevision, S.A. de C.V. and subsidiaries	51%	Cable
Sistema Radiopolis, S.A. de C.V. and subsidiaries	50%	Radio
Corporativo Vasco de Quiroga, S.A. de C.V. and subsidiaries	100%	Other
CVQ Espectaculos, S.A. de C.V. and subsidiaries	100%	Other
Galavision DTH, S. de R.L. de C.V.	100%	DTH (4

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(1) Percentage of equity interest directly held by the Company in the holding subsidiary.

(2) See Note 25 for a description of each of the Company's business segments.

(3) In April 2002, the minority shareholder of Empresas Cablevision, S.A. de C.V. ("Cablevision"), the subsidiary through which the Group's cable television business is conducted, sold its 49% equity interest in Cablevision in connection with an offering of CPOs of Cablevision on the Mexican Stock Exchange.

(4) The Group has investments in joint ventures engaged in direct-to-home ("DTH") broadcast satellite pay television.

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The Group's television broadcasting, cable television, radio and nationwide paging businesses require concessions (licenses) granted by the Mexican Federal Government for a fixed term, subject to renewal in accordance with Mexican law. At December 31, 2003, the expiration dates of the Group's concessions were as follows:

CONCESSIONS	EXPIRATION DATES
Television broadcasting.............................	Various from 2003 to 2012
Cable television....................................	In 2029
Radio...	Various from 2004 to 2015
Nationwide paging...................................	In 2006 and 2019

There are some television broadcasting concessions which expired in October 2003, and are pending to be confirmed for renewal. The Group's management has complied with all applicable requirements and expects that renewal of these concessions will be confirmed in 2004 by the Mexican Federal Government.

c) Foreign currency translation

Monetary assets and liabilities of Mexican companies denominated in foreign currencies are translated at the prevailing exchange rate at the balance sheet date. Resulting exchange rate differences are recognized in income for the year, within integral cost of financing.

Assets, liabilities and results of operations of non-Mexican subsidiaries are first converted to Mexican GAAP, including restating to recognize the effects of inflation based on the inflation of each foreign country, and then translated to Mexican pesos utilizing the exchange rate as of the balance sheet date at year-end. Resulting translation differences are recognized in equity as part of the other comprehensive income or loss. Financial statements of non-Mexican operations that are integral to Mexican operations are converted to Mexican GAAP and translated to Mexican pesos by utilizing the exchange rate of the balance sheet date at year-end for monetary assets and liabilities, with the related adjustment included in net income, and historical exchange rates for non-monetary items.

Effective March 2002, the Group designated its net investment in Univision as an effective hedge of its Senior Notes due 2011 and 2032 for an aggregate amount of U.S.$600 million (Ps.6,735,000) (see Note 8). Consequently, beginning March 2002, any foreign exchange gain or loss attributable to this U.S. dollar long-term debt, being hedged by the Group's net investment in shares of Univision, is credited or charged directly to equity (other comprehensive income or loss).

d) Temporary investments

The Group considers all highly liquid investments with original maturities of one year or less, to be temporary investments. Temporary investments are valued at market value.

As of December 31, 2002 and 2003, temporary investments consisted of fixed short-term deposits in commercial banks (primarily Mexican Pesos and U.S. dollars), with an average yield of approximately 1.99% for U.S. dollar deposits and 7.56% for Mexican Peso deposits in 2002, and approximately 1.30% for U.S. dollar deposits and 7.07% for Mexican Peso deposits in 2003.

e) Transmission rights and programming

Programming is comprised by programs, literary works, production talent advances and films.

Transmission rights and literary works are valued at the lesser of acquisition cost or net ralizable value. Programs and films are valued at the lesser of production cost, which consists of direct production costs and production overhead, or net realizable value.

Transmission rights, programs, literary works, production talent advances and films are restated by using the National Consumer Price Index ("NCPI") factors, and specific costs for some of these assets, which are determined by the Group on the basis of last purchase price or production cost, or replacement cost whichever is more representative. Cost of sales is determined based on restated costs, and calculated for the month in which such transmission rights, programs, literary works, production talent advances and films are matched with related revenues.

Transmission rights and literary works 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 based upon past experience, but not for more than 25 years.

The Group's policy is to capitalize the production costs of programs which benefit more than one period and amortize them over the expected period of program revenues based on the Company's historic revenue patterns for similar productions.

The Group makes payments to artists, producers, writers and actors for exclusive rights to their services in the Group's future programs for specified periods (production talent advances). Such payments will be included as direct or indirect costs of program production to be amortized starting with transmission.

f) Inventories

Inventories of paper, magazines, materials and supplies are valued at the lesser of acquisition cost or net realizable value. Inventories are restated by using the NCPI factors, and specific costs for some of these assets, which are determined by the Group on the basis of last purchase price.

g) Investments

Investments in companies in which the Group exercises significant influence or joint control are accounted for by the equity method. The Group recognizes equity in losses of affiliated companies up to the amount of its initial investment and subsequent capital contributions, 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 an affiliated company for which the Group had recognized equity losses up to the amount of its guarantees generates net income in the future, the Group would not recognize its proportionate share of this net income until the Group first recognizes its proportionate share of previously unrecognized losses. Other investments are accounted for at cost.

h) Property, plant and equipment

Property, plant and equipment are recorded at acquisition cost, and thereafter are restated using the NCPI, except for equipment of non-Mexican origin, which is restated using an index which reflects the inflation in the respective country of origin and the exchange rate of the Mexican Peso against the currency of such country at the balance sheet date ("Specific Index").

Depreciation of property, plant and equipment is based upon the restated carrying value of the assets in use and is computed using the straight-line method over the estimated useful lives of the assets ranging principally from 20 to 65 years for buildings, 5 to 25 years for technical equipment and 5 to 20 years for other equipment.

i) Goodwill and other intangible assets

Goodwill and other intangible assets are recognized at cost, and thereafter restated using the NCPI. Beginning January 1, 2003, in connection with the adoption of Bulletin C-8, "Intangible Assets", issued by the Mexican Institute of Public Accountants (the "MIPA"), the Group's trademarks and its television network concession are deemed intangible assets with indefinite useful lives, and ceased being amortized after December 31,2002. Additionally, in accordance with the provisions of Bulletin C-8, indefinite-lived intangibles are subject to at least an annual assessment for impairment and more frequently if circumstances indicate a possible impairment exists. Before 2003, trademark and the television network concession were amortized over periods of 40 and 15 years, respectively. Had these intangible assets been amortized during 2003, the consolidated amortization expense for the

year ended December 31, 2003, would have increased by an amount of Ps. 93,714 (see Note 7). Goodwill and other intangible assets with measurable lives are amortized using the straight-line method over the following periods:

	YEARS
Goodwill...	20
Licenses and software.............................	Various from 3 to 10
Internet development costs........................	3
Financing costs	Over the life of the related debt

j) Evaluation of long-lived assets

The Group evaluates the recoverability of its long-lived assets to determine whether current events or circumstances warrant adjustment to the carrying value. Such evaluation is based on current and projected income and cash flows from operations as well as other economic and market variables (see Notes 7 and 20). Beginning January 1, 2004, long-lived assets will be evaluated for impairment in accordance with the provisions of the new Bulletin C-15 "Impairment of the Value fo Long-Lived Assets and its Disposition" issued by the MIPA in March 2003.

Bulletin C-15 provides guidance for the recognition and measurement of the impairment of long-lived assets to be held and used, and for the measurement of long-lived assets to be disposed by sale, abandonment or exchange. The Group has assessed the impact of this new accounting principle and determined that the adoption of Bulletin C-15 in 2004 is not expected to have a material effect on the Group's financial statements.

k) Customer deposits and advances

Deposit and advance agreements for television advertising services provide that customers receive volume discounts, 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 and type of programming.

Customer deposits and advances are considered non-monetary items since they are non-refundable and are applied at rates in effect when they were received. Accordingly, these deposits and advances are restated to recognize the effects of inflation by using the NCPI.

l) Stockholders' equity

The capital stock and other stockholders' equity accounts (other than the result from holding non-monetary assets and the foreign currency translation adjustments) include the effect of restatement, determined by applying the change in the NCPI between the dates capital was contributed or net results were generated to the most recent period end. The restatement represents the amount required to maintain the contributions, share repurchases and accumulated results in Mexican Pesos in purchasing power as of December 31, 2003.

m) Revenue recognition

The Group derives the majority of its revenues from media and entertainment related business activities both domestically and internationally. Revenues generally are recognized when the service is provided and collectibility is probable. A summary of revenue recognition policies by activity is as follows:

- Advertising revenues, including deposits from customers for future advertising, are recognized at the time the advertising services are rendered.

- Revenues from program services for pay television and licensed television programs are recognized when the programs are sold and become available for broadcast.

- Revenues from magazine subscriptions are deferred and recognized proportionately as products are delivered to subscribers. Revenues from the sales of magazines and books are recognized when the merchandise is delivered, net of a provision for estimated returns.

- Cable television subscription, pay per view and installation fees are recognized in the period in which the services are rendered.

- 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.

- Revenues from nationwide paging are recognized when the paging services are rendered.

- Motion picture production and distribution revenues are recognized as the films are exhibited.

- Revenues from dubbing services are recognized in the period in which the services are rendered.

- Advertising revenues from Internet operations are recognized based on the number of times in which such advertisement is shown on the Group's Internet portal and the number of times such advertisement is visited by a user.

n) Pension plans, seniority premiums and indemnities

Plans exist for pension and retirement payments for substantially all of the Group's Mexican employees, funded through irrevocable trusts. Payments to the trusts are determined in accordance with actuarial computations of funding requirements. Pension payments are made by the trust administrators.

Increases or decreases in the seniority premium liability are made by the Group and are based upon actuarial calculations.

Severance obligations to dismissed personnel are charged to income in the year in which they are incurred.

o) Income tax

The recognition of deferred income tax is made by using the comprehensive asset and liability method. Under this method, deferred income taxes are calculated by applying the respective income tax rate to the temporary differences between the accounting and tax values of assets and liabilities at the date of the financial statements.

p) Derivative financial instruments

The Group uses from time to time derivative financial instruments for the purpose of reducing its exposure to adverse fluctuations in foreign exchange rates and interest. All derivative financial instruments are recorded in the balance sheet at their fair value and changes in their fair value are recorded in each period in the income statement. The Group adopted this accounting policy as of January 1, 2001, and recognized a cumulative effect loss of Ps.76,320 (net of income tax benefit of Ps.41,097) in the consolidated income statement for the year ended December 31, 2001.

q) Comprehensive income

Comprehensive income includes the net income for the period presented in the income statement plus other results for the period reflected in the stockholders' equity which are from non-owner sources (see Note 15).

r) Prior years' financial statements

The Group's financial statements for prior years have been restated to Mexican pesos in purchasing power as of December 31, 2003, by using a restatement factor derived from the change in the NCPI, which for 2001 and 2002 was 1.0990 and 1.0398, respectively. Had the alternative weighted average factor allowed under Mexican GAAP been applied to restate the Group's financial statements for prior years, which included the results of Mexican and non-Mexican subsidiaries, the restatement factor for 2001 and 2002 would have been 1.1080 and 1.0515, respectively.

The NCPI at the following dates was:

December 31, 2001	97.354
December 31, 2002	102.904
December 31, 2003	106.996

Certain reclassifications have been made in prior years' financial statements to conform to classifications used in the most recent year.

2. ACQUISITIONS AND DISPOSITIONS

In June 2001, the Group acquired a 30% equity interest in Argos Comunicacion, S.A. de C.V. ("Argos"), a company engaged in the production of television programming, for an aggregate cash purchase price of Ps.153,614 (see Note 7).

In October 2001, the Company sold a 50% equity stake, with limited voting rights, in the Group's radio subsidiary, Sistema Radiopolis, S.A. de C.V., to Grupo Prisa, a Spanish communications group, for an aggregate purchase price of U.S.$50 million (Ps.512,087), U.S.$15 million (Ps.153,626) of which was in the form of cash and U.S.$35 million (Ps.358,462) of which was in the form of notes receivable due in July 2002), and a U.S.$10 million (Ps.100,870) capital contribution made in July 2002. The Group recognized a pre-tax gain on this sale of approximately Ps.299,985, which represented the excess of the cash and non-cash proceeds over the 50% carrying value of the net assets of this radio subsidiary at the transaction date (see Note 20).

In December 2001, the Group entered into a series of transactions with Univision Communications Inc. ("Univision") by which, among other things, the Group (i) acquired 375,000 non-voting preferred shares of Univision stock, for U.S.$375 million (Ps. 3,782,620) in cash, which converted upon the receipt of required U.S. regulatory approvals in February 2002, into 10,594,500 shares of Univision Class "A" Common Stock; (ii) received warrants (which expire in December 2017) to purchase, at an exercise price of U.S.$38.261 per share, 6,274,864 shares of Univision Class "A" Common Stock and 2,725,136 shares of Univision Class "T" Common Stock which expire in December 2017, as a consideration for surrendering certain governance rights previously held by the Group in Univision; (iii) agreed to sell its music recording business to Univision, which sale was consummated in April 2002, in exchange for 6,000,000 shares of Univision Class "A" Common Stock and warrants (which expire in December 2017) to purchase, at an exercise price of U.S.$38.261 per share, 100,000 shares of Univision Class "A" Common Stock; and (iv) amended its program license agreement to provide Univision with exclusive rights to broadcast substantially all of the Group's programming in the United States solely over the Univision, Galavision and Telefutura networks, subject to some exceptions, in exchange for increased royalties. Following the conversion of the preferred shares described above into shares of Univision common stock, the Group recognized an excess of the purchase price of U.S.$375.0 million paid by the Group over the carrying value of the Univision stock acquired of approximately U.S.$321.8 million (Ps.3,500,801). Also, in connection with the sale of the music recording business described above, the Group recognized (i) an excess of the purchase price of U.S.$233.1 million (Ps.2,556,824) assigned to the shares of Univision common stock at the transaction date over the carrying value of the Univision stock acquired of approximately U.S.$197.6 million (Ps.2,137,342); (ii) an acquisition cost of U.S.$2.0 million (Ps.21,760) for the warrants to purchase 100,000 shares of Univision common stock, as being the fair value assigned to this investment at the transaction date; and (iii) a gain on disposal of the music recording business of Ps.1,103,250, net of related costs, expenses and income taxes. Any shares of Univision common stock owned by the Group and those shares of Univision common stock that may be purchased by the Group in connection with related warrants and warrant purchase agreements are intended to be held as equity securities accounted for under the equity method (see Notes 5, 9, 12, 22 and 25).

In April 2002, after completing a series of transactions and agreements, the Group acquired a 50% interest of a live entertainment joint venture in the United States (Vivelo, Inc., formerly Cardenas-Fernandez & Associates) for an aggregate consideration of U.S.$4.0 million (Ps.39,559) in cash, subject to working capital adjustments (as defined) and additional payments to be made by the Group under certain circumstances (see Note 12). As a result, beginning the second quarter of 2002, the Group accounts for its interest in Vivelo, Inc. by applying the equity method to the results of operations and net assets of this joint venture.

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In April 2002, the Group acquired an additional 50% interest in the capital stock of certain publishing distribution companies in Chile and Argentina, which were 50% owned by the Group before this acquisition, for an aggregate amount of U.S.$3.6 million (U.S.$2.7 million in cash and U.S.$0.9 million through an account payable due in April 2003), of which U.S.$3.1 million is related to the acquisition in Chile. Accordingly, beginning May 2002, these businesses became wholly-owned subsidiaries of the Company. The Group recognized related goodwill as a result of this acquisition in the amount of Ps.28,013 resulting from the excess of the purchase price over the carrying value of the related net assets of such companies.

In August 2002, the Group sold all of its 21.99% minority interest in the capital stock of Red Televisiva Megavision, S.A. ("Megavision"), a broadcasting television company in Chile, for an aggregate amount of U.S.$4.2 million, of which U.S.$2.1 million were paid in cash and U.S.$2.1 million in the form of a receivable due in August 2003 and collateralized with the shares of Megavision previously owned by the Group. The Group recognized a pre-tax gain on this sale of approximately Ps.5,195, which represented the excess of the proceeds over the carrying value of the net investment in Megavision at the transaction date.

In October 2002, the Group acquired a 40% interest in Ocesa Entretenimiento, S.A. de C.V. ("OCEN"), a subsidiary of Corporacion Interamericana de Entretenimiento, S.A. de C.V. ("CIE"), which owns all the assets related to CIE's live entertainment business unit in Mexico, for a gross amount of approximately U.S.$104.7 million, of which approximately U.S.$67.0 million (Ps.703,737) was paid in cash in the fourth quarter of 2002, and the remaining balance of U.S.$37.7 million (Ps.410,180) was paid in March 2003. The Group recognized goodwill as a result of this minority interest acquisition in the amount of Ps.719,006 resulting from the excess of the purchase price over the estimated carrying value of the related net assets of OCEN. Under this agreement, the purchase price of this acquisition is subject to be adjusted based on a formula of EBITDA generated by OCEN (as defined) in a three-year period which will end on December 31, 2005. In the first quarter of 2003, the Group made an additional capital contribution to OCEN related to its 40% interest in this company for the amount of Ps.53,415 (see Notes 5 and 17).

During 2002, the Group sold certain non-strategic businesses of the television broadcasting and publishing segments for an aggregate amount of Ps.9,062, which included a sale transaction with a Company's director for an amount of Ps.1,825, and recognized in other expense a pre-tax loss in disposition of these businesses of Ps.31,864 (see Note 20).

During 2003, the Group disposed its 10% minority interest in the capital stock of DTS Distribuidora de Television Digital, S.A. ("Via Digital"), a DTH venture in Spain. The disposal was effected by the Group through the sale of a portion of its interest in Via Digital with cash proceeds of approximately 27.5 million euros (Ps.397,078) and the exchange of its remaining investment in this venture for a diminimus interest in Sogecable S.A., a public pay television company in Spain. As a result of these transactions, the Group recognized a pre-tax gain of approximately 30.8 million euros (Ps.445,824), which represented the excess of the cash and non-cash proceeds over the carrying value of the Group's net investment in Via Digital at the transaction dates (see Note 20).

In May 2003, The Company made initial capital contributions of U.S.$2.5 million (Ps.26,798) to TuTv, LLC, a 50% joint venture with Univision engaged in the distribution of the Company's Spanish-speaking programming packages in the United States.

In June 2003, the Company completed the acquisition of all the outstanding equity of Telespecialidades, S.A. de C.V. ("Telespecialidades"), a company which was owned by all of the shareholders of Grupo Televicentro, S.A. de C.V. ("Televicentro"), the Group's controlling company. The total consideration paid in the third quarter of 2003 in connection with this acquisition was for the equivalent of U.S.$83 million (Ps.893,698), which was financed with cash on hand. At the time of acquisition, Telespecialidades net assets consisted principally of 4,773,849 shares of the Company's capital stock in the form of 1,591,283 CPOs, which securities were previously owned by Televicentro, and tax loss carryforwards for approximately Ps.6,713,683. Beginning June 30, 2003, the Group recognizes the Company's shares owned by Telespecialidades as a share repurchase.

3. TRADE NOTES AND ACCOUNTS RECEIVABLE

Trade notes and accounts receivable as of December 31, 2002 and 2003, consisted of:

	2002
Non-interest bearing notes received as customer deposits and advances.....	Ps. 7,443,024
Accounts receivable, including value-added tax receivables related to advertising services..	3,148,858
Allowance for doubtful accounts..	(711,982)
	Ps. 9,879,900

4. TRANSMISSION RIGHTS AND PROGRAMMING

At December 31, 2002 and 2003, transmission rights and programming consisted of:

	2002
Transmission rights	Ps. 3,971,213
Programming...	4,614,690
	8,585,903
Non-current portion of:	
Transmission rights	1,956,079
Programming	3,073,722
	5,029,801

Current portion of transmission rights, and programming...............	Ps. 3,556,102

5. INVESTMENTS

At December 31, 2002 and 2003, the Group had the following investments:

	2002	2003
ACCOUNTED FOR BY THE EQUITY METHOD:		
Univision (1)..............................	Ps. 2,196,736	Ps. 5,318,436
OCEN (see Note 2)..........................	417,113	457,697
DTH TechCo Partners (2)	182,388	36,095
Other......................................	171,839	175,940
	2,968,076	5,988,168
OTHER INVESTMENTS:		
Deposits in escrow (3).....................	163,202	148,658
DTH Techco Partners (2)....................	-	86,125
Univision (1)..............................	21,760	21,760
Other......................................	665	77,069
	185,627	333,612
	Ps. 3,153,703	Ps. 6,321,780

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(1) The Group accounts for this investment under the equity method due to the Group's continued ability to exercise significant influence over Univision's operations. As of December 31, 2002 and 2003, the Group owned 13,593,034 shares Class "T" and 16,594,500 shares Class "A" of common stock of Univision, as well as warrants to acquire 2,727,136 shares Class "T" and 6,374,864 shares Class "A" of common stock of Univision (see Note 2). Substantially all of these warrants can be exercised at a price of U.S.$38.261 per share, and expire in December 2017. In 2002, the Group recognized the acquisition

cost of 100,000 warrants for an amount of Ps.21,760 as other investments since the shares that may be purchased through these instruments are intended to beheld by the Group as an equity investment in Univision (see Notes 2 and 9). In September 2003, Univision and Hispanic Broadcasting Corporation ("HBC"), a leading Spanish-language radio group in the United States, completed a proposed merger of their businesses following the approval of the U.S. Federal Communications Commission. As a result of this merger, the Group (i) decreased its ownership in Univision from approximately 14.7% to 10.9% on a fully diluted basis; and (ii) increased the carrying value of its investment in Univision by recognizing a net other comprehensive income of approximately U.S.$250.6 million (Ps.2,812,927) in the fourth quarter of 2003 (see Note 15). The Group's ownership stake in Univision as of December 31, 2003, was approximately of 10.7% on a fully diluted basis.

(2) General partnership engaged in providing technical services to DTH ventures in Latin America. During 2003, the Group provided funding to DTH TechCo Partners ("TechCo") for approximately U.S.$7.5 million (Ps.84,284) in the form of long-term notes with principal and interest maturities in 2008, bearing annual interest rate of LIBOR plus 2.5%. As of December 31, 2003, promissory notes and accrued interest receivable due from TechCo were of approximately U.S.$7.7 million (Ps.86,125).

(3) In connection with the disposal of a Group's investment in 1997, the Group granted collateral to secure certain indemnification obligations which consisted, at December 31, 2002 and 2003, of short-term securities of approximately U.S.$15.0 million (Ps.163,202) and U.S.$13.2 million (Ps.148,658), respectively. After the expiration of applicable tax statutes of limitations, the collateral will be reduced to diminimus. The collateral agreement will terminate in approximately four years (see Note 12).

In 2001, 2002 and 2003, the Group recognized in the consolidated statements of income equity in losses (earnings) of affiliates of Ps.573,816, Ps.1,201,779 and (Ps.28,288), respectively, and in the consolidated other comprehensive income or loss (see Note 15), equity in the loss (gain) from holding non-monetary assets of affiliates of Ps.1,422, Ps.16 and (Ps.63), respectively, equity in the translation loss (gain) effect of affiliates of Ps.198,227, Ps.111,223 and (Ps.154,679), respectively, and in 2002 and 2003, equity in the gain on issuance of shares of associates of Ps.509,434 and Ps.2,883,214, respectively.

6. PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment as of December 31, 2002 and 2003, consists of:

	2002	
Buildings	Ps. 6,779,204	Ps.
Buildings improvements	1,769,044	
Technical equipment	10,124,891	
Furniture and fixtures	539,479	
Transportation equipment	986,790	
Computer equipment	819,922	
	21,019,330	
Accumulated depreciation	(9,666,143)	
	11,353,187	
Land	3,594,734	
Construction in progress	1,005,424	
	Ps. 15,953,345	Ps.

At December 31, 2002 and 2003, the Group's Mexican subsidiaries had technical equipment, transportation equipment and computer equipment of non-Mexican origin totaling Ps.2,746,581 and Ps.2,926,794, respectively, net of accumulated depreciation (see Note 1(h)).

Had the NCPI been applied to restate all of the Group's net equipment, the net balance of property, plant and equipment as of December 31, 2002 and 2003 would have been Ps.16,796,406 and Ps.16,181,850, respectively.

Depreciation charged to income in 2001, 2002 and 2003 was Ps.1,013,585, Ps.1,046,228 and Ps.1,281,436, respectively.

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Included in property, plant and equipment are assets held under capital leases, net of accumulated depreciation, of Ps.87,090 and Ps.6,892 as of December 31, 2002 and 2003, respectively.

7. GOODWILL AND OTHER INTANGIBLE ASSETS - NET

The balances of goodwill and other intangible assets as of December 31, 2002 and 2003, were as follows (see Note 1(i)):

	NET CARRYING AMOUNT AS OF DECEMBER 31, 2002	GROSS CARRYING AMOUNT	ACCUMULA AMORTIZATI WRITE-OF
Goodwill......................	Ps. 7,861,336	Ps. 9,521,017	Ps. (1,9
Trademark.....................	421,639	600,571	(1
Television network concession..	554,395	1,160,425	(6
Licenses and software..........	404,257	942,350	(5
Internet......................	138,054	467,663	(4
Deferred financing cost........	171,611	291,402	(1
Other.........................	143,389	198,816	(
	Ps. 9,694,681	Ps. 13,182,244	Ps. (3,9

Amortization of other intangible assets charged to income in 2001, 2002 and 2003, was Ps.534,798, Ps.550,422 and Ps.416,397, respectively, of which Ps.62,731, Ps.48,631 and Ps.2,524, respectively, were recorded as other cost and expenses, (see Note 20), Ps.44,325, Ps.33,626 and Ps.30,494, respectively, were recorded as interest expense (see Note 18) and Ps.33,444 and Ps.7,060 in 2001 and 2002, respectively, were recorded as non-recurring charges in connection with the extinguishment of long-term debt (see Note 19).

The changes in the net carrying amount of goodwill for the year ended December 31, 2003, were follows:

	BALANCE AS OF DECEMBER 31, 2002	FOREING CURRENCY TRANSLATION ADJUSTMENTS	AMORTIZATION OF GOODWILL	ALLOCATED (ADJUSTED) GOODWILL

Consolidated subsidiaries:				
Television broadcasting...	Ps.1,264,106	Ps. --	Ps. (86,495)	Ps. --
Publishing distribution...	274,390	12,807	(30,500)	--
Other businesses..........	38,099	--	(3,532)	--
Equity-method investment......	6,284,741	294,527	(340,164)	(26,053)
	Ps.7,861,336	Ps.307,334	Ps.(460,691)	Ps.(26,053)

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Amortization of goodwill in 2001, 2002 and 2003 was Ps.210,672, Ps.455,214 and Ps.460,691, respectively, which was recorded in other expense (see Note 20).

In 2001, 2002 and 2003, a write-off of unamortized goodwill for the amount of Ps.231,567, Ps.1,109,117 and Ps.113,939, respectively, was recognized in connection with the recoverability evaluation of certain long-lived assets of the Group (see Note 20). In 2002, the write-off of unamortized goodwill was a primary related to the operations of a television broadcasting subsidiary in San Diego and the Group's investment in Argos (see Note 2).

8. DEBT

As of December 31, 2002 and 2003, debt outstanding was as follows:

	2002
U.S. dollars:	
11.375% Series "A" Senior Notes due 2003...............	Ps. 749,062
11.875% Series "B" Senior Notes due 2006 (1) (5)	58,132
8.625% Senior Notes due 2005 (2) (5) (6)...............	2,176,020
8% Senior Notes due 2011 (3) (5) (6)....................	3,264,030
8.50% Senior Notes due 2032 (4) (5) (6)	3,264,030
U.S.$100 million syndicated term loan (7)	1,088,010
Other, including capital leases (8)....................	113,802
	10,713,086
Mexican pesos:	
UDI-denominated Notes due 2007 (9)	3,642,526
Ps.800 million term loan (10)	--
Bank loans (11)	535,856
	4,178,382
Other currency debt (12)................................	273,603
Total debt....................................	15,165,071
Less: long-term maturities..............................	13,875,887
Current portion of long-term debt...............	Ps. 1,289,184

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(1) These securities are unsecured, unsubordinated obligations of the Company, rank pari passu in right of payment with all existing and future unsecured, unsubordinated obligations of the Company, and are senior in right of payment to all future subordinated indebtedness of the Company, and are effectively subordinated to all existing and future liabilities of the Company's subsidiaries. Interest on the Series "B" Senior Notes, including additional amounts payable in respect of certain Mexican withholding taxes, is 12.49% per annum, and is payable semi-annually.

(2) Interest on these Senior Notes, including additional amounts payable in respect of certain Mexican withholding taxes, is 9.07% per annum, and is payable semi-annually.

(3) In the third quarter of 2001, the Company issued these Senior Notes, which were priced at 98.793% for a yield to maturity of 8.179%. Interest on these Senior Notes, including additional amounts payable in respect of certain Mexican withholding taxes, is 8.41% per annum, and is payable semi-annually.

(4) In the first quarter of 2002, the Company issued these Senior Notes, which were priced at 99.431% for a yield to maturity of 8.553%. A portion of the net proceeds of this offering were used to repay all of the amounts then outstanding under a U.S.$276 million (Ps.2,784,009) bridge loan facility with an original maturity in December 2002. Interest on these Senior Notes, including additional amounts payable in respect of certain Mexican withholding taxes, is 8.94% per annum, and is payable semi-annually.

(5) These Senior Notes may not be redeemed prior to maturity, except 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.

(6) These Senior Notes 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. The agreement of these Senior Notes contains certain covenants that limit the ability of the Company and its restricted subsidiaries engaged in television broadcasting, programming for pay television and programming licensing, to incur or assume liens, perform sale and leaseback transactions, and consummate

certain mergers, consolidations and similar transactions. Substantially all of these Senior Notes are registered with the U.S. Securities and Exchange Commission.

(7) In the third quarter of 2001, the Company refinanced all of the amounts outstanding under a syndicated term loan agreement for the amount of U.S.$400 million. This refinancing was made through a combination of the net proceeds from the issuance of U.S.$300 million Senior Notes due 2011 described above and, in December 2001, a U.S.$100 million syndicated term loan with international commercial banks. Amounts outstanding under this U.S.$100 million term loan are payable in four consecutive semi-annual installments beginning in June 2005 and ending in December 2006 (the first two installments of U.S.$20 million each and the last two installments of U.S.$30 million each), and bear an annual interest rate of LIBOR plus 0.875% for the first three years and 1.125% for the last two years (excluding the effect of the related Mexican withholding tax). Under the

terms of this credit agreement, the Company and its restricted subsidiaries engaged in television broadcasting, programming for pay television and programming licensing are required to maintain (a) certain financial coverage ratios related to indebtedness, interest expense and stockholders' equity; and (b) certain restrictive covenants on indebtedness, dividend payments, issuance and sale of capital stock, capital expenditures or investments and liens.

(8) Includes notes payable to banks, bearing annual interest rates which vary between 0.35 and 6.38 points above LIBOR. The maturities of this debt at December 31, 2003, are various from 2004 to 2010.

(9) Notes denominated in Mexican Investment Units ("Unidades de Inversion" or "UDIs"), representing 1,086,007,800 UDIs, with an annual interest rate of 8.15% and maturity in 2007. Interest on these notes is payable semi-annually. The balance as of December 31, 2002 and 2003 includes restatement of Ps.523,231 and Ps.640,302, respectively. The UDI value as of December 31, 2003, was of Ps.3.352003 per one UDI.

(10) In May, 2003, the Company entered into a long-term credit agreement with a Mexican bank for an aggregate amount of Ps.800,000, bearing an average annual interest rate of 8.925% plus additional basis points from 0 to 45 based on the maintenance of certain financial coverage ratios related to indebtedness, and payable on a 28-day basis. This indebtednnes has two semiannual maturities of Ps.40,000 each in 2004, two semiannual maturities of Ps.120,000 each in 2006 and two quarterly maturities of Ps.240,000 each in 2008. The net proceeds of this long-term loan were primarily used to pay amounts outstanding under the Series "A" Senior Notes which matured in May 2003. Under the terms of this credit agreement, the Company and certain restricted subsidiaries are required to maintain certain financial coverage ratios and are subject to certain restrictive covenants similar to the ratios and covenants under the Company's U.S.$100 million syndicated term loan described above.

(11) It includes a long-term loan payable to a Mexican bank with outstanding balances of Ps.277,715 and Ps.114,469 at December 31, 2002 and 2003, respectively, with equal quarterly installments ending July 2004, and bearing an annual interest rate of the Mexican interbank rate plus 45 basis points, payable on a monthly basis. The terms of this loan include certain financial ratios and covenants to be complied with by the Company and certain restricted subsidiaries similar to the covenants and financial ratios under the Company's U.S.$100 million term loan facility described above. The 2002 balance also includes a long-term loan of Ps.232,907 granted by a commercial Mexican bank in 2001 to refinance the redemption of the Company's Senior Discount Debentures then outstanding, with principal and interest thereof payable on a quarterly basis through May 2006, and annual interest rate equal to the Mexican interbank rate plus 30 basis points. The terms of this loan include certain financial ratios and covenants. The maturities of these loans at December 31, 2003 are various from 2004 to 2008.

(12) Included at December 31, 2002, a long-term loan for approximately 23.6 million Euros (Ps.269,695), with an annual interest rate of EURIBOR plus 0.80% payable on a quarterly basis. This loan was fully paid out in April 2003.

In February 2000, the Company entered into arrangements under which it may issue unsecured short-term debt up to U.S.$200 million as a part of a Euro-Commercial Paper Program. As of December 31, 2003, no debt had been incurred by the Company under this program.

MATURITIES OF DEBT

Debt maturities for the years subsequent to December 31, 2003, excluding capital lease obligations, are as follows:

2004	Ps. 2
2005	2,7
2006	1,0
2007	3,6
2008	4
Thereafter	6,7
	Ps. 14,9

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Future minimum payments under capital leases for the years subsequent to December 31, 2003, are as follows:

2004	Ps.
2005	
2006	
Present value of net minimum payments (1)	Ps.

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(1) Net of amount representing interest of Ps.3,647.

9. FINANCIAL INSTRUMENTS

The Group's financial instruments recorded on the balance sheet include cash, temporary investments, accounts and notes receivable, accounts payable, debt and derivative instruments. For cash, temporary investments, accounts receivable and 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 and foreign currency contracts are based on quoted market prices. Escrow deposits (see Note 5) bear interest at market rates and the carrying value approximates fair value. The fair value of warrants to purchase shares of Univision was based upon an option pricing model. The fair value of the long-term loans that the Group borrowed from leading Mexican banks (see Note 8) was estimated using the borrowing rates currently available to the Group for bank loans with similar terms and average maturities. The fair value of currency option, interest rate swap and share put option agreements is based on quotes obtained from financial institutions.

In connection with the Senior Notes due 2005, in the third quarter of 2002, the Company entered into currency option agreements with a financial institution on a notional amount of U.S.$100 million. Under such agreements, and subject to the exercise of the options by the parties, as well as the payment of related premiums by the Company, the parties would exchange related U.S. dollars and Mexican pesos at fixed exchange rates in October 2005. In February 2004, the Company declined to exercise these options and remains subject to pay related premiums for an aggregate amount of approximately U.S.$2.8 million in April 2004. The Company has recorded the change in fair value of these agreements in the integral cost of financing (foreign exchange gain or loss). Also, beginning in the fourth quarter of 2002, the Company entered into option agreements to exchange interest rates with a financial institution on a notional amount of U.S.$200 million, and received premiums in cash for an amount of approximately U.S.$3.4 million. The Company has recorded the change in fair value of these agreements together with the amortization of related premiums in the integral cost of financing (interest expense). During 2003, the financial institution declined to exercise these options and the Company recognized the benefit of unamortized premiums. In February 2004, the financial institution exercised the options and the Company entered into swap transactions to exchange interest rates of the Senior Notes due 2005.

In connection with the Senior Notes due 2011, in the fourth quarter of 2002, the Company entered into an interest rate swap agreement with a financial institution on a notional amount of U.S.$100 million. This agreement involved the exchange of amounts based on a fixed interest rate for amounts based on variable interest rates over the life of the agreement, without an exchange of the notional amount upon which the payments are based. The Company has recorded the change in fair value of this agreement in the integral cost of financing (interest expense). In June 2003, the Company decided to unwind this agreement and received an amount in cash of approximately U.S.$4.6 million, which was recognized as a benefit from this transaction.

In the third quarter of 2002 and the first quarter of 2003, the Company entered into agreements to sell share put options to financial institutions, and received premiums in cash for an aggregate amount of approximately U.S.$2.2 million. Under these agreements and depending on market conditions the Company had a remaining potential obligation to purchase shares of the Company's common stock. In the second and third quarters of 2003, the financial institutions declined to exercise these options and the Company recognized the benefit of the premiums received under these agreements. The Company recorded the change in fair value of these agreements together with related premiums, in other income or expense.

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The estimated fair values of the Group's financial instruments at December 31, 2002 and 2003 were as follows:

	2002		
	CARRYING VALUE	FAIR VALUE	CARR
ASSETS:			
Univision warrants (see Note 5)...........	Ps. 21,760	Ps. 1,228,701	Ps.
LIABILITIES:			
Senior Notes due 2005, 2011 and 2032......	8,704,081	8,765,880	
Other long-term debt securities...........	807,194	836,881	
UDI-denominated long-term securities......	3,642,526	3,914,620	
Long-term notes payable to Mexican banks..	510,622	510,622	
U.S.$100 million term loan................	1,088,010	1,088,010	

DERIVATIVE FINANCIAL INSTRUMENTS:		
ASSETS:		
Interest rate swaps......................	1,148	1,148
Share put options........................	4,674	4,674
LIABILITIES:		
Foreign currency options.................	3,247	3,247
Interest rate swaps......................	--	--

10. DTH JOINT VENTURE PROVISIONS

DTH joint venture provisions as of December 31, 2002 and 2003 resulted from the Group's investments in Innova, S. de R.L. de C.V. ("Innova") and Sky Multi-Country Partners ("SMCP"), and the equity in losses of these joint ventures recognized by the Group in excess of such investments and up to the amount of the guarantees made by the Group in connection with certain capital lease obligations of Innova and SMCP (see Notes 1(g) and 12), are as follows:

	2002	2003
Innova (1)	Ps. 886,912	Ps. 881,036
SMCP (2)	823,753	412,968
	Ps. 1,710,665	Ps. 1,294,004

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(1) Joint venture engaged in providing DTH broadcast satellite pay television services in Mexico, in which the Group has a 60% non-consolidated interest. The concession granted by the Mexican Federal Government for operating this joint venture expires in 2026. The Group's liability position in Innova as of December 31, 2002, was net of long-term notes and interest receivable due from Innova of approximately U.S.$222.9 million (Ps.2,424,829), with principal and interest maturities between 2008 and 2012, bearing annual interest rate of 9.0%. Long-term loans provided to Innova by the Group in 2001 and 2002 amounted to approximately U.S.$79.7 million (Ps.866,927) and U.S.$17.7 million (Ps.192,578), respectively. In September 2003, the Group capitalized the long-term notes and interest receivable from Innova related to its 60% interest in this joint venture for an aggregate amount of U.S.$234.5 million (Ps.2,602,770).

(2) General partnership engaged in providing DTH broadcast satellite pay television services in Latin America outside of Mexico and Brazil, in which the Group has a 30% interest. The Group liability position in SMCP as of December 31, 2003, was net of long-term receivables due from SMCP of approximately U.S.$13.1 million (Ps.147,512), in connection with loans provided to SMCP by the Group in 2003. Capital contributions made to SMCP by the Group in 2001 and 2002 amounted to U.S.$36.2 million (Ps. 374,592) and U.S.$14.8 million (Ps.161,080), respectively. In 2001, News Corp. made equity contributions in this partnership on behalf of the Group of U.S.$15.0 million (Ps.151,305) (see Note 17). In the fourth quarter of 2003, a portion of the SMCP liability provision was reversed by the Group for an amount of approximately U.S.$38.9 million (Ps.436,893) in connection with the expected reduction of the SMCP lease obligation being guaranteed by the Group, resulting from a technical failure that shortened the

remaining useful life of the satellite being leased by SMCP. This reversal was recognized by the Group as an equity gain in the consolidated income statement for the year ended December 31, 2003.

11. PENSION PLANS AND SENIORITY PREMIUMS

Certain companies in the Group have collective bargaining contracts which include defined benefit pension plans for substantially all of their employees. Additionally, the Group has a defined benefit pension plan for executives. 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.

Pension and seniority premium amounts are actuarially determined by using real assumptions (net of inflation) and attributing the present value of all future expected benefits proportionately over each year from date of hire to age 65. The Group has used a 4% discount rate, 2% salary scale, and 5% return on assets rate for 2001, 2002 and 2003. 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. No cash contributions to the trusts were made by the Group in 2001. In the fourth quarter of 2002 and 2003, the Group made a cash contribution of approximately Ps.107,144 and Ps.36,068, respectively, to its pension and seniority premium plans. Plan assets were invested in a portfolio that primarily consisted of equity and debt securities (including shares of the Company) as of December 31, 2002 and 2003. Pension and seniority premium benefits are paid when they become due.

The pension and seniority premium plan liability as of December 31, 2002 and 2003, was as follows:

	2002	
Actuarial present value of benefit obligations:		
Vested benefit obligations	Ps. 330,760	Ps.
Nonvested benefit obligations	466,322	
Accumulated benefit obligation	797,082	
Benefit attributable to projected salaries	166,486	
Projected benefit obligation	963,568	
Plan assets	(723,427)	
Projected benefit obligation in excess of plan assets	240,141	
Items to be amortized over a 15-year period:		
Transition obligation	308,509	
Unrecognized prior service cost	27,607	
Unrecognized net loss from experience differences	162,071	
	498,187	

Net projected asset..	(258,046)	
Adjustment needed to recognize minimum liability (with the recognition of an intangible asset included in other assets)..............................	331,701	
Balance sheet liability (asset).............................	Ps. 73,655	Ps.

The net pension and seniority premium cost for 2001, 2002 and 2003 was Ps.110,247, Ps.123,555 and Ps.123,406, respectively.

12. COMMITMENTS AND CONTINGENCIES

At December 31, 2003, the Group had commitments in an aggregate amount of Ps.387,044, of which Ps.169,984 related to purchase commitments to acquire television technical equipment, Ps.105,356 are construction commitments for building improvements and technical facilities, and Ps.111,704 are commitments for the aquisition of software and related services.

At December 31, 2003, the Group had commitments for making long-term loans in 2004 to its DTH ventures in Latin America, excluding Mexico, for up to U.S.$17.0 million, and capital contributions to its joint venture for distributing Spanish-speaking programming in the United States for up to U.S.$2.0 million.

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In September 2001, the Company entered into a 50/50 programming joint venture with Endemol, a world leading content developer and producer for television and online platforms based in The Netherlands, to produce and develop content for television and the Internet. As of December 31, 2003, the Group has commitments to acquire from Endemol programming formats through this venture for up to U.S.$40.6 million through 2006.

The Group has granted collateral in connection with certain indemnification obligations (see Note 5), which includes a deposit of U.S.$13.2 million of short-term securities as of December 31, 2003.

In June 2003, the Company was notified by the Mexican tax authority, of a federal tax claim made against the Company for approximately Ps.960,657, including penalties and surcharges, for an alleged assets tax liability for the year 1994. The Company believes it has meritorious defense against this claim.

Furthermore, the Group has guaranteed certain financing and lease obligations of TechCo (see Note 5) for an amount of approximately U.S.$15.8 million (undiscounted).

Payments to be made by certain Mexican companies in the Group to employees in case of dismissal and under certain circumstances provided by the Mexican labor law will be expensed as incurred.

At December 31, 2003, the Group had the following aggregate minimum annual commitments for the use of satellite transponders (other than transponders for DTH television services described below):

THOUSANDS OF
U.S. DOLLARS

2004	U.S.$17,847
2005	17,643
2006	15,618
2007	11,326
2008 and thereafter	31,888
	U.S.$94,322

The Group has guaranteed its 60% proportionate share of Innova's minimum commitment for use of transponders over a period ending in 2015, which is estimated to be an aggregate of approximately U.S.$143.8 million (undiscounted) as of December 31, 2003.

The Group has also guaranteed its 30% proportionate share of SMCP's minimum commitments for use of transponders over a period ending in 2008, which is estimated to be an aggregate of approximately U.S.$44.1 million (undiscounted) as of December 31, 2003.

In connection with the Group's acquisition of its 50% interest in Vivelo, Inc., (see Note 2), the Group is required, under certain circumstances, to make additional payments to the sellers of such interest of up to U.S.$1.5 million (Ps.16,838) during a three-year period which will end in April 2005.

In conjunction with the Group's disposal of its former music recording business (see Note 2), the Group may have to pay certain adjustments to Univision in connection with an audit of the music recording business by Univision, which is expected to be resolved by the parties in 2004. While the Group's management believes that the outcome of this audit will not have a material adverse effect on its financial position or future operating results, no assurance can be given in this regard.

In the fourth quarter of 2001, a former U.S. subsidiary of the Company, received final proposed adjustments in connection with U.S. Internal Revenue Service audits for fiscal periods ended in 1995, 1996 and 1997. As a result of these audits, the Group made U.S. federal and state income tax and interest payments in 2001 and 2003 of approximately U.S.$14.0 million (Ps.141,550) and U.S.$1.8 million (Ps.19,387), respectively. As of December 31, 2003, the Group has accrued Ps.44,698 representing the Group's estimate of state and other tax liabilities in

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connection with these matters. These matters did not have, and the Group does not expect that they will have, a material adverse effect on its financial condition or results of operations.

There are other various legal actions and other claims pending against the Group incidental to its businesses and operations. In the opinion of the Group's management, none of these proceedings will have a material adverse effect on the Group's financial position or results of operations.

13. CAPITAL STOCK, STOCK OPTION PLAN AND LONG-TERM RETENTION PLAN

CAPITAL STOCK

At December 31, 2002, there were 9,133,043,117 shares of capital stock issued, consisting of 4,590,743,117 Series "A" Shares, 2,271,150,000 Series "L" Shares and 2,271,150,000 Series "D" Shares; and 8,848,394,374 shares of capital stock outstanding, consisting of 4,479,799,524 Series "A" Shares, 2,184,297,425 Series "L" Shares and 2,184,297,425 Series "D" Shares.

At December 31, 2003, shares of capital stock consisted of:

	SERIES "A" SHARES	SERIES "L" SHARES	SERIES "D SHARES (DIVID PREMIUM SHARE
Authorized and issued...................	4,989,449,767	2,239,549,096	2,239,54
Acquired by a Company's trust...........	(430,307,554)	--	
Acquired by a subsidiary of the Company..	(110,939,672)	(86,848,654)	(86,84
Outstanding.............................	4,448,202,541	2,152,700,442	2,152,70

Series "L" Shares and Series "D" Shares have limited voting rights. At December 31, 2003, the shares of capital stock issued included 2,239,549,096 Series "A" Shares, 2,239,549,096 Series "L" Shares and 2,239,549,096 Series "D" Shares that are represented, until at least December 2008, by 2,239,549,096 Ordinary Participation Certificates ("CPOs"), each CPO representing one Series "A" Share, one Series "L" Share and one Series "D" Share. Non-Mexican holders of CPOs do not have voting rights with respect to the Series "A" and "D" Shares.

Under the Company's bylaws, the Company's Board of Directors consists of a minimum of five and a maximum of 20 members, of which the holders of Series "L" Shares and Series "D" Shares, each voting as a class, are entitled to elect two members and two members, respectively.

Holders of Series "D" Shares are entitled to receive an annual, cumulative and preferred dividend equivalent to 5% of the nominal capital attributable to those Shares (nominal Ps.0.0085443938 per share) before any dividends are payable in respect of Series "A" Shares or Series "L" Shares. Until December 10, 2003, holders of Series "D" Shares were also entitled to a premium preference consisting of annual dividends per Series "D" Share of at least 160% of any annual dividend payable per Series "A" Share and Series "L" Share, including the preferred dividend. Beginning December 10, 2003, holders of Series "A" and "L" Shares are entitled to receive the same dividends as holders of Series "D" Shares if shareholders declare dividends in addition to the preferred dividend that holders of Series "D" Shares are entitled to.

The Series "A", "L" and "D" Shares are perpetual in duration, and are not subject to be exchanged for shares of any other class of equity securities. 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.0.1708878756 per share) before any distribution is made in respect of Series "A" and Series "L" Shares.

In September 2002, in connection with the approval of the Company's shareholders on April 30, 2002 to issue additional Series "A" Shares for a Long-Term Retention Plan, which supplements the Company's existing stock option plan, in an aggregate amount of up to 4.5% of the Company's outstanding capital stock or 430,350,671 Series "A" Shares (a portion of the 8% of the Company's capital stock previously authorized by the shareholders for these plans), and in conjunction with preemptive rights exercised by certain existing holders of Series "A" Shares, the

Company increased its capital stock in the amount of Ps.426 by issuing additional 43,117 Series "A" Shares (not in the form of CPOs), of which Ps.391 were recognized as additional paid-in capital. In December 2003, the Company increased its capital stock in the amount of Ps.4,023,375 by issuing the remaining additional 430,307,554 Serie "A" shares (not in the form of CPOs), of which Ps.3,650,380 were recognized as additional paid-in capital. Following this capital stock increase, the 430,307,554 Series "A" shares were acquired by a Company's trust for the purpose of implementing the Company's Long-Term Retention Plan.

In April and December 2003, the Company's stockholders approved the cancellation of 94,802,712 shares of capital stock in the form of 31,600,904 CPOs, which were repurchased by the Company in 2000 and 2003.

At December 31, 2003, the restated tax value of the Company's common stock was Ps.19,621,859.

STOCK OPTION PLAN

The Company adopted a stock option plan (the "Plan") that provides, in conjunction with the long-term retention plan described below, for the grant and sale of up to 8% of the Company's capital stock to key Group management. Pursuant to this Plan, through December 31, 2003 the Company had assigned approximately 87 million CPOs at market prices, subject to certain conditions, including vesting periods within five years from the time the awards are granted. The shares sold pursuant to the Plan, which have been registered pursuant to a registration statement on Form S-8 under the Securities Act, can only be transferred to the plan participants when the conditions set forth in the Plan are satisfied. During 2003, 15 million shares of capital stock in the form of 5 million CPOs were exercised pursuant to this Plan for the amount of Ps.71,699 and transferred to the Plan participants.

LONG-TERM RETENTION PLAN

In 2003, the Company designated a trust to implement a long-term retention plan (the "Retention Plan") which supplements the Company's existing stock option plan described above, and provides for the grant and sale of the Company's capital stock to key Group's employees. In December 2003, the designated trust acquired approximately 430.3 million Series "A" Shares (not in the form of CPOs) for the purposes of the Company's Retention Plan. Shares assigned to employees under the Retention Plan are estimated to be vested over a period of no less than 10 years from the time the awards are granted. As of December 31, 2003, no shares under the Retention Plan had been assigned to Group employees.

14. RETAINED EARNINGS

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. In 2002 and 2003, the Company's stockholders approved increases to the legal reserve amounting to Ps.73,947 and Ps.38,359, respectively. 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 stockholders.

As of December 31, 2002 and 2003 the Company's stockholders had approved appropriating from retained earnings a reserve amounting to Ps.6,616,401 for the repurchase of shares, at the discretion of management. As of December 31, 2002 and 2003, this reserve has been used for an amount of Ps.880,168 and Ps.1,331,426, respectively, in connection with repurchases of shares made by the Company.

In September 2002, the Company announced a share repurchase program of up to U.S.$400 million (Ps.4,352,040) over the next three years. Under the terms of the program, the Company may, at the discretion of management, acquire stock subject to legal, market and other conditions at the time of purchase. The Company started repurchasing shares in 2003, and as of December 31, 2003, 94,800,300 shares in the form of 31,600,100 CPOs had been repurchased by the Company under this program for an aggregate amount of Ps.533,431 (nominal Ps.520,187).

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Unappropiated earnings as of December 31, 2002 and 2003 are comprised by (i) accumulated earnings from prior years for an amount of Ps.14,171,532 and Ps.14,328,478, respectively; (ii) cumulative charges in connection with the acquisition of shares of the Company made by subsidiaries and a trust of the Company for an amount of Ps.3,581,193 and Ps.7,216,705, respectively; and (iii) other unappropriated earnings for an amount of Ps.12,107.

In April 2003, the Company's stockholders approved the payment of a dividend in the aggregate amount of Ps.571,871 (nominal Ps.550,000), which consisted of Ps.0.18936540977 (nominal) per CPO and Ps.0.05260150265 (nominal) per Series "A" Share (not in the form of a CPO), and was paid in June 2003.

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 taxes computed on an individual company basis under the provisions of the Mexican Income Tax Law. In this case, dividends will be subject to a 33% income tax to be paid by the companies paying the dividends and applied to the result of multiplying the dividends paid by a factor of 1.4925.

At December 31, 2003, cumulative earnings that have been subject to income tax and can be distributed by the Company free of Mexican withholding tax were approximately Ps.4,022,344. In addition, the payment of dividends is restricted under certain circumstances by the terms of the U.S. dollar loan facility agreement (see Note 8).

15. COMPREHENSIVE INCOME

Comprehensive income related to the majority interest for the years ended December 31, 2001, 2002 and 2003, was as follows:

	2001	2002
Net income	Ps. 1,478,936	Ps. 767,17
Other comprehensive (loss) income, net:		
Foreign currency translation adjustments, net (1)...	(547,605)	(142,43
Result from holding non-monetary assets, net (2)....	(303,776)	380,27
Gain on issuance of shares of Univision (see note 5)	--	509,43
Total other comprehensive (loss) income, net............	(851,381)	747,27

Comprehensive income..................................	Ps. 627,555	Ps. 1,514,44

(1) In 2002 and 2003 include the foreign exchange loss of Ps.826,847 and Ps.468,989, respectively which was hedged by the Group's net investment in Univision (see Note 1(c)).

(2) Represents the difference between specific costs (net replacement cost or Specific Index) of non-monetary assets and the restatement of such assets using the NCPI, net of deferred tax benefit (provision) of Ps.177,974, (Ps.198,428) and (Ps.149,362) for the years ended December 31, 2001, 2002 and 2003, respectively.

The changes in components of accumulated other comprehensive loss for the years ended December 31, 2001, 2002 and 2003, were as follows:

	GAIN ON ISSUANCE OF SHARES OF ASSOCIATES	ACCUMULATED MONETARY RESULT	CUMULATIVE RESULT FROM HOLDING NON-MONETARY ASSETS	CUMULATIVE RESULT FROM FOREIGN CURRENCY TRANSLATION
Balance at December 31, 2000	Ps.223,590	Ps.(29,984)	Ps.(1,938,753)	Ps.(639,326)
Current year change........	--	--	(303,776)	(547,605)
Balance at December 31, 2001	223,590	(29,984)	(2,242,529)	(1,186,931)
Current year change........	509,434	--	380,274	(142,438)
Balance at December 31, 2002	733,024	(29,984)	(1,862,255)	(1,329,369)
Current year change........	2,883,214	--	262,323	(152,850)
Balance at December 31, 2003	Ps.3,616,238	Ps.(29,984)	Ps.(1,599,932)	Ps.(1,482,219)

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Cumulative result from holding non-monetary assets as of December 31, 2001, 2002 and 2003 is net of a deferred income tax benefit of Ps.405,907, Ps.207,479 and Ps.58,117, respectively.

16. MINORITY INTEREST

Minority interest at December 31, 2002 and 2003, consisted of:

	2002
Capital stock..	Ps. 1,066,981
Retained earnings..	479,963
Cumulative result from holding non-monetary assets.......................	(220,580)
Accumulated monetary result..	(4,563)
Cumulative effect of deferred income tax.................................	(65,340)
Net income for the year..	(71,570)

Ps. 1,184,891

17. TRANSACTIONS WITH RELATED PARTIES

The principal transactions that the Group carried out with affiliated companies, including equity investees, stockholders and entities in which stockholders have an equity interest, were as follows:

	2001	2002
Revenues:		
Royalties (Univision) (a)	Ps. 784,135	Ps. 809,879
Soccer transmission rights (Univision)	102,872	49,158
Programming production and transmission rights (b)	296,541	300,965
Administrative services (c)	70,980	120,191
Interest income	126,892	177,673
Advertising (d)	250,372	223,262
	Ps. 1,631,792	Ps. 1,681,128
Costs:		
Donations	Ps. 66,176	Ps. 57,591
Administrative services (c)	25,281	43,109
Other	58,186	53,566
	Ps. 149,643	Ps. 154,266

(a) The Group receives royalties from Univision for programming provided pursuant to a program license agreements, that expire in December 2017. Royalties are determined based upon a percentage of combined net sales of Univision, which was 9% in 2001, and 9% plus an incremental percentage of up to 3% over additional sales in 2002 and 2003.

(b) Services rendered to Innova in 2001 and 2002, and Innova and other affiliates in 2003.

(c) 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.

(d) Advertising services rendered to Innova in 2001, 2002 and 2003, and to Univision in 2002 and 2003, and to OCEN in 2003.

During 2001, 2002 and 2003, a professional services firm in which a current director and two alternate directors maintain interest provided legal advisory services to the Group in connection with various corporate matters. Total fees for such services amounted to Ps.13,747, Ps.9,780 and Ps.8,072, respectively.

The balances of receivables and (payables) between the Group and affiliates as of December 31, 2002 and 2003, were as follows:

	2002	20
CIE (see Note 2).................................	Ps. (437,380)	Ps.
Coyoacan Films, S.A. de C.V......................	10,825	
Editorial Clio, Libros y Videos, S.A. de C.V......	32,132	2
Grupo Triple C, S.A. de C.V......................	30,588	2
Innova (see Note 10).............................	392,700	36
News Corp. (see Note 10).........................	(163,202)	(16
OCEN (see Note 2)	--	2
Univision (see Note 5)...........................	76,298	9
Other..	61,026	6
	Ps. 2,987	Ps. 44

All significant account balances included in amounts due from affiliates bear interest. In 2001, 2002 and 2003, average interest rates of 19.55%, 14.56% and 7.07% 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, 2002 and 2003 included deposits and advances from affiliates in an aggregate amount of Ps.281,110 and Ps.452,510, respectively, which were made by Univision, Innova and Editorial Clio, Libros y Videos, S.A. de C.V. as of December 31, 2002 and 2003, and CIE and OCEN as of December 31, 2003.

18. INTEGRAL COST OF FINANCING

Integral cost of financing for the years ended December 31, consisted of:

	2001	2002
Interest expense (1).............................	Ps. 1,323,941	Ps. 1,425,677
Interest income..................................	(1,017,324)	(613,074)
Foreign exchange gain, net (2)...................	(38,825)	(219,213)
Loss from monetary position (3)..................	186,500	43,957
	Ps. 454,292	Ps. 637,347

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(1) Interest expense in 2001, 2002 and 2003 includes Ps.177,841, Ps.197,190 and Ps.139,331, respectively, derived from the restatement of the Company's UDI-denominated debt securities (see Note 8).

(2) Net foreign exchange gain in 2001, includes losses of Ps.110,494, derived from forward exchange contracts. Net foreign exchange gain in 2002 and

2003 includes a net loss from foreign currency option contracts of Ps.3,013 and Ps.17,825, respectively. Foreign exchange loss in 2002 and 2003 of Ps.826,847 and Ps.468,989, respectively, were hedged by the Group's net investment in Univision and recognized in stockholders' equity as other comprehensive loss (see Notes 1(c) and 15).

(3) The gain or loss from monetary position represents the effects of inflation, as measured by the NCPI in the case of Mexican companies, or the general inflation index of each country in the case of foreign subsidiaries, on the monetary assets and liabilities at the beginning of each month. Includes monetary loss in 2001, 2002 and 2003 of Ps.205,248, Ps.186,888 and Ps.135,642, respectively, arising from temporary differences of non-monetary items in calculating deferred income tax (see Note 21).

19. RESTRUCTURING AND NON-RECURRING CHARGES

The restructuring charges in 2001, 2002 and 2003 consisted principally of severance costs in connection with employees who were terminated. All associated costs have been expensed as incurred.

In 2001, the Company early extinguished a significant amount of its long-term debt outstanding (see Note 8), and recognized related premiums, consent fees, unamortized financing costs (see Note 7) and other expenses of Ps.63,126 as non-recurring charges in the consolidated income statements.

In 2002, the Company recognized a non-recurring charge of Ps.338,322 taken in connection with the write-off of exclusive rights letters for soccer players, as well as a Ps.169,930 non-recurring charge related to the drawdown by DirecTV under a letter of credit posted by the Company in connection with certain arrangements between DirecTV and the Company to broadcast the 2002 World Cup, which amount is in dispute by the parties.

In 2003, the Company recognized a non-recurring charge of Ps.284,200 taken in connection with the payment of vested and non-vested salary benefits to certain Group's union employees, as a part of the Company's continuing cost-cutting efforts, as well as a non-recurring charge of Ps.164,576 taken in connection with an estimate for the disposal of certain long-lived assets and associated costs related to the Group's nationwide paging business based on the evaluation of the recoverability of the assets.

20. OTHER EXPENSE - NET

Other (income) expense is analyzed as follows:

	2001	2002
(Gain) loss on disposition of investments, net (see Note 2)..................................	Ps. (306,335)	Ps. 37,610
Amortization of goodwill (see Note 7)............	210,672	455,214
Costs incurred in DTH investments (1)............	30,080	30,080
Provision for doubtful non-trade accounts and write-off of other receivables	191,664	69,096
Write-off of goodwill (see Notes 2 and 7).........	231,567	1,109,117
Donations (see Note 17)..........................	130,587	117,978
Financial advisory and professional services (2)..	109,684	110,257

Loss on disposition of fixed assets..............	100,407	138,088
Penalties and surcharges..........................	--	72,546
Uncredited foreign income tax....................	--	48,089
Miscellaneous other expense (income) - net........	23,776	30,863
	Ps. 722,102	Ps. 2,218,938

(1) In 2001 and 2002, these costs include the amortization of DTH development costs of Ps.30,080 for each year.

(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 2, 12 and 17).

21. INCOME TAX, ASSET TAX AND EMPLOYEES' PROFIT SHARING

The Company is authorized by the Mexican tax authorities to compute its income tax and assets 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 60% of their share ownership in such subsidiaries. The assets tax is computed on a fully consolidated basis.

The Mexican corporate income tax rate in 2001 and 2002 was 35%, and in 2003 was 34%. In accordance with the Mexican Income Tax Law, the corporate income tax rate applicable to Mexican companies will be gradually reduced annually by 1% effective 2003 until it reaches 32% in 2005. Consequently, the effect of this gradual decrease in the income tax rate reduced the Group's deferred income tax liability in 2002 and 2003.

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In 2001, companies were allowed to pay the income tax liability computed at a 30% rate with the remaining 5% of the liability due when the taxable income of the year is distributed to shareholders. Effective 2002, this option is no longer allowed. At December 31, 2003, the amount of payments deferred of this provision of the income tax law totaled Ps.64,817.

The income tax provision for the years ended December 31, 2001, 2002 and 2003, was comprised as follows:

	2001	2002	2
Income tax and assets tax - current...............	Ps. 756,203	Ps. 934,340	Ps. 1
Income tax and assets tax - deferred.............	(185,673)	(627,349)	
	Ps. 570,530	Ps. 306,991	Ps.

The following items represent the principal differences between income taxes computed at the statutory rate and the Group's provision for income tax and the assets tax.

	%	
	2001	2002
Tax at the statutory rate on income before provisions	35	3
Differences in restatement (a)	(5)	
Hedge	--	(2
Non-deductible items	2	
Special tax consolidation items	9	
Unconsolidated income tax	(30)	3
Minority interest	9	(
Excess in tax provision of prior years	(4)	(1
Changes in valuation allowances:		
Goodwill	2	4
Assets tax	1	(
Tax loss carryforwards	--	2
Effect of change in income tax rates	--	(2
Foreign operations	3	(5
Discontinued operations	(3)	(
Cumulative effect of accounting change	2	-
Use of unconsolidated tax loss carryforwards (b)	--	-
Provision for income tax and the assets tax	21	2

(a) This amount represents the effect of using different methods of calculating inflation adjustments for tax purposes and book purposes, which includes the net effect of differences between tax and accounting practices in calculating the inflation effects of customer deposits, interest expense and interest income.

(b) This amount represents the effect of the use of tax loss carryforwards arising from the acquisition of Telespecialidades in June 2003 (see Note 2).

The Group has tax loss carryforwards at December 31, 2003, as follows:

	AMOUNT	
Operating tax loss carryforwards:		
Consolidated	Ps.1,678,085	
Unconsolidated:		
Mexican subsidiaries (1)	56,615	From
Non-Mexican subsidiaries (2)	1,114,497	From
	2,849,197	
Capital tax loss carryforwards:		
Unconsolidated Mexican subsidiary (3)	370,326	From
	Ps. 3,219,523	

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(1) During 2001, 2002 and 2003, certain Mexican subsidiaries utilized unconsolidated operating tax loss carryforwards of Ps.557,207, Ps.1,089,980 and Ps.6,415,855, respectively.

(2) Approximately the equivalent of U.S.$99.3 million for subsidiaries in Spain, South America and the United States.

(3) These carryforwards can only be used in connection with capital gains to be generated by such subsidiary.

The assets tax rate is 1.8%. The assets tax paid in excess of the income tax in the previous ten years can be credited in future years if the amount of the income tax in subsequent years is in excess of the assets tax. As of December 31, 2003, the Company had Ps.1,794,261 of assets tax subject to be credited and expiring between 2007 and 2013.

The Mexican companies in the Group are required by law to pay employees, in addition to their agreed compensation and benefits, employee profit sharing at the statutory rate of 10% based on their respective taxable incomes (calculated without reference to inflation adjustments and tax loss carryforwards).

The deferred taxes as of December 31, 2002 and 2003, were principally derived from the following temporary differences:

	2002
ASSETS:	
Accrued liabilities	Ps. 634,673
Goodwill	871,298
Tax loss carryforwards	297,137
Allowance for doubtful accounts	292,781
Customer advances	1,236,244
LIABILITIES:	
Inventories	(1,859,448)
Property, plant and equipment -- net	(1,166,256)
Other items	(527,417)
Innova	(1,370,199)
Deferred-income taxes of Mexican companies	(1,591,187)
Deferred tax of foreign subsidiaries	(370,439)
Assets tax	1,606,547
Valuation allowances	(2,041,411)
Deferred income tax liability	(2,396,490)
Effect of change of income tax rates	279,674
Deferred tax liability -- net	Ps. (2,116,816)

The change in the deferred income tax liability for the years ended December 31, 2001, 2002 and 2003, representing a charge (credit) Ps.251,328, (Ps.213,200) and Ps.962,360, respectively, was recorded against the following accounts:

	2001	2002
Credits to the gain from monetary position........	Ps. 89,212	Ps. 102,668
Credits (charges) to the result from holding non-monetary assets	177,974	(198,428)
(Charges) credits to the provision for deferred income tax	(19,575)	440,461
Credits (charges) to the discontinued operations .	3,717	(557,901)
Acquisition of Telespecialidades (see Note 2)	--	--
	Ps. 251,328	Ps. (213,200)

Additionally, the provision for deferred income tax for the years ended December 31, 2001, 2002 and 2003 was credited by Ps.205,248, Ps.186,888 and Ps.135,642, respectively, representing the effect on restatement of the non-monetary items included in the deferred tax calculation, which was originally accounted for in the result from monetary position and then reclassified to the provision for deferred income tax (see Note 18). Consequently, the provision for deferred tax for the years ended December 31, 2001, 2002 and 2003, was a benefit of Ps.185,673, Ps.627,349 and Ps.332,068, respectively.

22. DISCONTINUED OPERATIONS

In December 2001, in connection with a series of transactions the Group reached an agreement with Univision to sell its music recording business in the United States and Latin America, which sale was consummated in April 2002 (see Note 2). Accordingly, the results of operations of the music recording business are reported as discontinued operations for all periods presented in these consolidated financial statements.

Discontinued operations of the music recording segment are presented as follows:

	2001	2002
Income from music recording operations...................	Ps. 14,622	Ps. 1,760
Gain (loss) on disposal of music recording operations, net of an income tax provision of Ps. 557,902 and an income tax benefit of Ps.30,191 for the year ended December 31, 2002 and 2003, respectively (1)...	--	1,103,250
	Ps. 14,622	Ps. 1,105,010

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(1) In 2002, the costs and expenses related to the disposal of the Group's music recording operations, amounted to approximately Ps.895,672, which

included fees of Ps.89,577 for financial advisory services provided to the Group by a professional services firm in which a current director of the Company maintains an interest, and advertising time for an aggregate amount of Ps.163,202 rendered and to be provided to Univision by the Group in a three-year period following this disposal (see Note 17). In 2003, the Group incurred in additional costs and expenses related to this disposal for an amount of approximately Ps.94,348.

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Summarized information on results of the discontinued music recording operations for the year ended December 31, 2001, and for the period from January 1, 2002 through the closing date in March 2002, is as follows:

	2001	2002
Net sales	Ps. 1,086,022	Ps. 215,583
Cost of sales	804,399	157,414
Operating expenses	184,422	37,484
Depreciation and amortization	4,394	800
Operating income	92,807	19,885
Income before income tax	78,138	12,315
Income taxes	63,516	10,555
Net income from discontinued operations	14,622	1,760

The results of the music recording segment reflected revenues, costs and expenses related to the production and distribution (in Mexico and abroad) of cassettes, compact disc recordings and records of Mexican and Latin American artists, principally under three record labels which were wholly-owned by the Group. Music recording segment revenues were derived primarily from sales of recorded music and royalty revenues from the licensing of recordings to third parties.

23. EARNINGS PER CPO/SHARE

During the years ended December 31, 2001, 2002 and 2003, the weighted average of outstanding shares, CPOs and Series "A" Shares (not in the form of CPO units) was as follows:

	2001	2002
Shares	8,877,087,751	8,853,846,396
CPOs	2,193,876,256	2,186,138,824
Series "A" Shares (not in the form of CPO units)	2,295,458,982	2,295,458,982

Earnings (loss) per CPO and per Series "A" Share (not in the form of a CPO unit) for the years ended December 31, 2001, 2002 and 2003, are presented as follows:

	2001	2002	2003
	PER SERIES	PER SERIES	PER S

	PER CPO	"A" SHARE	PER CPO	"A" SHARE	PER CPO	" SH
Continuing operations ...	Ps.0.54	Ps.0.18	Ps. (0.12)	Ps. (0.04)	Ps.1.23	Ps.
Discontinued operations .	--	--	0.36	0.12	--	
Cumulative loss effect of accounting change ...	(0.03)	(0.01)	--	--	--	
Net income	Ps.0.51	Ps.0.17	Ps. 0.24	Ps. 0.08	Ps.1.23	Ps.

24. FOREIGN CURRENCY POSITION

The foreign currency position of monetary items of the Group at December 31, 2003, was as follows:

	FOREIGN CURRENCY AMOUNTS (THOUSANDS)	YEAR-END EXCHANGE RATE	MEXICAN PESOS
ASSETS:			
U.S. dollars ...	415,988	Ps. 11.2250	Ps. 4,669,465
Euros	2,860	14.2500	40,755
Chilean pesos ..	9,093,212	0.0189	171,862
Colombian pesos	24,034,000	0.0040	96,136
Other currencies	16,423	--	33,093
LIABILITIES:			
U.S. dollars (1)	1,133,732	Ps. 11.2250	Ps. 12,726,142
Euros	708	14.2500	10,089
Chilean pesos ..	8,931,500	0.0189	168,805
Colombian pesos	18,964,495	0.0040	75,858
Other currencies	7,883	--	42,474

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(1) Includes U.S.$600 million (Ps.6,735,000) of long-term securities being hedged by the Group's net investment in Univision (see Note 1(c)).

The foreign currency position of non-monetary items as of December 31, 2003, was as follows:

	FOREIGN CURRENCY AMOUNTS (THOUSANDS)	YEAR-END EXCHANGE RATE	MEXICAN PESOS (1)
PROPERTY, PLANT AND EQUIPMENT:			

U.S. dollars	156,731	Ps. 11.2250	Ps.1,759,305
Japanese yen	4,480,979	0.1070	479,465
Euros	16,341	14.2500	232,859
Colombian pesos	7,951,415	0.0040	31,806
Pounds sterling	1,214	20.3200	24,668
Other currencies	467,071	--	40,289
TRANSMISSION RIGHTS AND PROGRAMMING:			
U.S. dollars	352,772	Ps. 11.2250	Ps.3,959,866
Colombian pesos	6,008,388	0.0040	24,034
Chilean pesos	3,779,229	0.0189	71,427
Peruvian nuevo sol	3,026	3.2404	9,805
Other currencies	2,037	--	12,362

(1) Amounts translated at the year-end exchange rates for reference purposes only; does not indicate the actual amounts accounted for in the financial statements.

Transactions incurred during 2003 in foreign currencies were as follows:

	U.S. DOLLAR	U.S. DOLLAR EQUIVALENT OF OTHER FOREIGN CURRENCY TRANSACTIONS	TOTAL U.S. DOLLAR	MEXICAN PESOS (1)
	(THOUSANDS)	(THOUSANDS)	(THOUSANDS)	
INCOME:				
Revenues	$ 287,455	$ 126,768	$ 414,223	Ps.4,649,653
Other income	16,276	41,408	57,684	647,503
Interest income	18,883	602	19,485	218,719
	$ 322,614	$ 168,778	$ 491,392	Ps.5,515,875
PURCHASES, COSTS AND EXPENSES:				
Purchases of inventories	$ 161,876	$ 9,547	$ 171,423	Ps.1,924,223
Purchases of property and equipment	12,670	2,728	15,398	172,843
Investments	27,979	--	27,979	314,064
Costs and expenses	200,952	134,863	335,815	3,769,523
Interest expense	72,655	537	73,192	821,580
	$ 476,132	$ 147,675	$ 623,807	Ps.7,002,233

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(1) Income statement amounts translated at the year-end exchange rate of Ps.11.225 for reference purposes only; does not indicate the actual amounts accounted for in the financial statements (see Note 1(c)).

As of December 31, 2003 the exchange rate was Ps.11.225 per U.S. dollar, which represents the interbank free market exchange rate on that date as reported by Banco Nacional de Mexico, S.A.

As of February 25, 2004, the exchange rate was Ps.11.095 per U.S. dollar, which represents the interbank free market exchange rate on that date as reported by Banco Nacional de Mexico, S.A.

25. SEGMENT DATA

The Group's segment data is prepared in accordance with Bulletin B-5 "Financial Information by Segments" issued by the MIPA in April 2003. Before that date, segment data was prepared in accordance with International Accounting Standard No. 14. The adoption of Bulletin B-5 in 2003 did not have a significant impact on the Group's consolidated financial statements. 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:

TELEVISION BROADCASTING

The television broadcasting segment includes the production of television programming and nationwide broadcasting of Channels 2, 4, 5 and 9 (television networks), 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- or minority-owned by the Group or otherwise affiliated with the Group's networks. Revenues are derived primarily from the sale of advertising time on the Group's television network and local television station broadcasts.

PROGRAMMING FOR PAY TELEVISION

The programming for pay television segment includes programming services for cable and pay-per-view television companies 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. Programming for pay television revenues are derived from domestic and international programming services provided to the independent cable television systems in Mexico and the Group's DTH satellite and cable television businesses, and from the sale of advertising time on programs provided to pay television companies in Mexico.

PROGRAMMING LICENSING

The programming licensing segment consists of the international licensing of television programming. Programming licensing revenues are derived from international program licensing fees.

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.

PUBLISHING DISTRIBUTION

The publishing distribution segment consists of distribution of Spanish-language magazines, owned by either the Group or independent publishers, and other consumer products in Mexico and Latin America. Publishing distribution revenues are derived from magazine and other consumer products sales to retailers.

CABLE TELEVISION

The cable television segment includes the operation of a cable television system in the Mexico City metropolitan area and derives revenues principally from basic and premium services subscription and installation fees from cable subscribers, pay-per-view fees, and local and national advertising sales.

RADIO

The radio segment includes the operation of six radio stations in Mexico City and eleven other domestic stations owned by the Group. Revenues are derived by advertising and by the distribution of programs to nonaffiliated radio stations.

OTHER BUSINESSES

The other businesses segment includes the Group's domestic operations in sports and show business promotion, soccer, nationwide paging, feature film production and distribution, Internet and dubbing services for Mexican and multinational companies.

The table below presents information by segment for the years ended December 31, 2001, 2002 and 2003.

	TOTAL REVENUES	INTERSEGMENT REVENUES	CONSOLIDATED REVENUES	OPERATING INCOME (LOSS) BEFORE DEPRECIATION AND AMORTIZATION
2001:				
Television broadcasting ..	Ps.13,980,141	Ps. 154,738	$ 13,825,403	Ps.5,305,526
Programming for pay television	565,167	76,915	488,252	44,090
Programming licensing	1,544,033	--	1,544,033	334,801
Publishing	1,763,156	19,708	1,743,448	306,953
Publishing distribution ..	985,937	16,816	969,121	22,442
Cable television	1,189,421	589	1,188,832	364,070
Radio	259,059	15,207	243,852	6,997
Other businesses	1,896,736	287,556	1,609,180	(316,273)
Eliminations and corporate expenses	(571,529)	(571,529)	--	(148,559)
Consolidated total	Ps.21,612,121	Ps. --	$ 21,612,121	Ps.5,920,047

2002:				
Television broadcasting ..	Ps.14,596,503	Ps. 104,661	$ 14,491,842	Ps.5,700,462
Programming for pay television	632,209	59,278	572,931	107,444
Programming licensing	1,461,051	--	1,461,051	238,582
Publishing	1,750,040	27,163	1,722,877	281,917
Publishing distribution ..	1,397,200	11,717	1,385,483	15,495
Cable television	1,152,268	499	1,151,769	337,247
Radio	194,501	43,647	150,854	(30,433)
Other businesses	1,610,395	130,629	1,479,766	(158,908)
Eliminations and corporate expenses	(377,594)	(377,594)	--	(149,222)
Consolidated total	Ps.22,416,573	Ps. --	$ 22,416,573	Ps.6,342,584
2003:				
Television broadcasting ..	Ps.15,387,002	Ps. 70,112	$ 15,316,890	Ps.6,540,214
Programming for pay television	699,677	55,877	643,800	154,316
Programming licensing	1,630,155	--	1,630,155	498,028
Publishing	1,787,753	6,875	1,780,878	346,132
Publishing distribution ..	1,776,224	6,617	1,769,607	8,644
Cable television	986,507	4,872	981,635	301,423
Radio	249,306	47,079	202,227	22,486
Other businesses	1,361,278	123,257	1,238,021	(150,759)
Eliminations and corporate expenses	(314,689)	(314,689)	--	(149,307)
Consolidated total	Ps.23,563,213	Ps. --	$ 23,563,213	Ps.7,571,177

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 1). The Group evaluates the performance of its segments and allocates resources to them based on operating income before depreciation and amortization.

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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 GENERAL AND ADMINISTRATIVE EXPENSES

Non-allocated corporate expenses include payroll for certain executives, related employee benefits and other general expenses.

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, 2001, 2002 and 2003.

	SEGMENT ASSETS AT YEAR-END	SEGMENT LIABILITIES AT YEAR-END	ADDITIONS TO PROPERTY, PLANT AND EQUIPMENT
2001:			
Continuing operations:			
Television operations (1) ...	Ps.35,533,006	Ps.16,784,453	Ps. 994,519
Publishing	1,495,155	316,400	11,454
Publishing distribution	945,477	244,979	7,825
Cable television	1,885,988	284,577	419,487
Radio	1,104,974	35,112	2,487
Other businesses	3,933,179	1,627,869	35,566
	44,897,779	19,293,390	1,471,338
Discontinued operations:			
Music recording (see Note 22)	801,126	186,974	642
Total	Ps.45,698,905	Ps.19,480,364	Ps. 1,471,980
2002:			
Continuing operations:			
Television operations (1) ...	Ps.38,637,414	Ps.17,448,542	Ps. 1,147,581
Publishing	1,612,364	178,176	3,643
Publishing distribution	966,549	374,275	15,429
Cable television	2,189,958	599,168	190,481
Radio	412,366	47,921	11,236
Other businesses	3,818,459	2,815,426	39,392
Total	Ps.47,637,110	Ps.21,463,508	Ps. 1,407,762
2003:			
Continuing operations:			
Television operations (1) ...	Ps.42,178,645	Ps.19,130,544	Ps. 750,970
Publishing	1,859,246	364,131	10,625
Publishing distribution	969,539	394,956	21,179
Cable television	2,115,790	485,226	176,260
Radio	423,523	51,009	14,049
Other businesses	3,322,730	1,892,333	79,138
Total	Ps.50,869,473	Ps.22,318,199	Ps. 1,052,221

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(1) Segment assets and liabilities information is not maintained by the Group for each of the television broadcasting, programming for pay television and programming licensing segments. In management's opinion, there is no reasonable or practical basis to make allocations due to the interdependence of these segments. Consequently, management has presented such information on a combined basis as television operations.

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Segment assets reconcile to total assets as follows:

	2001	2002
Segment assets	Ps. 45,698,905	Ps. 47,637,110
Non trade long-term receivables	7,111	5,942
Investments attributable to:		
Television operations(1)	1,462,500	7,866,450
Other segments	3,878,115	471,692
DTH ventures(2)	278,328	376,577
Goodwill - net attributable to:		
Television operations	2,295,810	1,264,106
Cable television	111,940	--
Publishing distribution	272,964	274,389
Other segments	67,545	761,826
Total assets	Ps. 54,073,218	Ps. 58,658,092

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(1) Includes goodwill attributable to equity investments of Ps.2,295, Ps.5,476,406 and Ps.5,447,326 in 2001, 2002 and 2003, respectively.

(2) Includes goodwill attributable to investments in DTH ventures of Ps.61,392, Ps.84,610 and Ps.101,475 in 2001, 2002 and 2003, respectively.

Equity method income for the years ended December 31, 2001, 2002 and 2003 attributable to television operations, equity investments approximated Ps.39,400, Ps.57,119 and Ps.116,207, respectively.

Segment liabilities reconcile to total liabilities as follows:

	2001	2002
Segment liabilities	Ps. 19,480,364	Ps. 21,463,508
Notes payable and long-term debt not attributable to segments	14,009,147	15,022,128
Total liabilities	Ps. 33,489,511	Ps. 36,485,636

GEOGRAPHICAL SEGMENT INFORMATION

	TOTAL NET SALES	SEGMENT ASSETS AT YEAR-END
2001:		

Mexico..	Ps. 18,640,421	Ps. 43,348,435
Other countries...............................	2,971,700	2,350,470
	Ps. 21,612,121	Ps. 45,698,905
2002:		
Mexico..	Ps. 18,948,923	Ps. 43,104,122
Other countries...............................	3,467,650	4,532,988
	Ps. 22,416,573	Ps. 47,637,110
2003:		
Mexico..	Ps. 19,461,254	Ps. 47,347,399
Other countries...............................	4,101,959	3,522,074
	Ps. 23,563,213	Ps. 50,869,473

Net sales are attributed to countries based on the location of customers.

26. DIFFERENCES BETWEEN MEXICAN AND U.S. GAAP

The Group's consolidated financial statements are prepared in accordance with Mexican GAAP, which differs in certain significant respects from accounting principles generally accepted in the United States ("U.S. GAAP"). The principal differences between Mexican GAAP and U.S. GAAP are presented below, together with explanations of certain adjustments that affect net income and shareholders' equity as of and for the years ended December 31:

RECONCILIATION OF NET INCOME (LOSS)

	2001	2002
Net income as reported under Mexican GAAP	Ps. 1,478,936	Ps. 767,176
U.S. GAAP adjustments:		
(a) Capitalization of financing costs, net of depreciation..	69,435	17,516
(b) Deferred costs, net of amortization	16,807	24,125
(c) Equipment restatement, net of amortization	(118,072)	(105,873)
(d) Purchase accounting adjustments:		
Amortization of broadcast license and network affiliation agreements	(95,111)	--
Depreciation of fixed assets	(8,758)	(10,326)
Amortization of other assets	(4,120)	(4,120)
Amortization of goodwill on acquisition of Bay City	92,316	--
Amortization of goodwill on acquisition of minority interest in Editorial Televisa	(57,330)	--
Amortization of negative goodwill on acquisition of additional interests in Univision	18,087	--

(e) Goodwill and other intangible assets:		
Reversal of Mexican GAAP goodwill amortization	--	455,214
Reversal of Mexican GAAP impairment of goodwill	--	816,008
Reversal of Mexican GAAP amortization of intangible assets with indefinite lives	--	93,724
(f) Equity method investees	(581,049)	(723,471)
(g) Adjustment to gain on sale of music recording business	--	(276,101)
(h) Derivative financial instruments	2,663,768	(1,223,787)
(i) Pension plan costs and seniority premiums	(2,581)	1,345
(j) Employee stock option plan	65,440	5,409
(k) Production and film costs	(742,111)	(347,064)
(l) Deferred income taxes and employee profit sharing:		
Deferred income taxes (1)	(662,123)	592,658
Deferred employees profit sharing (1)	44,459	24,478
(m) Minority interest on U.S. GAAP adjustment (k)	--	8,372
(n) Effects of inflation accounting on U.S. GAAP adjustments	116,036	(11,119)
Net income before cumulative effect of change in accounting principles	2,294,029	104,164
Cumulative effect of change in accounting principles (In 2001: SoP 00-2(k), Ps.863,841 net of tax benefit of Ps.465,144; and in 2002: SFAS 141(d), and SFAS 142(e), Ps.1,281,782, net of write off of negative goodwill of Ps.325,540 and tax benefit of Ps.435,006)	(863,841)	(1,281,782)
Net income (loss) under U.S. GAAP	Ps. 1,430,188	Ps. (1,177,618)

(1) Net of inflation effects.

RECONCILIATION OF STOCKHOLDERS' EQUITY

	2002	
Total stockholders' equity under Mexican GAAP	Ps. 22,172,456	Ps.
U.S. GAAP adjustments:		
(a) Capitalization of financing costs, net of depreciation	(832,955)	
(b) Deferred costs, net of amortization	(349,160)	
(c) Equipment restatement, net of depreciation	596,825	
(d) Purchase accounting adjustments:		
Broadcast license and network affiliation agreements	136,242	
Fixed assets	87,766	
Other assets	53,798	
Goodwill on acquisition of Bay City	(1,882,439)	
Goodwill on acquisition of minority interest in Editorial Televisa	1,157,551	
Goodwill on acquisition of additional interests in Univision	(560,576)	
(e) Goodwill and other intangible assets:		
Reversal of Mexican GAAP goodwill amortization	455,214	
Reversal of Mexican GAAP impairment of goodwill related to Bay City	816,008	
Reversal of Mexican GAAP amortization of intangible assets with indefinite lives	93,724	

	Impairment of goodwill of distribution segment	(348,729)
(f)	Equity method investees	(902,750)
(g)	Adjustment to gain on sale of music recording business	(276,101)
(h)	Derivative financial instruments	1,228,971
(i)	Pension plan and seniority premiums	372
(j)	Employee stock option plan	(127,996)
(k)	Production and film costs	(2,418,161)
(l)	Deferred income taxes and employee profit sharing:	
	Deferred income taxes	624,849
	Deferred employees' profit sharing	(189,428)
(m)	Minority interest	(1,176,519)
Total U.S. GAAP adjustments, net		(3,813,494)
Total stockholders' equity under U.S. GAAP		Ps. 18,358,962

A summary of the Group's statement of changes in stockholders' equity with balances determined under U.S. GAAP is as follows:

CHANGES IN U.S. GAAP STOCKHOLDERS' EQUITY

	2002	2003
BALANCE AT JANUARY 1,	Ps. 19,672,356	Ps. 18,358,962
Net (loss) income for the year	(1,777,618)	2,804,205
Share issuance	426	4,023,375
Repurchase of capital stock	(38,571)	(4,652,375)
Acquisition of Telespecialidades	--	1,374,997
Dividends	--	(571,871)
Sale of capital stock under stock option plan	--	71,699
Other comprehensive income:		
Gain on issuance of shares of associates	--	2,883,214
Result from holding non-monetary assets	171,580	54,267
Foreign currency translation adjustment	(269,211)	(163,240)
BALANCE AT DECEMBER 31	Ps. 18,358,962	Ps. 24,183,233

The reconciliation to U.S. GAAP includes a reconciling item for the effect of applying the option provided by the Mexican GAAP Bulletin B-10, "Recognition of the Effects of Inflation on Financial Information" for the

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restatement of equipment of non-Mexican origin because, as described below, this provision of inflation accounting under Mexican GAAP does not meet the consistent reporting currency requirement of Regulation S-X of the Securities and Exchange Commission ("SEC").

The reconciliation to U.S. GAAP does not include the reversal of the other adjustments to the financial statements for the effects of inflation required under Mexican GAAP Bulletin B-10, because the application of Bulletin B-10 represents a comprehensive measure of the effects of price level changes in the inflationary Mexican economy and, as such, is considered a more meaningful presentation than historical, cost-based financial reporting for both Mexican and U.S. accounting purposes.

Mexican GAAP Bulletin B-15, "Foreign Currency Transactions and Translation of Financial Statements of Foreign Operations" requires restating the financial statements for all periods prior to the most recent period by using a weighted-average factor which considers the inflation in Mexico and the other countries in which the Group and its subsidiaries operate and the currency exchange rate for the currency of each country as of the date of the most recent balance sheet. The consistent reporting currency requirements of the SEC rules require restatement of prior periods for general price level changes only, utilizing the NCPI, and supplemental condensed financial statements utilizing the NCPI are required for U.S. GAAP purposes. The Group utilized the NCPI to restate its financial statements for prior years because the use of the weighted-average factor prescribed by B-15 would not have produced a materially different result.

(A) CAPITALIZATION OF FINANCING COSTS, NET OF DEPRECIATION

Mexican GAAP allows, but does not require, capitalization of financing costs as part of the cost of assets under construction. Financing costs capitalized include interest costs, gains from monetary position and foreign exchange losses.

U.S. GAAP requires the capitalization of interest during construction on qualifying assets. In an inflationary economy, such as Mexico, acceptable practice is to capitalize interest net of the monetary gain on the related Mexican Peso debt, but not on U.S. dollar or other stable currency debt. U.S. GAAP does not allow the capitalization of foreign exchange losses.

(B) DEFERRED COSTS, NET OF AMORTIZATION

Under Mexican GAAP, preoperating costs and certain development costs (including those related to web site development) are capitalized and subsequently amortized on a straight-line basis once the related venture commences operations, defined as the period when revenues are generated. In addition, other expenditures which are expected to generate significant and identifiable future benefit are also capitalized and amortized over the expected future benefit period.

Under U.S. GAAP, preoperating, development and other deferred costs are generally expensed as incurred given that the assessment of future economic benefit is uncertain. In the case of web site development costs, certain costs are capitalized and others expensed in accordance with EITF Issue No. 00-2, "Accounting for Web Site Development Costs". Consequently, the U.S. GAAP net income reconciliation reflects the write-off, for U.S. GAAP purposes, of the preoperating and other deferred costs (including certain web site development costs) capitalized under Mexican GAAP, net of the reversal of any amortization which is reflected under Mexican GAAP. In 2003 there were no additional capitalizations under Mexican GAAP and therefore, the U.S. GAAP adjustment reflects the reversal of the Mexican GAAP amortization.

(C) EQUIPMENT RESTATEMENT, NET OF DEPRECIATION

The Group restates equipment of non-Mexican origin using the Specific Index for determining the restated balances under Mexican GAAP. Under Regulation S-X of the SEC, the restatement of equipment of non-Mexican origin by the Specific Index under the provisions of Bulletin B-10 is a deviation from the historical cost concept. The NCPI factors applied to restate equipment of non-Mexican origin were 4.40%, 5.70% and 3.98% in 2001, 2002 and 2003, respectively. The U.S. GAAP net income and stockholders' equity reconciliations reflect adjustments to reverse the Specific Index restatement recognized under Mexican GAAP and to restate equipment of non-Mexican origin by the NCPI and recalculate the depreciation expense on this basis. Consequently, the deficit from restatement adjustment recognized under Mexican GAAP related to fixed assets totaling Ps.(378,080) and Ps.(291,014) for the years ended December 31, 2002 and 2003, respectively, has been reversed for U.S. GAAP purposes.

(D) PURCHASE ACCOUNTING ADJUSTMENTS

Under Mexican GAAP, the excess of the purchase price over the adjusted net book value of enterprises acquired is recorded as goodwill and amortized over a period not to exceed twenty years.

Under U.S. GAAP, the purchase method of accounting, for acquisitions prior to June 1, 2001, requires the acquiring Group to record at fair value the assets acquired and liabilities assumed, including deferred income taxes on existing temporary differences. The difference between the purchase price and the sum of the fair values of tangible and identifiable intangible assets less liabilities assumed, whether or not previously recorded by the acquired enterprise, is recorded as goodwill. The U.S. GAAP adjustments for the year ended December 31, 2001 reflects the difference in the amortization expense of goodwill and other purchase price adjustments resulting from the application of the purchase method for U.S. GAAP and the accounting under Mexican GAAP described above related to the acquisition of Bay City Television, Inc. ("Bay City") and Radiotelevision, S.A. de C.V. in July 1996. For U.S. GAAP purposes, the purchase price has been allocated, based on fair values primarily to the broadcast license and network affiliation agreement, programming and advertising contracts, fixed assets, other assets and goodwill. Such purchase price adjustments are amortized over the remaining estimated useful lives of the respective assets, which is 15 years for fixed assets and 3 years for programming contracts. Upon the adoption of the new accounting standard on goodwill and other intangible assets (described below) on January 1, 2002, the Group ceased amortizing the broadcast license and network affiliation agreement, as they were considered to have indefinite lives, and the amount allocated to goodwill. Notwithstanding, following new EITF Issue No. 03-9 Interaction of Paragraphs 11 and 12 of FASB Statement No. 142 Regarding Determination of the Useful Life and Amortization of an Intangible Asset, in 2003 the Company re-assessed the useful life of its network affiliation agreement and concluded that it constitutes a definite lived intangible. Consequently, in 2003 the Company restarted amortizing the remaining carrying value of its network affiliation agreement amounting to Ps.34,061 over the remaining life of the contract, which is 6 years. In addition, on January 1, 2002, the Group recorded a non-cash impairment charge relating to the broadcast license and network affiliation agreement (Ps.797,473, net of tax benefit of Ps.435,006) and the goodwill in Bay City (Ps.526,487) (described below).

On October 19, 2000, the Group acquired all of the interest owned by a minority shareholder in its majority-owned subsidiary, Editorial Televisa, by issuing 172,922,325 shares of capital stock in the form of 57,640,775 CPOs. Under Mexican GAAP, this acquisition was accounted for as a purchase, and the related purchase price was determined using the carrying value of the Group's treasury shares at the acquisition date, with a related goodwill of Ps.77,823 and an additional paid-in capital of Ps.217,247 being recognized. Under U.S. GAAP, this acquisition was accounted for by the purchase method, and the related purchase price was determined by using the fair value of the shares issued by the Group as consideration for the minority interest acquired. The additional purchase price adjustment under U.S. GAAP was allocated to goodwill and amortized through December 31, 2001. Upon the adoption of the new accounting standard on goodwill and other intangible assets effective January 1, 2002 (described below), this amount is no longer amortized, but subject to an annual impairment test.

In 1999, the Group exercised warrants to acquire an additional interest in Univision. Under Mexican GAAP, the Group recognized the excess of its underlying equity in the net assets of Univision over the cost of the investment in income. Under U.S. GAAP, the additional investment in Univision was accounted for as a purchase with the difference between the investors' cost and underlying equity in the net assets of the investee at the date of acquisition being accounted for in a manner similar to a consolidated subsidiary and amortized over the remaining estimated useful lives of the underlying assets. The unamortized balance of negative goodwill that arose on this transaction was written off on January 1, 2002 and was reflected as part of "Cumulative effect of change in accounting principle" in the accompanying U.S. GAAP reconciliation, pursuant to the provisions of Statement of Financial Accounting Standard No. 141, "Business Combinations" ("SFAS 141").

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In addition, as described in Note 2, the Group also entered into a series of transactions with Univision in December 2001, by which, among other things, the Group acquired 375,000 non-voting preferred shares of Univision stock, which converted upon the receipt of required U.S. regulatory approval in February 2002, into 10,594,500 shares of Univision Class "A" Common Stock and 2,725,136 shares of Univision Class "B" Common Stock, and 6,000,000 shares of Univision Class "A" Common Stock as partial consideration for the sale of its music recording business. Under Mexican GAAP, the Group recognized the excess of its underlying equity in the net assets of Univision over the cost of the additional investments as goodwill. Under U.S. GAAP, the additional investments were each accounted for as a purchase with the difference between the investors' cost and underlying equity in the net assets of the investee at the date of acquisition being accounted for in a manner similar to a consolidated subsidiary. Accordingly, under U.S. GAAP, the Group recognized goodwill on these acquisitions amounting to Ps.4,801,466.

(E) GOODWILL AND OTHER INTANGIBLE ASSETS

During 2001, the Financial Accounting Standards Board ("FASB") issued Statement of Financial Accounting Standards No. 142 "Goodwill and Other Intangible Assets" ("SFAS 142"), which requires that, effective January 1, 2002, goodwill, including the goodwill included in the carrying value of investments accounted for using the equity method of accounting, and certain other intangible assets deemed to have an indefinite useful life, cease amortizing. The new rules also require that goodwill and certain intangible assets be assessed for impairment using fair value measurement techniques.

The Group recorded a Ps.1,281,782 non-cash charge (net of a write off of negative goodwill of Ps.325,540 and tax benefit of Ps.435,006) for the impairment of goodwill and other intangible assets upon completion of its initial impairment reviews pursuant to the adoption of SFAS 142 on January 1, 2002. The charge is reflected as a cumulative effect of an accounting change in the accompanying U.S. GAAP reconciliation. The charge reduced the carrying value of goodwill in the Group's television broadcasting and publishing distribution segments by Ps.526,487 and Ps.272,964, respectively. The impairment in the Group's television broadcasting segment relates to the operations of Bay City, which have been adversely affected by an increase in operational costs resulting from the start up of a local news center in the frame of the Company's business strategy and the commitments assumed under the network affiliation agreement signed with Fox, as well as from increased competition. The impairment in the Group's publishing distribution segment related primarily to the operations of Grupo Distribuidoras Intermex, S.A. de C.V. ("Distribuidoras Intermex"), as a result of increased competition and decreasing margins of its South-American operations. The fair value of Bay City and Distribuidoras Intermex, as separate reporting units, were determined using expected present value of future cash flows.

As a result of the annual impairment review of goodwill performed in 2002, the Company recorded an additional non-cash charge of Ps.293,110 to reduce the carrying value of goodwill in its television broadcasting segment (Ps.53,919), cable television segment (Ps.111,940) and other segments (Ps.127,250). These charges were recorded as a component of operating income (loss) in the accompanying U.S. GAAP reconciliation.

The changes in the carrying amount of goodwill under U.S. GAAP for the years ended December 31, 2002 and 2003, are as follows:

	BALANCE AS OF JANUARY 1, 2001	WRITE-OFF OF NEGATIVE GOODWILL	ALLOCATED GOODWILL	IMPAIRME LOSSES
Consolidated subsidiaries:				
Television broadcasting	Ps. 813.287	Ps. --	Ps. 53,886	Ps. (580
Publishing distribution	272,964	--	--	(272
Publishing	1,230,835	--	--	
Cable television	111,940	--	--	(111
Other segments	69,248	--	100,868	(127
Equity-method investees	(210,270)	325,540(1)	5,579,609(2)	
	Ps. 2,288,004	Ps. 325,540	Ps. 5,734,363	Ps. (1,092

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(1) Represents the write-off of negative goodwill in Univision on January 1, 2002 - refer to (d) and (e) above.

(2) Represents the goodwill arising on acquisitions of additional interests in Univision (Ps.4,801,466) and OCEN (Ps.778,142) - refer to Note 2 and (d) above.

(3) Relates mainly to the impairment of goodwill in Bay City and Grupo Distribuidoras Intermex (described above).

	BALANCE AS OF JANUARY 1, 2003	TRANSLATION EFFECT OF GOODWILL OF FOREIGN SUBSIDIARIES	ALLOCATED GOODWILL	IMPAIRMENT LOSSES	BAL DECEM
Consolidated subsidiaries:					
Television broadcasting	Ps. 286,767	Ps. --	Ps. --	Ps. --	Ps.
Publishing	1,230,835	--	--	--	1,
Other segments	42,866	--	--	(1,150)	
Equity-method investees	5,694,879	294,527	(26,053)	(23,984)	5,

Ps.7,255,347	PS. 294,527	Ps. (26,053)	Ps. (25,134)	Ps.7,

The following disclosure of what the Group's income before extraordinary items and cumulative change in accounting principle, net income, earnings per CPO and earnings per share would have been under U.S. GAAP, adjusted to exclude the amortization expense recognized in 2001 related to goodwill, negative goodwill and intangible assets with indefinite lives, is required by SFAS 142:

	YEAR ENDED DECEMBER	
	2001	2002
Reported income before cumulative effect of change in accounting principle	Ps. 2,294,029	Ps. 104,164
Add back: Goodwill amortization	175,685	--
Deduct: Negative goodwill amortization	(18,087)	--
Add back: Amortization of acquired television network concession, broadcast license, network affiliation agreements and trademarks, net of deferred tax of Ps.65,212	121,108	--
Adjusted income before cumulative change in accounting principle	Ps. 2,572,735	Ps. 104,164
Reported net income (loss)	Ps. 1,430,188	Ps. (1,177,618)
Add back: Goodwill amortization	175,685	--
Deduct: Negative goodwill amortization	(18,087)	--
Add back: Amortization of acquired television network concession, broadcast license, network affiliation agreements and trademarks, net of deferred tax of Ps.65,212	121,108	--
Adjusted net income (loss)	Ps. 1,708,894	Ps. (1,177,618)

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	YEAR ENDED DECEMBER 31,				
	2001		2002		2003
(in constant pesos)	PER CPO	PER SERIES "A" SHARE	PER CPO	PER SERIES "A" SHARE	PER CPO
Reported earnings (loss) per CPO and per share	Ps. 0.48	Ps. 0.16	Ps. (0.42)	Ps. (0.14)	Ps. 0.96
Add back: Goodwill amortization	0.06	0.02	--	--	--
Add back: Amortization of acquired television network concession, broadcast					

license, network affiliation agreements and trademarks, net of deferred tax of Ps.65,212	0.06	0.02	--	--	--
Adjusted earnings (loss) per CPO and per share	Ps. 0.60	Ps. 0.20	Ps. (0.42)	Ps. (0.14)	Ps. 0.96

The carrying value of intangible assets as of December 31, 2002 and 2003 amounted to:

	2002	2003
Trademarks(1)(2)	Ps. 436,963	Ps. 459,799
Television network concession(1)	632,792	632,792
Network affiliation agreements(1)	102,181	102,181
Broadcast license	34,061	27,961
Total intangible assets	Ps.1,205,997	Ps.1,222,733

(1) Indefinite-lived

(2) Includes translation effect

The aggregate amortization expense for intangible assets subject to amortization under U.S. GAAP, is estimated at Ps.102,181 for each of the next five fiscal years.

As mentioned in Note 1 i), under Mexican GAAP, until January 1, 2003, all intangible assets were amortized over their estimated useful life. Bulletin C-8 was adopted starting January 1, 2003, and consequently, trademarks and the television network concession were recognized as having indefinite lives and were not longer amortized. Accordingly, amortization of these indefinite-lived intangible assets ceased in 2002 for U.S. GAAP and in 2003 for Mexican GAAP.

(F) EQUITY METHOD INVESTEES

The effect of applying U.S. GAAP to the Group's equity investees, as it relates to Innova, SMCP, Univision and OCEN, has been included in the Group's U.S. GAAP reconciliation.

The schedules below present, under U.S. GAAP, summarized statements of operations for the years ended December 31, 2003, 2002 and 2001, and balance sheet information as of December 31, 2003 and 2002 for the significant investments that were accounted for under the equity method.

CONDENSED STATEMENTS OF OPERATIONS

YEAR ENDED DECEMBE

	INNOVA	SMCP	O I
Net sales	Ps. 3,265,898	Ps. 784,041	Ps
Total expenses	4,185,441	2,388,034	
(Loss) income before income taxes and minority interest.	(919,543)	(1,603,993)	
Income tax provisions	(48,124)	(3,379)	
Loss before minority interest	(967,667)	(1,607,372)	
Minority interest	--	--	
U.S. GAAP net loss	Ps. (967,667)	Ps. (1,607,372)	Ps
Televisa's equity in net (losses) income of equity investees, under U.S. GAAP	Ps. (580,600)	Ps. (482,212)	Ps

	YEAR ENDED DECEMBER 31, 2002			
	INNOVA	UNIVISION	SMCP	IN
Net sales	Ps. 3,447,836	Ps. 11,873,377	Ps. 606,620	Ps.
Total expenses	5,240,673	10,262,774	1,995,617	
(Loss) income before income taxes and minority interest	(1,792,837)	1,610,603	(1,388,997)	
Income tax provisions	(78,533)	(669,170)	(22)	
(Loss) income before minority interest	(1,871,370)	941,433	(1,389,019)	
Minority interest	--	--	--	
U.S. GAAP net (loss) income	Ps. (1,871,370)	Ps. 941,433	Ps. (1,389,019)	Ps.
Televisa's equity in net (losses) income of equity investees, under U.S. GAAP	Ps. (1,122,822)	Ps. 123,064	Ps. (908,608)(1)	Ps.

(1) Includes corporate consolidation adjustments of Ps.(491,902)

YEAR ENDED DECEMBER 31, 2

OTHER EQ

	INNOVA	UNIVISION	INVESTM
Net sales	Ps. 3,745,848	Ps. 14,716,143	Ps. 3,56
Total expenses	4,644,461	11,788,805	4,75
(Loss) income before income taxes and minority interest	(898,613)	2,927,338	(1,19
Income tax benefit (provision)	117,050	(1,182,958)	(7
(Loss) income before minority interest	(781,563)	1,744,380	(1,26
Minority interest	--	--	(1
U.S. GAAP net (loss) income	Ps. (781,563)	Ps. 1,744,380	Ps. (1,28
Televisa's equity in net (losses) income of equity investees, under U.S. GAAP	Ps. (468,938)	Ps. 163,448	Ps. (68

CONDENSED BALANCE SHEETS

	DECEMBER 31, 2002		
	INNOVA	UNIVISION	SMCP
Current assets	Ps. 572,612	Ps. 4,188,381	Ps. 242,833
Non-current assets	3,253,480	33,051,875	2,227,505
Total assets	3,826,092	37,240,256	2,470,338
Current liabilities	1,363,395	2,428,678	815,344
Non-current liabilities	9,585,870	17,637,579	2,761,163
Stockholders' (deficit) equity	(7,123,173)	17,173,999	(1,106,169)
Total liabilities and stockholders' (deficit) equity	Ps. 3,826,092	Ps. 37,240,256	Ps. 2,470,338
Televisa's investment in and advances to equity investees at cost plus equity in undistributed (losses) earnings since acquisition (net)	Ps. (1,849,075)(1)	Ps. 2,272,750	Ps. (823,753)(2

(1) Includes long-term notes and interest receivable of Ps.2,424,829.

(2) Includes corporate consolidation adjustments of Ps.(491,902).

	DECEMBER 31, 2003		
	INNOVA	UNIVISION	OTHER EQU INVESTME
Current assets	Ps. 758,962	Ps. 5,843,353	Ps. 2,074
Non-current assets	2,868,087	79,948,390	2,037
Total assets	3,627,049	85,791,743	4,111
Current liabilities	1,431,891	3,239,905	5,290
Non-current liabilities	5,761,811	25,270,921	610
Stockholders' (deficit) equity	(3,566,653)	57,280,917	(1,789
Total liabilities and stockholders' equity	Ps. 3,627,049	Ps. 85,791,743	Ps. 4,111
Televisa's investment in and advances to equity investees at cost plus equity in undistributed (losses) earnings since acquisition (net)	Ps. (2,139,992)	Ps. 5,366,303	Ps. (318

The Group owns a 60% interest in Innova. Despite the Group's majority interest, the investment is accounted for under the equity method due to the fact that one of the other venture partner has significant governance rights, including the right to block any transaction between the Group and Innova.

The primary differences between Innova's Mexican GAAP and U.S. GAAP net earnings is due to satellite transponder and reorientation cost adjustments. Under Mexican GAAP, Innova established an accrual and recognized non-recurring losses for the redundant use of transponders as well as antenna reorientation costs in 2000. Under U.S. GAAP, the redundant satellite costs would not be accrued and along with the antenna reorientation costs, would be expensed as incurred. In 2001 and 2002, these expenditures were incurred. Under Mexican GAAP, there was no impact to net income as the accruals had been established the previous year. Under U.S. GAAP, the expenses were recognized when incurred in 2001 and 2002.

In addition, in 2001 and 2002 for Mexican GAAP purposes, the Group decided to discontinue the recognition of equity losses with respect to its investment in Innova. Under U.S. GAAP, the Group will continue to equity account Innova's results of operations since the Group has guaranteed certain of its obligations and is committed to provide further financial support for Innova.

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In addition, under Mexican GAAP, the convertible preference shares of Univision were initially accounted for at cost, with the equity method applied from the date of conversion into Univision Class "A" and Class "B" Common Stock. Under U.S. GAAP, the equity method was applied retroactively to these shares upon conversion, in a manner consistent with the accounting for a "step" acquisition of a subsidiary.

As described in Note 2, the Group acquired a 40% interest in OCEN during October 2002. The excess of the purchase price over the net book value of the assets acquired was allocated to goodwill under Mexican GAAP and is amortized over a period not to exceed twenty years. Under U.S. GAAP, the difference between the cost of the investment and the amount of underlying equity in net assets of the investee should be accounted as if the investee were a consolidated subsidiary. Accordingly, under U.S. GAAP, the Group reduced the total carrying value of fixed assets and other assets in OCEN by Ps.67,415 and Ps.14,273, respectively, and allocated the difference to goodwill (Ps.778,142). Such adjustments are amortized over the remaining estimated useful lives of the respective assets. The amount allocated to goodwill is not amortized but is reviewed for impairment in accordance with Accounting Principles Board Opinion No. 18, "The Equity Method of Accounting for Investments in Common Stock".

(G) ADJUSTMENT TO GAIN ON SALE OF MUSIC RECORDING BUSINESS

As described in Note 2 and in (d) above, the Group disposed of its music recording business to Univision in exchange for 6,000,000 shares of Univision Class "A" Common Stock and warrants to purchase, at an exercise price of U.S.$38.261 per share, 100,000 shares of Univision Class "A" Common Stock. The sale, which was consummated in April 2002, was accounted for at fair value under both Mexican and U.S. GAAP. The fair value of the proceeds exceeded the carrying value of music recording business and, under Mexican GAAP, the Group recognized a 100% of the gain arising on the disposal of the business. Under U.S. GAAP however, although the fair value of the proceeds exceeded the carrying value of the assets by the same amount, the Group only recognized the portion of the gain that has effectively been sold to third parties. The U.S. GAAP adjustment therefore eliminates a portion of the gain recognized under Mexican GAAP attributable to the Group's interest in Univision, immediately after the transaction.

(H) DERIVATIVE FINANCIAL INSTRUMENTS

The Group's activities expose it to a variety of market risks, including risks related to the effects of changes in foreign-currency exchange rates, inflation and interest rates. These financial exposures are monitored and managed by the Group in the Risk Management Committee which reports to the Executive Committee. The Group's risk management program focuses on the unpredictability of financial markets and seeks to reduce the potentially adverse effects that the volatility of these markets may have on its operating results.

The Group uses currency option agreements to protect its exposure to changes in the exchange rates created by its U.S. dollar-denominated debt. The Group also uses derivative instruments to minimize significant, unanticipated earnings fluctuations that may arise from volatility in interest rates. The Group's specific goals are to (1) manage interest rate sensitivity by modifying the repricing or maturity characteristics of some of its debt and (2) lower (where possible) the cost of its borrowed funds. Fluctuations in interest rates create an unrealized appreciation or depreciation in the market value of the Group's fixed-rate debt when that market value is compared with the cost of the borrowed funds.

By using derivative financial instruments to hedge exposures to changes in exchange rates and interest rates the Group exposes itself to credit risk and market risk. Credit risk is the risk that the counterparty might fail to fulfill its performance obligations under the terms of the derivative contract. When the fair value of a derivative contract is positive, the counterparty owes the Group, which creates repayment risk for the Group. When the fair value of a derivative contract is negative, the Group owes the counterparty and, therefore, does not assume repayment risk. The Group minimizes its credit (or repayment) risk in derivative instruments by (1) entering into transactions with high-quality counterparties (2) limiting the amount of its exposure to each counterparty, and (3) monitoring the financial condition of its counterparties. Market risk is the risk that the value of a financial instrument might be adversely affected by a change in interest rates and currency exchange rates.

The Group manages the market risk associated with interest rate and foreign-exchange contracts by establishing and monitoring parameters that limit the types and degree of market risk that may be undertaken.

Under Mexican GAAP, effective January 1, 2001 and in accordance with Bulletin C-2, "Financial Instruments", all financial instruments are recorded on the balance sheet at fair value and subsequent changes in fair value are recognized in current period earnings (see Note 1(p)). Since the Group did not designate the derivative instruments in effect at December 31, 2000 as a hedge upon the adoption of SFAS 133 "Accounting for Derivative Instruments and Hedging Activities," as amended by SFAS 137 and SFAS 138 on the same matter (collectively referred to herein as "SFAS 133"), there was no significant cumulative effect (transition adjustment) in either earnings or other comprehensive income during 2001. The U.S. GAAP net income adjustment for the year ended December 31, 2001 includes the reversal into earnings of the U.S. GAAP difference outstanding as of December 31, 2000 for speculative forward contracts upon the adoption of Bulletin C-2.

As disclosed in Note 5, the Group received warrants for 9,000,000 Class A Common Shares of Univision in 2001 in exchange for the relinquishing of certain governance rights related to its investment in Univision. Under Mexican GAAP, the warrants have not been assigned a value since they are related to an equity investee and it is management's intent not to dispose of such warrants, but rather to exercise such warrants prior to their expiration. Under U.S. GAAP, SFAS 133, due to the cashless exercise feature of the warrants, the warrants are considered derivative financial instruments. In accordance with EITF Issue No. 00-8, "Accounting by a Grantee for an Equity Instrument to Be Received in Conjunction with providing Goods or Services", they must be recorded at their fair value from the date of performance commitment.

As disclosed in Note 10, in 2002, the Group entered into currency option agreements, option agreements to exchange interest rates, interest rate swap agreements and written put option agreements on its own shares. Under Mexican GAAP, the Group recorded these derivative instruments on the balance sheet at their fair value with changes in fair values taken directly to the income statement. The Group has not undertaken to qualify these contracts as hedges for U.S. GAAP purposes. Accordingly, no differences in accounting for derivative financial instruments under Mexican and U.S. GAAP have been included in the accompanying U.S. GAAP reconciliation.

The Group manages the currency exposure related to the net assets of Univision through the U.S. dollar-denominated debt agreements that the Group enters into (its U.S.$300 million Senior Notes due 2011 and its U.S.$300 million Senior Notes due 2032). The Group generally hedges the total beginning-period amount of the net investment up to the total amount of hedging U.S. dollar-denominated debt and measures ineffectiveness of such hedge based upon the change in the spot foreign exchange rate. Gains and losses in Group's net investment in Univision are offset by exchange losses and gains in the Group's debt obligations, which are charged or credited to other comprehensive loss or income.

As described in Note 1(c), under Mexican GAAP the Group designated its net investment in Univision as being a hedge of the U.S. dollar-denominated debt. However, this different designation has no significant effect in the U.S. GAAP reconciliation.

For the years ended December 31, 2002 and 2003, Ps.826,847 and Ps.468,989, respectively, of net losses related to the foreign-currency-denominated debt agreements were included in the Group's cumulative translation adjustment.

(I) PENSION PLAN AND SENIORITY PREMIUMS

For U.S. GAAP purposes, pension plan costs and seniority premiums have been determined in accordance with SFAS No. 87, "Employers' Accounting for Pensions" ("SFAS 87"), which became effective for the Group on January 1, 1989, whereas, for Mexican GAAP purposes, the Group adopted Bulletin D-3 "Labor Obligations," effective January 1, 1993. Therefore, the difference between Mexican GAAP and U.S. GAAP is due to the difference in implementation dates. Such difference is determined by separate actuarial computations for each year under both SFAS 87 and Bulletin D-3.

The Company uses a December 31 measurement date for its plans.

Components of Net Periodic Benefit Cost

The components of net periodic pension and seniority premium plan cost as of December 31, calculated in accordance with SFAS 87, consist of the following:

	2001	2002	200
Service cost	Ps. 75,834	Ps. 76,794	Ps. 71
Interest cost	38,164	37,739	37
Expected return on plan assets	(42,468)	(36,319)	(36
Net amortization and deferral	41,298	43,996	51
Net cost under U.S. GAAP	112,828	122,210	123
Net cost under Mexican GAAP	110,247	123,555	123
Increase (reduction) of net cost that would be recognized under U.S. GAAP	Ps. 2,581	Ps. (1,345)	Ps.

Weighted-Average Assumptions Used to Determine Net Periodic Benefit Cost For Years Ended December 31

The assumptions used to determine the pension obligation and seniority premiums as of year-end and net costs in the ensuing year were:

	2001	2002	2003
Weighted average discount rate	4%	4%	4%
Rate of increase in future compensation levels	2%	2%	2%
Expected long-term rates of return on plan assets	5%	5%	5%

The long-term asset return rate is based on the annual recommendations of the Actuarial Commission of the Mexican Association of Consulting Actuaries (AMAC), which in turn based its recommendation on historical averages of real interest rates of Treasury Bills (CETES) for the last twenty years. Such Association recommends an asset return between 0 and 400 basis point above discount rate used to estimate the benefit obligation. According to such recommendation, we used 4% as discount rate and 5% as asset return rate, this means 100 basis points higher than the discount rate.

Obligations and Funded Status At December 31

The pension and seniority premium plan liability as of December 31, 2002 and 2003, under SFAS 87, is as follows:

	2002	2003
Projected benefit obligation	Ps. 971,902	Ps. 851,888
Plan assets	(723,427)	(888,748)
Funded status	248,475	(36,860)
Unrecognized prior service cost	117,364	65,791
Unrecognized net loss (gain)	249,888	(28,931)
	367,252	36,860
Prepaid pension asset	(118,777)	--
Additional minimum liability	192,060	--
Balance sheet liability	Ps. 73,283	Ps. --
Change in benefit obligation:		
Projected benefit obligation at beginning of year	Ps. 992,523	Ps. 971,902
Service cost	76,794	71,318
Interest cost	37,740	37,564
Actuarial gain	(54,436)	(133,390)
Benefits paid	(80,719)	(95,506)
Benefit obligation at end of year	Ps. 971,902	Ps. 851,888
Change in plan assets:		
Fair value of plan assets at beginning of year ..	Ps. 774,384	Ps. 723,427
Actual return on plan assets	(118,973)	189,362
Plan asset contribution	107,144	36,068
Benefits paid	(39,128)	(60,109)
Fair value of plan assets at end of year	Ps. 723,427	Ps. 888,748

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Plan Assets

The Company's weighted average asset allocation by asset category as of December 31 was as follows:

2003	2002

Equity securities	54.3%	44.7%
Fixed rate instruments	45.7%	55.3%
Total	100.0%	100.0%

Included within plan assets at December 31, 2002 and 2003 are shares held by the trust in the Group with a fair value of Ps.323,101 and Ps.482,466, respectively (44.7% and 54.3% of total plan assets, respectively).

The plan assets are invested according to specific investment guidelines determined by the technical committees of the pension plan and seniority premiums trusts. These investment guidelines require to invest a minimum 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 better 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 derivatives.

The Group has substantially funded its projected benefit obligation as of December 31, 2003; accordingly, the Group does not expect to make significant contributions to its plan assets in 2004.

Under U.S. GAAP, SFAS No. 106, "Employers' Accounting for Postretirement Benefits other than Pensions" ("SFAS 106"), requires accrual of postretirement benefits, other than pensions, (such as health care benefits) during the years an employee provides services. The Group does not and is not required to provide postretirement benefits.

SFAS No. 112, "Employers' Accounting for Postemployment Benefits" ("SFAS 112"), requires the accrual of certain employee benefits provided after employment but before retirement. The Group does not and is not required to provide postemployment benefits, which would be required to be accrued under SFAS 112.

(J) EMPLOYEE STOCK OPTION PLAN

As described in Note 14, the Group adopted a stock option plan, as amended (the "Plan"), under which a specific number of awards to purchase CPOs are granted and sold to eligible employees. Pursuant to the Plan, ownership of the CPOs is not transferred until certain conditions are met. In accordance with the Plan, a trust administered by a Mexican financial institution is being used to implement the Plan (the "Trust"). The technical committee of the Trust may also authorize anticipated sales in the open market by the trustee of a portion of the CPOs granted and sold to employees in order to settle the purchase price (a "cashless transaction").

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During 2001 and 2002, the market price of the CPOs had not appreciated enough to make a cashless transaction attractive to employees. Under the Plan, all awards are granted at an exercise price ranging from approximately Ps.11.21 to Ps.19.10 or from U.S.$1.04 to U.S.$1.71 (Initial Price) per CPO, to be adjusted by a rate ranging from 2% to 10% per annum (depending upon whether the purchase price is paid in pesos or U.S. dollars) (Adjusted Price) accruing from the date of the contract to the date of exercise.

Under the terms of the Plan, the awards generally vest within five years depending on certain variables. The Group will transfer the CPOs to the participant at the end of each vesting period if the participant settles the payment of the Initial Price or the Adjusted Price and continues as an employee of the Group or any of its subsidiaries.

Under Mexican GAAP, the Group recognizes no compensation expense for their purchase plan. For U.S. GAAP purposes, the Group applies Accounting Principles Board Opinion No. 25 "Accounting for Stock Issued to Employees", and its related interpretations ("APB 25") to account for stock-based compensation. In accordance with APB 25, the Company recognizes compensation expense for its employee stock option plan using the intrinsic-value method of accounting. Under the terms of the intrinsic-value method, compensation cost is the excess, if any, of the market price of the stock at the grant date, or other measurement date, over the amount an employee must pay to acquire the stock.; compensation cost is accrued over the vesting/performance periods and adjusted for subsequent changes in fair market value of the shares from the measurement date.

In December 2002, the Financial Accounting Standards Board issued Statement of Financial Accounting Standard No. 148 "Accounting for Stock-Based Compensation-Transition and Disclosure" ("SFAS 148"). SFAS 148 amends SFAS 123 "Accounting for Stock-Based Compensation" ("SFAS 123") to provide alternative methods of transition for a voluntary change to the fair value based method of accounting for stock-based employee compensation. In addition, SFAS 148 amends the disclosure requirements of SFAS 123 to require prominent disclosures in both annual and interim financial statements about the method of accounting for stock-based employee compensation and the effect of the method used on reported results. The Company has elected to continue to account for its stock based compensation in accordance with the provision of APB 25 and present the pro forma disclosures required by SFAS 123 as amended by SFAS 148.

At December 31, 2002, the Group had granted approximately 82.8 million CPOs. Had the compensation cost of these plans been determined based on the fair value of the options at date of grant using the provisions of SFAS No. 123, "Accounting for Stock-Based Compensation", the Group's net income and earnings per share would be the pro forma amounts shown in the following table:

	YEAR ENDED DECEMBER 31,		
	2001	2002	2
Net income (loss) under U.S. GAAP			
As reported	Ps. 1,430,188	Ps.(1,177,618)	Ps.2,
Add: Stock-based employee compensation expense included in reported net income (loss), net of related tax effects	(65,440)	(5,409)	
Deduct: Total stock-based employee compensation expense determined under fair value based method for all awards, net of related tax effects	(85,283)	(96,944)	
Pro forma	Ps. 1,279,465	Ps.(1,279,971)	Ps. 3
Earnings (loss) per CPO under U.S. GAAP (constant pesos)			
Basic and diluted, as reported	0.48	(0.42)	

Basic and diluted, pro forma	0.42	(0.45)

The results may not be representative of the effects on the pro forma net income for the future.

The Group determined the pro forma amounts using the Black-Scholes option-pricing model based on the following weighted-average assumptions:

	DECEMBER 31,		
	2001	2002	2003
Dividend yield	0%	0%	0%
Expected volatility	52%	52%	52%
Risk-free interest rate	21%	21%	21%
Expected life of options (in years)	1.7	3.2	1.2

A summary of the changes of the stock awards for employees for the years ended December 31, is presented below (in constant pesos and thousands of CPOs):

	2001		2002		2003
	CPOs	Weighted-average exercise price	CPOs	Weighted average exercise price	CPOs
Outstanding at beginning of year .	62,300	Ps. 14.70	83,812	Ps. 12.07	82,776
Granted	21,512	13.18	20	11.65	4,416
Exercised	--	--	--	--	(5,000)
Forfeited	--	--	(1,056)	--	(1,716)
Outstanding at the end of the year	83,812	13.29	82,776	11.86	80,476
Options exercisable at end of year	--	--	--	--	25,000

As of December 31, 2003, the weighted-average remaining contractual life of the awards is 1.2 years.

(K) PRODUCTION AND FILM COSTS

Effective January 1, 2001, the Group adopted the provisions of the American Institute of Certified Public Accountants Statements of Position 00-2, "Accounting by Producers or Distributors of Films" ("SoP 00-2"). SoP 00-2 supersedes SFAS 53. Although SoP 00-2 carries forward many of the requirements of SFAS 53, it differs in the areas of revenue recognition, costs for abandoned projects, limitations on ultimate revenues used, impairment guidance and advertising costs, as well as expanded disclosures. The Group recorded a one-time after-tax charge for the initial adoption of SoP 00-2 totaling approximately Ps.863,841, net of related tax benefit of Ps.465,144 in its cumulative effect of accounting change in the consolidated statement of income for the year ended December 31, 2001.

The Group expects to amortize all of its unamortized film costs over the next year.

Under Mexican GAAP, the Group capitalizes production costs related to programs, which benefit more than one period, and amortizes them proportionately over the projected program revenues that are based on the Group's historic revenue patterns for similar types of production. For Mexican GAAP purposes, royalty agreements that are not individual film-specific are considered in projecting program revenues to capitalize related production costs.

Under U.S. GAAP, production costs related to programs are also capitalized and amortized over the period in which revenues are expected to be generated (ultimate revenues). In evaluating ultimate revenues, the Group uses projected program revenue on a program-by-program basis, taking into consideration secondary market revenue only for those programs where a firm commitment or licensing arrangement exists related to specific individual programs. For U.S. GAAP purposes, royalty agreements that are not individual film-specific are not considered in the ultimate revenues. Exploitation costs are expensed as incurred.

In addition, Mexican GAAP, allows the capitalization of artist exclusivity contracts and literary works, whereas U.S. GAAP is generally more restrictive.

(L) DEFERRED INCOME TAXES

Under Mexican GAAP, the Group applies the provisions of Bulletin D-4, "Accounting for Income Tax, Assets Tax and Employees' Profit Sharing", which uses the comprehensive asset and liability method for the recognition of deferred income taxes for existing temporary differences.

Under U.S. GAAP, SFAS No. 109, "Accounting for Income Taxes" ("SFAS 109"), requires recognition of deferred tax liabilities and assets for the expected future tax consequences of events that have been included in the financial statements or tax returns. Under this method, deferred tax liabilities and assets are determined based on the difference between the financial statement and tax bases of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse.

The components of the net deferred tax liability applying SFAS 109 consist of the following:

	DECEM
	2002
Net deferred income tax liability recorded under Mexican GAAP (see Note 21)	Ps. (2,116,816)
Impact of U.S. GAAP adjustments:	

Capitalization of financing costs	291,533
Deferred costs	122,207
Equipment restatement	(208,889)
Purchase accounting adjustments	(97,232)
Adjustment of gain on sale of music recording business	96,636
Pension plan and seniority premiums	(130)
Gain from Univision warrants	(430,139)
Production and film costs	850,863
Employee stock option plan	44,798
Valuation allowance	(44,798)
	624,849
Net deferred income tax liability on U.S. GAAP	(1,491,967)
Less:	
Deferred income tax liability under Mexican GAAP	(2,116,816)
Net deferred income tax adjustment required under U.S. GAAP	Ps. 624,849

The components of net deferred employees' profit sharing ("EPS") liability applying SFAS 109 consist of the following:

	DECE
	2002
Deferred EPS liability:	
Current:	
Inventories	Ps. (1,881)
Noncurrent:	
Property, plant and equipment	(129,863)
Deferred costs	(60,309)
Pension plan and seniority premiums	4,623
Other	(1,998)
Total deferred EPS liability	Ps. (189,428)

The provisions for income tax and assets tax from continuing operations, on a U.S. GAAP basis, by jurisdiction as of December 31 are as follows:

	2001	2002	2003
Current:			
Mexican	Ps. 696,253	Ps. 927,633	Ps.1,042,068
Foreign	59,950	6,707	3,959
	756,203	934,340	1,046,027

Deferred:			
Mexican	76,837	(612,682)	1,814,283
Foreign	(43,110)	(473,875)	(932)
	33,727	(1,086,557)	1,813,351
	Ps. 789,930	Ps.(152,217)	Ps.2,859,378

For purposes of the U.S. GAAP, the Group has charged, (credited) Ps.36,484, Ps.1,305,747 and Ps.(582,753) of the change for the years ended December 31, 2001, 2002 and 2003 respectively, in SFAS 109 deferred income tax and EPS liabilities to income, and has charged (credited) Ps.83,857, Ps.169,384 and Ps.(82,958), respectively, of deferred income tax liability and deferred EPS directly to stockholders' equity relating to the result from holding non-monetary assets and translation effect of foreign subsidiaries.

As disclosed in Note 2, in June 2003, the Company completed the acquisition of Telespecialidades from the shareholders of Televicentro, paying approximately U.S.$83 million. At the time of acquisition, Telespecialidades's net assets consisted principally of 4,773,849 shares of the Company as well as a deferred tax asset for net operating loss carryforwards of approximately Ps.6,713,683 and a related full valuation allowance. Under Mexican GAAP, the difference between the purchase price of U.S.$83 million (Ps.893,698) and the historical cost basis of the net assets acquired was recognized on the balance sheet as a deferred tax asset amounting to Ps.804,149. Subsequent incremental amounts realized in the 2003 tax return amounting to Ps.1,374,997 resulting from the use of these net loss carryforwards were recognized in the income statement. For U.S. GAAP purposes, since the Company and Telespecialidades were under common control, the transaction was accounted for on a historical cost basis with the difference between the purchase price and the historical cost basis of the net assets acquired being accounted for as an adjustment to shareholders' equity. In addition, the Company accounted for the utilization of the acquired net operating loss carryforwards as a capital contribution.

A roll-forward of the Group's Mexican GAAP valuation allowance for 2003 is as follows:

Balance at December 31, 2002..	Ps. (2,041,411)
Increase in valuation allowance....................................	(206,828)
Balance at December 31, 2003..	Ps. (2,248,239)

(M) MINORITY INTEREST

This adjustment represents the minority interest in part of the U.S. GAAP adjustment (k) described above for one non-wholly owned subsidiary.

In addition, under Mexican GAAP, the minority interest in consolidated subsidiaries is presented as a separate component within the stockholders' equity section in the consolidated balance sheet. For U.S. GAAP purposes, the minority interest is not included in stockholders' equity.

(N) EFFECTS OF INFLATION ACCOUNTING ON U.S. GAAP ADJUSTMENTS

In order to determine the net effect on the consolidated financial statements of recognizing the adjustments described above, it is necessary to recognize the effects of applying the Mexican GAAP inflation accounting provisions (described in Note 1) to such adjustments.

In addition, as disclosed in Notes 19 and 22, under Mexican GAAP Bulletin D-4, effective 2000, the monetary gain or loss generated by the monetary temporary differences are reflected within the integral cost of financing while those related to the non-monetary items are reflected within the deferred tax provision. For U.S. GAAP purposes, the Group has historically followed the provisions of EITF Issue No. 93-9 and reflected the entire monetary gain or loss within the provision for deferred taxes. Consequently for 2001, 2002 and 2003, the Ps.116,036, Ps.84,220 and Ps.54,686, respectively, of monetary gain reflected within integral result of financing under Mexican GAAP has been reclassified to the deferred tax provision under U.S. GAAP.

(O) OTHER

Under U.S. GAAP, the cost of exclusive rights letters of soccer players would be amortized over the period of the expected benefit. The Group has not adjusted its net income reconciliation for 2001 and 2002 for this item because the impact would not be material. As noted in Note 20, the balance was written off under Mexican GAAP in 2002.

ADDITIONAL DISCLOSURE REQUIREMENTS

Presentation in the financial statements - Operating income

Under Mexican GAAP, the Group recognizes various costs as non-operating expenses, which would be considered operating expenses under U.S. GAAP. Such costs include primarily amortization of goodwill, the write-off of certain receivables, the write-off of program inventories, write-off of exclusive rights letters for soccer players, disputed or contractual letters of credit, certain financial advisory and professional fees, restructuring charges and employees' profit sharing expense (see Notes 20, 21 and 23). The differences relate primary to the Television Broadcasting and Publishing segments. Operating income of the Television Broadcasting segment would have been Ps.3,407,629, Ps.3,599,960 and Ps.6,975,593 and operating income of the Publishing segment would have been Ps.209,714, Ps.233,558 and Ps.336,012 for the years ended December 31, 2001, 2002 and 2003, respectively.

Presentation in the financial statements - Loss on extinguishment of debt

As more fully explained in Notes 9 and 20, during 2001, the Group extinguished long-term debt securities and recognized related premiums, consent fees and other expenses of approximately Ps.41,033 (net of tax benefit of Ps.22,094) which under Mexican GAAP, are included within non-recurring charges. Under U.S. GAAP, on January 1, 2003 the Company adopted SFAS No. 145, "Rescission of FASB Statements No. 4, 44, and 64, Amendment of FASB Statement No. 13, and Technical Corrections" (issued in April 2002 and effective for fiscal years beginning after May 15, 2002). Upon the adoption of SFAS No. 145 the Company reclassified the extraordinary losses recognized on the extinguishments of debt in 2001 to income from continuing operations in its consolidated income statement.

Presentation in the financial statements - Discontinued operations

As more fully disclosed in Note 23, under Mexican GAAP, the Group has reflected as a discontinued operation the Music Recording segment that it sold to Univision, its equity investee. Under U.S. GAAP, pursuant to Staff Accounting Bulletin 5-Z, the disposition of a business in which the seller retains an interest, either directly or indirectly, and over which it has continuing significant influence, is not presented as a discontinued operation. Summarized condensed balance sheet and results of operation information for the Music recording business is reflected in Note 23.

To provide a better understanding of the differences in accounting standards, the table below presents the Group's condensed consolidated statements of operations for the three years ended December 31, 2001, 2002 and 2003 under U.S. GAAP in a format consistent with the presentation of U.S. GAAP consolidated statements of operations, as if the music recording business were presented as continuing operations, and after processing the adjustments in (a) to (n) above:

	YEAR ENDED DECEMB	
	2001	2002
Net sales	Ps. 22,698,143	Ps. 22,632,1
Cost of providing services (exclusive of depreciation and amortization)	14,121,992	13,924,6
Selling and administrative expenses	4,111,540	3,764,7
Depreciation and amortization	1,914,606	1,811,6
Income from operations	2,550,005	3,131,1
Integral result of financing - net	2,201,817	(1,869,5
Loss on extinguishment of debt	(63,126)	--
Other income (expense) - net	45,260	970,7
Income before income taxes, minority interest, equity in losses of affiliates and cumulative effect of change in accounting principle	4,733,956	2,232,2
Income tax and assets tax	(1,255,074)	(282,7
Income before minority interest, equity in losses of affiliates and cumulative effect of change in accounting principle	3,478,882	1,949,4
Minority interest	(29,988)	79,9
Equity in losses of affiliates	(1,154,865)	(1,925,2
Income before cumulative effect of change in accounting principle	2,294,029	104,1
Cumulative effect of change in accounting principles (In 2001: SoP 00-2, Ps.863,841 net of tax benefit of Ps.465,144; and in 2002: SFAS 141 and SFAS 142, Ps.1,281,782, net of write off of negative goodwill of Ps.325,540 and tax benefit of Ps.435,006 in 2002)	(863,841)	(1,281,7
Net income (loss)	Ps. 1,430,188	Ps. (1,177,6

Weighted average common shares outstanding (in millions).....	8,877	8,8

Presentation in the financial statements - Earnings per CPO and per share

As disclosed in Note 14, the Group has three classes of common stock, Series A, L and D. The Group's publicly traded securities are CPOs, which represent one share of each class of stock. All of the authorized and issued Series L and D shares and 227,115,000 of the Series A shares trade as CPO units. Holders of the Series D shares, and therefore holders of the CPOs, are entitled to an annual, cumulative and preferred dividend of approximately nominal Ps.0.009 per D share before any dividends are payable on the Series A and L shares. For purposes of U.S. GAAP, the "two-class" method, which first reduces net income by the amount of the dividend preference to the D shares, has been applied to calculate earnings per share.

Earnings (loss) per CPO and per share under U.S. GAAP is presented in constant pesos for the years ended December 31, 2001, 2002 and 2003, as follows:

	2001		2002		2003	
	PER CPO	PER SERIES "A" SHARE	PER CPO	PER SERIES "A" SHARE	PER CPO	S
Continuing operations................	Ps.0.96	Ps.0.32	Ps. 0.03	Ps. 0.01	Ps.0.96	P
Cumulative effect of change in accounting principles................	(0.48)	(0.16)	(0.45)	(0.15)	--	
Net income (loss) per CPO/share.................	Ps.0.48	Ps.0.16	Ps.(0.42)	Ps.(0.14)	Ps.0.96	P

Presentation in the financial statements - Consolidated balance sheets

To provide a better understanding of the differences in accounting standards, the table below presents the condensed consolidated balance sheets as of December 31, 2002 and 2003, in a format consistent with the presentation of condensed consolidated balance sheets under U.S. GAAP, and after processing the adjustments in (a) and (n) above.

	DECEMBER 31,	
	2002	20

ASSETS		
Current assets:		
Cash and cash equivalents	Ps. 9,136,217	Ps. 1
Trade notes and accounts receivable - net	9,879,900	1
Other accounts and notes receivable - net	902,361	
Due from affiliated companies - net	2,987	
Transmission rights and programing	3,556,102	
Inventories	528,912	
Deferred taxes	1,931,539	
Other current assets	447,276	
Total current assets	26,385,294	3
Non-current assets:		
Transmission rights and programming	2,611,640	
Investments	3,016,758	
Property, plant and equipment - net	15,804,981	1
Goodwill - net	7,255,347	
Intangible assets	1,205,997	
Deferred costs - net	508,153	
Other assets	1,818,852	
TOTAL ASSETS	Ps. 58,607,022	6
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Current portion of long-term debt	1,289,184	
Trade accounts payable	2,317,961	
Customer deposits and advances	12,008,690	1
Taxes payable	921,634	
Accrued interest	319,694	
Other accrued liabilities	848,993	
Total current liabilities	17,706,156	1
Non-current liabilities:		
Long-term debt	13,875,887	1
Customer deposits and advances	211,767	
Other long-term liabilities	790,690	
Deferred taxes	3,612,934	
DTH joint ventures	2,672,828	
Pension plans and seniority premiums	201,279	
TOTAL LIABILITIES	39,071,541	4
Commitments and contingencies		
Minority interest	1,176,519	
TOTAL STOCKHOLDERS' EQUITY	18,358,962	2
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	Ps. 58,607,022	Ps. 6

Cash flow information

Mexican GAAP Bulletin B-12 issued by the MIPA specifies the appropriate presentation of the statements of changes in financial position. Under Bulletin B-12, the sources and uses of resources are determined based upon the differences between beginning and ending financial statement balances in Mexican Pesos of constant purchasing power. In addition, the inflation-adjusted statement of changes in financial position includes certain non-cash items such as monetary gains and losses, unrealized foreign currency translation gains or losses and net effect of foreign investment hedges. Under U.S. GAAP, Statement of Financial Accounting Standard No. 95, "Statement of Cash Flows" ("SFAS 95"), a statement of cash flows is required, which presents only cash movements and excludes non-cash items.

The Group considers all highly liquid temporary cash investments with original maturities of three months or less, consisting primarily of short-term promissory notes (Mexican pesos and U.S. dollars in 2001, 2002 and 2003) of Mexican financial institutions, to be cash equivalents.

The following is a cash flow statement on a U.S. GAAP basis in constant Mexican Pesos with the effects of inflation on cash and cash equivalents stated separately in a manner similar to the concept of presenting the effects of exchange rate changes on cash and cash equivalents as prescribed by SFAS 95.

	2001	
Operating activities:		
Net income (loss) under U.S. GAAP	Ps. 1,430,188	Ps
Adjustments to reconcile net income to cash provided by operating activities:		
Equity in losses of affiliates	1,154,865	
Minority interest from continuing operations	29,988	
Depreciation and amortization	1,914,606	
Cumulative loss effect of accounting change	863,841	
Deferred income tax and employees' profit sharing	495,507	
Derivative financial instruments	(2,663,768)	
Gain on disposal of investment	(306,334)	
Unrealized foreign exchange loss, net	(260,937)	
Loss from monetary position	(302,535)	
	2,355,421	
Changes in operating assets and liabilities:		
Decrease (increase) in:		
Trade notes and accounts receivable and customer deposits and advances, net	(461,188)	
Inventories	(161,419)	
Transmission rights, programs and films and production talent advances	2,723,398	
Other accounts and notes receivable and other current assets	(671,659)	
(Decrease) increase in:		
Trade accounts payable	(30,670)	
Other liabilities and taxes payable	(1,809,159)	
Pension plans and seniority premiums	(339,943)	
	(750,640)	
Cash provided by operating activities	1,604,781	

Financing activities:		
Issuance of Senior Notes	3,026,097	
Other changes in notes payable	(537,833)	
Shares issued	--	
Repurchase of shares	(243,661)	
Dividends	--	
Minority interest	(9,274)	
Cash provided (used) by financing activities	2,235,329	
Investing activities:		
Due from affiliated companies, net	24,370	
Proceeds from dispositions of investments	512,087	
Equity investments and other advances	(5,387,811)	
Investments in property, plant and equipment	(981,932)	
Deferred costs and other assets	(201,638)	
Cash used for investing activities	(6,034,924)	
Net (decrease) increase in cash and cash equivalents	(2,194,814)	
Translation effect on cash and cash equivalents	(103,082)	
Effect of inflation on cash and cash equivalents	(178,881)	
Cash and cash equivalents at beginning of year	8,658,986	
Cash and cash equivalents at end of year	Ps. 6,182,209	Ps

Net cash provided by (used for) operating activities reflects cash payments for interest and income taxes as follows:

	2001	2002
Interest	Ps. 1,033,874	Ps. 1,1
Income taxes and/or assets tax	577,508	7

Supplemental disclosures about non-cash activities:

	2001	2002
Note receivable related to customer deposits	Ps. 7,352,123	Ps. 7,443

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Recently issued accounting standards

In January 2003, the FASB issued FASB Interpretation No. 46 ("FIN 46"), "Consolidation of Variable Interest Entities, an Interpretation of ARB 51." FIN 46 requires the primary beneficiary of a variable interest entity to consolidate that entity. A Variable Interest Entity ("VIE") is created when (i) the equity investment at risk is not sufficient to permit the entity from financing its activities without additional subordinated financial support from other parties or (ii) equity holders either (a) lack direct or indirect ability to make decisions about the entity, (b) are not obligated to absorb expected losses of the entity or (c) do not have the right to receive expected residual returns of the entity if they occur. The primary beneficiary of a variable interest entity is the party that absorbs a majority of the variable interest entity's expected losses, receives a majority of the entity's expected residual returns, or both, as a result of ownership, contractual or other financial interest in the entity. In December 2003, the FASB issued a revision of FIN 46 ("FIN 46-R"), clarifying certain provisions of FIN 46. The Company was required to adopt the provisions of FIN 46-R on February 1, 2003 as they related to VIEs created on or after that date. For VIEs created before January 1, 2003, FIN 46-R was deferred to 2004. The Company expects that upon the adoption of FIN 46 and FIN 46-R, it will begin to consolidate Innova. Although such adoption may not impact net income, it will change the income statement and balance sheet presentation.

In May 2003, the FASB issued SFAS No. 150, "Accounting for Certain Financial Instruments with Characteristics of Both Liabilities and Equity". The statement requires issuers to classify a financial instrument that is within its scope as a liability (or an asset in some circumstances). The statement is effective for financial instruments entered into or modified after May 31, 2003 and is otherwise effective at the beginning of the first interim period beginning after June 15, 2003. The Company is evaluating the impact which SFAS No. 150 may have on its consolidated results of operations or financial condition.

Consolidated valuation and qualifying accounts

DESCRIPTION	BALANCE AT BEGINNING OF PERIOD	ADDITIONS	DEDUCTIONS
CONTINUING OPERATIONS:			
Reserve for damage, obsolescence or deterioration of inventory:			
Year ended December 31, 2001.....	Ps. 13,407	Ps. --	Ps. (2,731)
Year ended December 31, 2002.....	10,676	1,808	(3,747)
Year ended December 31, 2003.....	8,737	2,692	(55)
Allowances for doubtful accounts (1):			
Year ended December 31, 2001.....	Ps. 762,421	Ps. 216,141	Ps. (201,733)
Year ended December 31, 2002.....	776,829	327,631	(151,299)
Year ended December 31, 2003.....	953,161	356,725	(423,247)

DESCRIPTION	BALANCE AT BEGINNING OF PERIOD	ADDITIONS	DEDUCTIONS
DISCONTINUED OPERATIONS:			
Reserve for damage, obsolescence or deterioration of inventory:			
Year ended December 31, 2001.....	Ps. 37,538	Ps. 22,669	Ps. (54,230)
Year ended December 31, 2002.....	5,977	--	(5,977)

Year ended December 31, 2003.....		--		--		--	
Allowances for doubtful accounts (1):							
Year ended December 31, 2001.....	Ps.	39,519	Ps.	3,313	Ps.	(4,965)	Ps.
Year ended December 31, 2002.....		37,867		--		(37,867)	
Year ended December 31, 2003.....		--		--		--	

(1) Include allowances for trade and non-trade doubtful accounts.

CONSOLIDATED VALUATION AND QUALIFYING ACCOUNTS

DESCRIPTION		BALANCE AT BEGINNING OF PERIOD		ADDITIONS
CONTINUING OPERATIONS:				
Reserve for damage, obsolescence or deterioration of inventory:				
Year ended December 31, 2001.................	Ps.	13,407	Ps.	
Year ended December 31, 2002.................		10,676		1
Year ended December 31, 2003.................		8,737		2
Allowances for doubtful accounts (1):				
Year ended December 31, 2001.................	Ps.	762,421	Ps.	216
Year ended December 31, 2002.................		776,829		327
Year ended December 31, 2003.................		953,161		356
DISCONTINUED OPERATIONS:				
Reserve for damage, obsolescence or deterioration of inventory:				
Year ended December 31, 2001.................	Ps.	37,538	Ps.	22
Year ended December 31, 2002.................		5,977		
Year ended December 31, 2003.................		--		
Allowances for doubtful accounts (1):				
Year ended December 31, 2001.................	Ps.	39,519	Ps.	3
Year ended December 31, 2002.................		37,867		
Year ended December 31, 2003.................		--		

(1) Include allowances for trade and non-trade doubtful accounts.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Mexico, D. F., January 30, 2004

To the Equity Owners of
Innova, S. de R. L. de C.V.:

We have audited the accompanying consolidated balance sheets of Innova, S. de R. L. de C.V. and its subsidiaries (collectively the "Group") as of December 31, 2003 and 2002, and the related consolidated statements of loss, of changes in equity owners' deficit and of changes in financial position for each of the three years in the period ended December 31, 2003 all expressed in Mexican pesos. These financial statements are the responsibility of the Group's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with generally accepted auditing standards in Mexico and with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Innova, S. de R. L. de C.V. and its subsidiaries at December 31, 2003 and 2002, and the results of their operations, the changes in their equity owners' deficit and the changes in their financial position for each of the three years in the period ended December 31, 2003, in conformity with accounting principles generally accepted in Mexico.

Accounting principles generally accepted in Mexico vary in certain significant respects from accounting principles generally accepted in the United States of America. The application of the latter would have affected the determination of the consolidated net loss for each of the three years in the period ended December 31, 2003, and the determination of consolidated equity owners' deficit at December 31, 2003 and 2002 to the extent summarized in Note 20 to the consolidated financial statements.

PricewaterhouseCoopers

/s/ Felipe Perez Cervantes, C.P.

Felipe Perez Cervantes, C.P.

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INNOVA, S. DE R. L. DE C.V. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

(Expressed in thousands of Mexican Pesos in purchasing power as of December 31, 2003)

December 31,

	2003	20
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	Ps. 493,569	Ps.
Trade accounts receivable, net (Note 4)	112,307	
Value added tax credit and other	1,955	
Spare parts	10,079	
Prepaid advertising (Note 9)	125,000	
Other current assets	16,052	
Total current assets	758,962	
Property and equipment, net (Note 5)	1,397,679	1,
Satellite transponders, net (Note 6)	1,253,439	1,
Deferred costs, net (Note 7)	58,207	
Intangible assets, net (Note 8)	5,055	
Other non-current assets	3,191	
Total assets	Ps. 3,476,533	Ps. 3,
LIABILITIES AND EQUITY OWNERS' DEFICIT		
CURRENT LIABILITIES:		
Trade accounts payable	Ps. 147,605	Ps.
Accrued expenses	254,633	
Satellite transponders obligation (Note 6)	63,523	
Due to affiliated companies and other related parties (Note 9)	426,280	
Accrued interest	120,367	
Accrued taxes	97,664	
Deferred income	137,957	
Total current liabilities	1,248,029	1,
NON-CURRENT LIABILITIES:		
Senior notes (Note 10)	4,355,300	4,
Equity Owners' loans (Note 11)	--	3,
Satellite transponders obligation (Note 6)	1,404,870	1,
Accrued interest	--	
Other liabilities	1,641	
Total liabilities	7,009,840	10,
Commitments and contingencies (Note 13)	--	
EQUITY OWNERS' DEFICIT:		
Contributed capital:		
Social Parts (Note 14)	6,327,232	1,
Earned capital:		
Accumulated losses (Note 16)	(9,136,974)	(7,
Loss for the period	(798,653)	(1,
Excess (deficit) from restatement	75,187	
	(9,860,440)	(9,
Supplementary liability for labor obligations	(99)	
Total equity owners' deficit	(3,533,307)	(7,
Total liabilities and equity owners' deficit	Ps. 3,476,533	Ps. 3,

The accompanying notes are an integral part of these consolidated financial statements.

INNOVA, S. DE R. L. DE C.V. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF LOSS

(Expressed in thousands of Mexican Pesos in purchasing power as of December 31, 2003)

	Years ended December 31,		
	2003	2002	2001
Net sales	Ps. 3,820,738	Ps. 3,569,500	Ps. 3,396,025
Operating expenses:			
Cost of sales	1,180,215	1,105,059	1,271,527
Administrative expenses	124,997	126,309	157,441
Selling expenses	848,358	865,894	851,364
Other operating expenses	475,665	500,962	419,640
Total operating expenses	2,629,235	2,598,224	2,699,972
Depreciation and amortization	808,628	961,896	986,079
Operating profit (loss)	382,875	9,380	(290,026)
Integral results of financing (Note 3):			
Interest expense	(938,901)	(1,022,183)	(939,826)
Interest income	15,171	11,504	20,566
Foreign exchange (losses) gains, net	(587,758)	(1,221,164)	385,767
Gain from monetary position	315,295	518,460	460,020
Total integral results of financing	(1,196,193)	(1,713,383)	(73,473)
Other income (expenses) - Net	3,478	(22,677)	--
Restructuring and non-recurring items (Note 15)	(106,896)	(33,718)	(14,116)
Loss before taxes and minority interest	(916,736)	(1,760,398)	(377,615)
Provision for income and asset taxes (Note 17)	117,050	(78,536)	(48,126)
Minority interest	1,033	(21)	--
Net loss	(Ps. 798,653)	(Ps. 1,838,955)	(Ps. 425,741)

The accompanying notes are an integral part of these consolidated financial statements.

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INNOVA, S. DE R. L. DE C.V. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY OWNERS' DEFICIT
FOR THE YEARS ENDED DECEMBER 31, 2003, 2002 AND 2001

(Expressed in thousands of Mexican Pesos in
purchasing power as of December 31, 2003)

	Social parts	Deficit from restatement	Supplementary liability for labor obligations	Accumulated losses
Balance at December 31, 2000	Ps. 1,989,258	(Ps. 69,781)	Ps. --	(Ps. 4,939,644) (
Transfer of net loss to accumulated losses				(1,932,634)
Comprehensive loss (Note 18)		(133,610)	(16)	
Balance at December 31, 2001	1,989,258	(203,391)	(16)	(6,872,278)
Transfer of net loss to accumulated losses				(425,741)
Comprehensive loss (Note 18)		170,801	(123)	
Balance at December 31, 2002	1,989,258	(32,590)	(139)	(7,298,019)
Capitalization of equity owners' loans (Note 11)	4,337,974			
Transfer of net loss to accumulated losses				(1,838,955)
Comprehensive loss (Note 18)		107,777	40	
Balance at December 31, 2003	Ps. 6,327,232	Ps. 75,187	(Ps. 99)	(Ps. 9,136,974)

The accompanying notes are an integral part of these consolidated financial statements.

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INNOVA, S. DE R. L. DE C.V. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CHANGES IN FINANCIAL POSITION

(Expressed in thousands of Mexican Pesos in
purchasing power as of December 31, 2003)

	Years ended December	
	2003	2002

Operating activities:		
Net loss	(Ps. 798,653)	(Ps. 1,838,955
Adjustments to reconcile net loss to resources provided by (used in) operating activities:		
Depreciation and amortization	808,628	961,896
Maintenance reserve	4,635	7,365
Impairment of fixed assets	--	32,000
	14,610	(837,694
Changes in operating assets and liabilities:		
Trade accounts receivable	(4,394)	25,310
Value added tax credit and other	(676)	8,455
Spare parts	3,458	(4,760
Prepaid advertising and other current assets	31,607	32,941
Deferred costs	34,234	15,304
Intangible and other assets	45,367	6,096
Trade accounts payable	44,057	13,862
Accrued expenses and Satellite reorientation reserve	40,615	(60,067
Due to affiliated companies and other related parties	(24,390)	87,129
Transponder Services - Solidaridad 2	--	--
Accrued interest	(727,344)	365,614
Deferred income	24,101	1,130
Supplementary liability for labor obligations	40	(124
Other	415	469
Resources (used in) provided by operating activities	(518,300)	(346,335
Financing activities:		
Capital contributions	4,337,974	--
Equity Owners' loans	(3,371,856)	543,391
Senior notes	275,125	297,457
Satellite transponders obligation	(9,844)	65,900
Resources provided by financing activities	1,231,399	906,748
Investing activities:		
Investment in property and equipment, net	(496,773)	(330,148
Resources used in investing activities	(496,773)	(330,148
Cash and cash equivalents:		
Increase (decrease) for the period	216,326	230,265
At the beginning of the period	277,243	46,978
At the end of the period	Ps. 493,569	Ps. 277,243

The accompanying notes are an integral part of these consolidated financial statements.

INNOVA, S. DE R.L. DE C.V. AND SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Expressed in thousands of Mexican Pesos in purchasing power as of December 31, 2003)

NOTE 1 - THE COMPANY AND ITS PRINCIPAL OPERATIONS:

Innova, S. de R.L. de C.V. ("Innova" or the "Company"), a Mexican company with limited liability and variable capital, provides direct-to-home ("DTH") broadcast satellite pay television services in Mexico under the SKY brand name. Innova is a joint venture indirectly owned by Grupo Televisa, S. A. ("Televisa") (60%), The News Corporation Limited ("News Corporation") (30%) and Liberty Media International Holdings, LLC (formerly Liberty Media International, Inc.) ("LMI") (10%). The Company and its subsidiaries are collectively referred to as the Group.

The Group's business requires a concession (license granted by the Mexican federal government) to operate. On May 24, 1996, the Ministry of Communications and Transportation (the "SCT") ratified the concession granted to a wholly-owned subsidiary of the Company to offer DTH satellite broadcasting services in Mexico using domestic satellites. The concession is for a period of thirty years, beginning May 24, 1996, and renewable in accordance with Mexican Communications Law. On November 27, 2000, the SCT, granted to a wholly-owned subsidiary of the Company a concession to provide its broadcasting services using foreign satellites. The concession is for a 20-year period, effective November 27, 2000 and may be extended in accordance with Mexican Communications Law.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:

The consolidated financial statements have been prepared in accordance with generally accepted accounting principles in Mexico ("Mexican GAAP") as promulgated by the Mexican Institute of Public Accountants ("MIPA"). A reconciliation from Mexican GAAP to United States generally accepted accounting principles ("U.S. GAAP") is included in Note 20.

The principal accounting policies followed by the Group are as follows:

a. Basis of presentation -

The financial statements of the Group are presented on a consolidated basis. All significant intercompany balances and transactions have been eliminated.

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Certain prior period amounts have been reclassified to conform with the current year basis of presentation.

b. Members of the Group -

At December 31, 2003, the Group consists of the Company and the following wholly-owned subsidiaries:

- Corporacion de Radio y Television del Norte de Mexico, S. de R.L. de C.V.
- Corporacion Novavision, S. de R. L. de C.V.
- Corporacion Novaimagen, S. de R. L. de C.V.
- Servicios Novasat, S. de R.L. de C.V.
- Servicios Corporativos de Telefonia, S. de R. L. de C.V. ("SECOTEL")

SECOTEL was formed in July 2001, when the Company purchased the Call Center operation from an affiliate of Televisa (Note 8).

c. Cash and cash equivalents -

The Group considers all highly liquid temporary cash investments with original maturities of three months or less, consisting primarily of overnight deposits, obligations of the Mexican Government, deposits and bonds in U.S. financial institutions to be cash equivalents.

d. Property and equipment -

Property and equipment are recorded at acquisition cost and thereafter are restated using the National Consumer Price Index ("NCPI"), except for equipment of a non-Mexican origin, which are restated using an index which reflects the inflation in the respective country of origin and the exchange rate of the Mexican peso against the currency of such country at the balance sheet date ("Specific Index"). Maintenance costs for technical equipment are reserved based on management estimates. Actual costs are applied against the applicable reserve when incurred. Repair and maintenance costs for computer equipment and integrated receiver/decoder ("IRDs") are expensed as incurred.

Installation costs of antennas, low noise blocks ("LNBs") and accessories in subscribers' homes or businesses are capitalized in the line item antennas, LNBs and accessories, and are amortized over the estimated useful life of the asset, which is three years.

When assets are retired or otherwise disposed of, the cost and related accumulated depreciation are removed from the appropriate accounts and any gain or loss is included in results of operations.

External costs incurred for internal use software are capitalized in computer equipment and depreciated over three years.

e. Spare parts -

Spare parts inventory are recorded at the lower of cost or net realizable value. The cost of spare parts utilized is charged to income when utilized.

f. Depreciation -

Depreciation of property and equipment is based upon the restated carrying value of the assets and is recognized using the straight-line method over the estimated useful lives of the assets, which range from 3 to 10 years. Land, equipment in progress and advances to suppliers are not depreciated.

g. Preoperating expenses -

The Group deferred preoperating expenses incurred prior to the launch of its satellite pay television services in December 1996. Amortization was calculated using the straight-line method over a term of five years and amounted to Ps.49,136 in 2001. The preoperating expenses were fully amortized in November 2001.

h. Seniority premiums and indemnities -

Seniority premiums to which employees are entitled upon termination of employment after 15 years of service, as well as the obligations under the Company's noncontributory retirement plan for its employees, are recognized as expenses in the years in which the services are rendered, based on actuarial studies using the projected unit credit method.

Other compensation based on length of service to which employees may be entitled in the event of dismissal or death, in accordance with the Federal Labor Law, is charged to income in the year in which it becomes payable.

i. Foreign currency -

Monetary assets and liabilities denominated in foreign currencies are reported at the prevailing exchange rate at the balance sheet date. Exchange differences on monetary assets and liabilities are included in income for the period and reflected in the integral result of financing. Revenues and expenses denominated in foreign currencies are reported at the exchange rates in effect when recognized.

j. Revenue recognition -

Program service revenues are recognized on a monthly basis as DTH service is provided. Program service revenues paid in advance are deferred until earned.

The Group provides the DTH antenna, LNB and remote control to customers along with the IRD, but has retained title to the equipment. The IRD is included in fixed assets and is rented to customers under an operating lease. Rental revenues are recognized on a monthly basis.

Advertising revenues are recognized at the time the advertising services are rendered.

k. Advertising costs -

Advertising expenses are expensed as incurred and amounted to Ps.201,194, Ps.212,123 and Ps.235,865 during the years ended December 31, 2003, 2002 and 2001 respectively.

l. Capitalized financing costs -

The Group capitalized the integral financing costs attributable to acquired assets during installation and preoperating expenses. Capitalized integral financing costs include interest costs, gains from monetary position and foreign exchange gains or losses, and are determined by reference to the Group's average interest cost for outstanding borrowings. No amounts were capitalized in 2003, 2002 and 2001.

m. Risk concentrations -

Financial instruments which potentially subject the Group to significant concentrations of credit risk consist primarily of cash and cash equivalents and trade accounts receivable. The Group maintains its cash and cash equivalents with various major financial institutions and are principally invested in obligations of the U.S. and Mexican governments. Concentration of credit risk with respect to trade accounts receivable is limited due to the large number of customers throughout Mexico. The Group's policy is to require one month's payment in advance, to reserve for all accounts receivable greater than ninety days and to write off against the reserve all receivables greater than 120 days. Bad debt expense was Ps.96,741 in 2003, Ps.115,238 in 2002 and Ps.180,986 in 2001 (Note 4).

In order to provide DTH service to customers, the Group relies on the use of 12 KU-band transponders on the PAS 9 satellite. The use of these transponders is unprotected and, as a result, any long term disruption to one or more of the transmission signals could have a material adverse effect on the Group.

n. Comprehensive loss -

Comprehensive loss represents the net loss for the period presented in the income statement plus other results for the period reflected in equity owners' deficit which are from non-owner sources (Note 18).

o. Evaluation of long-lived assets -

The Group evaluates the recoverability of its long-lived assets to determine whether current events or circumstances warrant adjustment to the carrying value. Such evaluation may be based on current and projected income and cash flows from operations as well as other economic and market variables.

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p. Income tax -

The recognition of deferred income tax is made by using the comprehensive asset and liability method. Under this method, deferred income taxes are calculated by applying the respective income tax rate to the temporary differences between the accounting and tax values of assets and liabilities at the date of the financial statements.

The accrued effect required the recognition of a net deferred tax asset and corresponding valuation allowance, because available evidence did not indicate that there was a high probability of future taxable income to realize the deferred tax asset. Subsequent changes in deferred tax assets and liabilities and valuation allowances are recognized in income.

q. New accounting bulletins -

In January 2002, the MIPA issued Statement C-8, "Intangible Assets," effective as from January 1, 2003. This statement establishes criteria for the recognition of intangible assets, as well as their accounting treatment through particular valuation, disclosure and presentation regulations. The adoption of Statement C-8 did not have any impact on the Group's consolidated financial statements.

In January 2002, the MIPA issued Statement C-9, "Liabilities, Provisions, Contingent Assets and Liabilities and Commitments," effective as from January 1, 2003. This statement establishes the particular valuation, disclosure and presentation regulations of liabilities and provisions, as well as those for commitments and contingent assets and liabilities. The adoption of this Statement did not have any impact on the Group's financial statements.

On January 1, 2004 the provisions of Statement C-15, "Impairment of Long-Lived Assets and Their Disposal," issued by the MIPA, became effective. This Statement contains general standards covering the identification and recording of losses due to impairment or reduction in value of long-lived assets, tangible or intangible, including goodwill. In addition, it also prescribes guidelines for valuation of long-lived assets. The Group does not expect the adoption of this standard to have any effect on its financial statement.

In 2003, the MIPA issued new Statement C-12, "Financial Instruments Qualifying as Liabilities, Capital or Both" ("Statement C-12"), which highlights the differences between liabilities and stockholders' equity from the viewpoint of the issuer, as a basis for identifying, classifying and recording the liability and capital components of combined financial instruments in their initial recognition. The new Statement C-12 establishes the methodology for separating liabilities and stockholders' equity from the price received from the placement of combined financial instruments. That methodology is based on the residual nature of stockholders' equity and avoids the use of fair values affecting stockholders' equity in initial transactions. Additionally, it establishes that beginning on January 1, 2004, the initial costs resulting from the issuance of the combined instruments are assigned to liabilities and stockholders' equity in the same proportion as the amounts of the components recognized as liabilities and stockholders' equity; that the losses and incomes related to financial instrument components classified as liabilities are recorded in overall financing; and the yield distributions to owners of financial instrument components classified as stockholders' equity are charged directly to a capital account other than the income account for the year. Although this Statement C-12 became effective on January 1, 2004, it is not required when restating information for prior periods or when recognizing an initial accrued effect on the income for the year it is adopted, in accordance with the provisions established in the transitory paragraph of the Statement C-12. The Group does not expect that the adoption of this Statement will have a material effect on the consolidated financial statements.

NOTE 3 - EFFECTS OF INFLATION ON THE FINANCIAL STATEMENTS:

The consolidated financial statements of the Group have been prepared in accordance with Statement B-10, "Recognition of the Effects of Inflation on Financial Information," as amended ("Statement B-10"), which provides guidance for recognizing the effects of inflation. The financial statements of the Group are presented in Mexican Pesos in purchasing power as of December 31, 2003 in order to be comparable to financial information as of that date, as follows:

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- The balance sheets have been restated in Mexican Pesos in purchasing power as of December 31, 2003 using the NCPI as of December 31, 2003.

- The statements of loss and changes in equity owners' deficit have been restated in Mexican Pesos in purchasing power as of December 31, 2003 using the NCPI for the month in which the transactions occurred.

The restatement of the financial statements has been applied in accordance with Statement B-10 guidelines as described below:

Restatement of non-monetary assets -

Property and equipment, except for equipment of non-Mexican origin, are restated using the NCPI. Equipment of non-Mexican origin, primarily satellite transponders, are restated using a Specific Index. The Specific Index is derived from inflation in the country of the assets' origin and the foreign currency exchange rate of the Mexican Peso against the currency of such country.

Property and equipment in use at the beginning of the year is depreciated based upon the restated carrying value of the assets and is recognized using the straight-line method over the estimated useful lives of the assets. Additions during the year are depreciated based on the restated value.

Restatement of equity owners' deficit -

Social parts and other equity owners' deficit accounts (other than the excess / deficit from restatement) include the effect of restatement, determined by applying the NCPI factor to the applicable period. The restatement represents the amount required to maintain the contributions and the accumulated results in Mexican Pesos in purchasing power as of December 31, 2003. The deficit / excess from restatement includes the result from holding non-monetary assets and is the cumulative difference between the cost of the non-monetary assets restated using NCPI and the restatement of such assets using the Specific Index.

Integral results of financing -

The gain or loss from monetary position represents the effects of inflation, as measured by the NCPI, on the monetary assets and liabilities of the Group at the beginning of each month. For the years ended December 31, 2003, 2002 and 2001, monetary liabilities exceeded monetary assets, resulting in gains from monetary position during the periods.

Statement of changes in financial position -

Statement B-12, "Statements of Changes in Financial Position" ("Statement B-12"), issued by the MIPA, specifies the appropriate presentation of the statement of changes in financial position when the financial statements have been restated in constant monetary units in accordance with the Third Amendment to Statement B-10. Statement B-12 identifies the generation and application of resources as the differences between beginning and ending financial statement balances in constant monetary units. The Statement also requires that monetary and foreign exchange gains and losses not be treated as non-cash items in the determination of resources provided by operations. The translation effects of operating assets and liabilities are included in the stated change of the related item.

Other accounts -

The following accounts are restated using the NCPI:

Debt issuance costs and related amortization
Leasehold improvements and related amortization
Intangible assets and related amortization

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National Consumer Price Index (NCPI) -

Restatement of the financial statements to Mexican pesos in purchasing power as of December 31, 2003, in accordance with the Third Amendment to Statement B-10, requires restatement of the results for each month during each year using a factor derived from the change in the NCPI. The NCPI as of December 31, 2003, 2002 and 2001 was 106.996, 102.904 and 97.354 respectively.

NOTE 4 - TRADE ACCOUNTS RECEIVABLE, NET:

Trade accounts receivable, net includes the receivables from DTH services provided to subscribers, from the rental of IRD's and from the sale of advertising. Balances as of December 31, consist of:

	2003	2002
Trade accounts receivable	Ps. 182,568	Ps. 183,959
Allowance for doubtful accounts	(70,261)	(76,046)
	Ps. 112,307	Ps. 107,913

The allowance for doubtful accounts for the years ended December 31, 2003, 2002 and 2001, was as follows:

	2003	2002	2001
Beginning balance	Ps. 76,046	Ps. 88,149	Ps. 15,431
Additions	96,741	115,238	180,986
Write offs	(102,526)	(127,341)	(108,268)
Ending balance	Ps. 70,261	Ps. 76,046	Ps. 88,149

NOTE 5 - PROPERTY AND EQUIPMENT, NET:

Property and equipment, net as of December 31, consists of:

	2003	2002
Integrated receiver/decoders	Ps. 2,652,723	Ps. 2,650,006
Transmission equipment	379,729	356,298
Antennas, LNBs and accessories	800,989	576,586
Computer equipment	487,865	318,009
Furniture	20,327	20,291
Transportation equipment	20,437	21,811
Buildings	851	2,117
	4,362,921	3,945,118
Accumulated depreciation	(3,010,723)	(2,471,760)
	1,352,198	1,473,358
Land	1,350	9,092
Equipment in progress	32,425	121,426
Advances to suppliers	11,706	2,516

	Ps. 1,397,679	Ps. 1,606,392

Depreciation expense for the years ended December 31, 2003, 2002 and 2001 was Ps.693,826, Ps.763,991 and Ps.741,622, respectively.

The Group recorded an impairment loss on certain transmission equipment and other equipment not in use of Ps.32,000 (which was included in "Transponder services - Solidaridad 2 and reorientation cost" line item) during the year ended December 31, 2002. As of April 2002, the Group ceased utilizing the service of the Solidaridad 2 satellite, continuing only with the services provided by the PAS-9 satellite. At that date, transmission equipment

with a book value of Ps.39,868 associated with Solidaridad 2 was held by the Group and the Group decided to recognize an impairment charge amounting to Ps.32,000 for the equipment that could not be utilized by the PAS-9 satellite, and to create a spare-part inventory for the remaining Ps.7,868 of transmission equipment that could be utilized by the PAS-9 satellite.

At December 31, 2003 and 2002, IRDs, transmission equipment, computer equipment and transportation equipment include restated assets which are of a non-Mexican origin of Ps.324,318 and Ps.442,031, respectively, net of accumulated depreciation. Computer equipment includes Ps.178,765 and Ps.16,950 of capitalized software costs as of December 31, 2003 and 2002, respectively.

NOTE 6 - SATELLITE TRANSPONDERS:

On February 8, 1999, the Group and PanAmSat Corporation ("PanAmSat") entered into a new agreement for satellite signal reception and retransmission service from 12 KU-band transponders on a new satellite ("PAS-9"), which became operational in September 2000. The service term for PAS-9 will end at the earlier of (a) the end of 15 years or (b) the date PAS-9 is taken out of service. The Group is committed to pay a monthly fee of U.S.$1.7 million. The Group received a credit against the initial service fees of U.S.$11.7 million paid under the new agreement.

The concession authorizing the use of PAS-9 was granted by the Federal Government through the SCT in November 2000. Under the terms of this concession, the Group is bound to offer the service of paid television via DTH satellite for a three-year term starting in November 2000, in the Municipalities or City Districts where 40% of the total population of the coverage area dwells, as per the most recent census information available. The process of migrating customers from Solidaridad 2 to PAS-9 started in November 2000 and ended in March 2002. The Group stopped using the services of Solidaridad 2 in early April 2002.

The Group recorded an asset equal to the net present value of the U.S.$1.7 million per month payments and the U.S.$11.7 million credit. The balance of the satellite transponders as of December 31, is as follows:

	2003	2002
Satellite transponders	Ps. 1,611,565	Ps. 1,528,092
Accumulated depreciation	(358,126)	(237,703)
	Ps. 1,253,439	Ps. 1,290,389

Amortization of satellite transponders in 2003, 2002 and 2001 was Ps.107,438, Ps.101,873 and Ps.92,474, respectively.

The Group's future obligation from the PAS-9 agreement, determined using the Group's incremental borrowing rate at the lease commencement date of 11.5%, is as follows:

	Total
2004	Ps. 228,990
2005	228,990
2006	228,990
2007	228,990
2008	228,990
Thereafter	1,531,053
	2,676,003
Less: amount representing interest	(1,207,610)
	Ps. 1,468,393

Interest expense recognized during the years ended December 31, 2003, 2002 and 2001 was Ps.169,866, Ps.166,118 and Ps.170,043, respectively.

The obligation is reflected on the consolidated balance sheet as of December 31, as follows:

	December 31,	
	2003	2002
Current portion	Ps. 63,523	Ps. 54,914
Long-term portion	1,404,870	1,423,323
Total obligations	Ps. 1,468,393	Ps. 1,478,237

The obligations of the Group under the PAS-9 agreement are proportionately guaranteed by the Group's equity owners in relation to their respective ownership interests.

NOTE 7 - DEFERRED COSTS, NET:

Deferred costs, net as of December 31, consist of:

	2003	2002
Debt issuance costs, net (a)	Ps. 51,280	Ps. 76,707
Leasehold improvements, net (b)	6,927	8,970
	Ps. 58,207	Ps. 85,677

a. Debt issuance costs

	2003	2002
Old Senior Notes (1)	Ps. 42,268	Ps. 179,475
New Senior Notes (2)	39,427	--
	81,695	179,475
Less: Accumulated amortization	(30,415)	(102,768)
Total capitalized expenses, net	Ps. 51,280	Ps. 76,707

(1) During 2003, the Group expensed as a non-recurring item, Ps.45,681 corresponding to the unamortized debt issuance costs in respect of noteholders that accepted to exchange their Old Senior Notes for the New Senior Notes (Note 10). The remaining Ps.12,840 corresponds to the proportional debt issuance cost of the Old Senior Notes that were not exchanged, which will continue to be amortized over the remaining term of the Old Senior Notes.

(2) Fees and expenses incurred for the issuance of the New Senior Notes (Note 10), will be amortized over the term of the New Senior Notes.

Amortization of debt issuance costs was Ps.16,397, Ps.17,936 and Ps.17,936 in 2003, 2002 and 2001, respectively.

b. Leasehold improvements

Amortization of leasehold improvements was Ps.3,668, Ps.9,896 and Ps.6,324 in 2003, 2002 and 2001, respectively.

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NOTE 8 - INTANGIBLE ASSETS, NET:

Intangible and other assets, net are amortized using the straight-line method over a period of five years. Balances as of December 31, consist of:

	2003	2002

Noncompetition agreement (a)	Ps. --	Ps. 181,224
Call Center Operations (b)	9,784	9,784
	9,784	191,008
Accumulated amortization	(4,729)	(183,998)
	Ps. 5,055	Ps. 7,010

(a) Consists mainly of a noncompetition agreement and certain rights for the use of transponders acquired in 1997, both of which were fully amortized in 2002.

(b) Consist mainly of software and other licenses for the Call Center operation that was acquired from an affiliate of Televisa in 2001.

NOTE 9 - TRANSACTIONS WITH AFFILIATED COMPANIES AND OTHER RELATED PARTIES:

The principal transactions of the Group with affiliated companies and related parties are:

	2003	2002	2001
Borrowings and accrued interest from equity owners (Note 11)	Ps. --	Ps. 4,081,469	Ps. 3,18
Broadcasting services, Florida (a)	85,209	85,375	9
Programming (b)	204,846	186,096	14
Special events programming (c) (i)	123,883	190,493	14
Advertising costs (d)	126,010	133,094	14
Royalties (e)	62,627	45,983	9
Call Center services (f)	--	--	7
Broadcasting services, Mexico City (g)	45,410	40,066	3
Fixed asset acquisitions	--	12,206	2
Acquisition of smart cards	11,706	10,486	5
Finance costs (Note 11)	213,806	296,609	22
Management and administrative services	2,166	7,530	2
Maintenance services	3,917	13,105	1
Advertising revenue	25,896	29,854	3
Transmission services, income	6,106	7,457	
Other	662	8,141	

(a) The Group has an agreement with DTH TechCo Partners, an affiliate of both Televisa and News Corporation, for play-out, uplink and downlink of signals and compression services. Costs for these services are anticipated to be approximately U.S.$8.0 million per year.

(b) The Group purchases the rights to broadcast certain popular channels through affiliates of Televisa and News Corporation. Fees for this programming are based upon the number of subscribers.

(c) The Group purchases, on occasion, the rights to broadcast certain special events programming from Televisa and its affiliates.

(d) The Group purchases advertising time from Televisa on an as needed basis and creative services from DTH TechCo Partners.

(e) Royalties paid to an affiliate of News Corporation consist of license, security and access fees and charges for the use of certain technology. The monthly fees and charges are based on the total number of smart cards, new subscribers during the period and the number of IRD's purchased.

(f) Until June 30, 2001, the Group received call processing services and customer care from an affiliate of Televisa. As described in Note 2.b., the Group purchased the call center operations from Televisa for Ps.25,123.

(g) The Group purchases uplink and downlink, playout and compression services from an affiliate of Televisa for operations conducted in the Mexico City broadcast facility.

The outstanding balances due to affiliates and other related parties, excluding equity owners' loans and accrued interest, as of December 31, are as follows:

	2003	2002
Televisa and subsidiaries (h)	Ps. 365,827	Ps. 392,841
News Corporation and subsidiaries	60,453	57,829
	Ps. 426,280	Ps. 450,670

(h) Amount includes the liability for the prepaid advertising to Televisa. On December, 2003, the Group entered into one-year advertising agreements with Televisa and subsidiaries for Ps.125,000, covering the period January 1, 2004 to December 31, 2004. In December 2002, the Group entered into one-year advertising agreement amounting to Ps.120,000, covering the period January 1, 2003 to December 31, 2003. The prepaid advertising is amortized as the advertising is aired.

(i) The Company has an informal agreement with Televisa for the purchase of exclusive rights to exhibit and distribute through SKY certain of the professional Mexican Soccer League programming and Mexican Boxing programming during the 2001 through 2003 seasons, as follows:

- Exclusive transmission rights and local block-out rights over 20% of the professional Mexican Soccer League programming during the summer and winter seasons of 2001 and 2002;
- Exclusive transmission rights and local block-out rights over 10% of the professional Mexican Soccer League programming during the summer season of 2003; and
- Exclusive transmission rights to all Mexican Boxing programming during the calendar years 2001 and 2002.

In consideration for the right to distribute all of the licensed events, the Group should pay Televisa a total license fee amounting to U.S.$15 million pro rata during the term, as follows:

- U.S.$6 million for all programming licensed during 2001;

- U.S.$6 million for all programming licensed during 2002; and

- The remaining U.S.$3 million for all programming licensed thereafter until the end of the summer soccer season for 2003.

During 2003, the Group entered into an agreement with Televisa amounting approximately U.S.$4.6 million for all programming licensed thereafter until the end of the winter soccer season for 2003 and approximately U.S.$4.9 million for all programming licensed of summer soccer season for 2004.

The Group has engaged the law firm of Mijares, Angoitia, Cortes y Fuentes, S.C. to advise them on various legal issues. Two of their partners, currently on leave from the partnership, serve as members of our Board. The fees paid to this law firm during 2003 and 2001 were Ps.437 and Ps. 148, respectively. We did not pay any legal fees in 2002.

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NOTE 10 - SENIOR NOTES:

The Senior Notes consist of the following balances as of December 31:

	2003	2002
New Senior Notes (a)	Ps. 3,367,500	Ps. --
Old Senior Notes (b)	987,800	4,080,175
	Ps. 4,355,300	Ps. 4,080,175

(a) On September 19, 2003 the Group completed the offering of U.S.$300 million of its Senior Notes due 2013 ("New Senior Notes"). The New Senior Notes bear interest at a coupon rate of 9.375%, payable semiannually on March 19 and September 19 of each year, commencing March 19, 2004. Interest will be computed on the basis of a 360-day year or twelve 30-day months. The New Senior Notes are unsecured and unsubordinated indebtedness of the Group and contain certain covenants relating to the Group, including covenants with respect to: (i) limitations on additional indebtedness; (ii) limitations on liens; (iii) limitations on sales and leasebacks; (iv) limitations on restricted payments; (v) limitations on asset sales; and (vi) limitations on certain mergers, consolidations and similar transactions.

The Group may, at its own option, redeem the New Senior Notes, in whole or in part, at any time on or after September 19, 2008 at the following redemption prices (expressed in percentages of the principal amount), plus accrued and unpaid interest, if any:

If redeemed during the twelve-month period commencing September 19,	Redemption Percentage
2008	104.6875

2009	103.1250
2010	101.5625
2011	100.0000

In addition, on or before September 19, 2006, the Group may, at its own option and subject to certain requirements, use the proceeds from one or more qualified equity offerings to redeem up to 35% of the aggregate principal amount of the New Senior Notes at 109.375% of their principal amount, plus accrued and unpaid interest.

The net proceeds from the offering of the New Senior Notes were used to redeem on October 20, 2003 U.S.$287.0 million in principal amount of the Group's 12-7/8% Old Senior Notes due 2007 (see below), and to pay a redemption premium of U.S.$9.2 million, and fees and expenses relating to the transaction of U.S.$3.8 million (Note 7-a).

(b) In 1997, the Group concluded an offering of U.S.$375 million of its Senior Notes due 2007 ("Old Senior Notes"). The Old Senior Notes bear interest at a rate of 12-7/8% and are redeemable at the option of the Group, in whole or in part, at any time on or after April 1, 2002, initially at 106.4375% of their principal amount, plus accrued interest, declining ratably to 100% of their principal amount, plus accrued interest, on or after April 1, 2004. Interest on the Old Senior Notes is payable semi-annually on April 1 and October 1 of each year and commenced on October 1, 1997. The Old Senior Notes are uncollateralized, unsubordinated indebtedness of the Group and contain certain covenants similar to the New Senior Notes.

The U.S.$88 million in Old Senior Notes that were not exchanged will continue to accrue interest at 12-7/8% per annum, and remain outstanding in accordance with their original terms.

NOTE 11 - EQUITY OWNERS' LOANS:

Effective September 9, 2003, the Group's equity owners capitalized all outstanding principal amounts of the loans made by them to the Group totaling Ps.3,438,958 as well as the portion of accrued interest as of such date which

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amounted to Ps.899,016. After giving effect to the capitalization, the Group's equity owners, Televisa, News Corporation and Liberty Media, continue to indirectly own 60%, 30% and 10% of Innova, respectively.

The equity owners' loans, which were all made on a pro rata basis by the Group's equity owners, incurred interest at an annual rate of 9% and were payable in full ten years from the date of issuance. The maturity date of any individual loan could be accelerated or otherwise modified upon joint agreement of the equity owners and the Group.

NOTE 12 - FINANCIAL INSTRUMENTS:

The Group's financial instruments include cash and cash equivalents, trade accounts receivables, trade accounts payable, due to affiliated companies and other related parties, and debt. For cash and cash equivalents, trade accounts receivables, trade accounts payable, and due to affiliated companies and other related parties, the carrying amounts approximate fair value due to the short maturity of these instruments.

The fair value of the Senior Notes is based on quoted market prices. The estimated fair value of these instruments at December 31, 2003 and 2002 is as follows (amounts in thousands):

		Carrying value	Fair value
December 31, 2003	New Senior Notes	U.S.$ 300,000	U.S.$ 307,890
	Old Senior Notes	U.S.$ 88,000	U.S.$ 89,100
December 31, 2002	Old Senior Notes	U.S$ 375,000	U.S.$ 330,000

The Senior Notes are thinly traded financial instruments. Accordingly, their market price at any balance sheet date may not be representative of the price which would be obtained in a more active market.

In 2002 management was unable to estimate the fair value of the equity owners' loans due to their nature.

NOTE 13 - COMMITMENTS AND CONTINGENCIES:

a. In 1996, the Group signed an agreement with an affiliate of News Corporation to acquire and implement a conditional access system. This system includes Smart Cards which decode satellite signals and control access by subscribers. In 1999, the Group acquired a subscriber management system (SMS) designed specifically for DTH services. Under these arrangements, the Group estimates that the 2004 commitment will approximate U.S.$11.6 million for royalties, licenses and maintenance of the foregoing systems. In 2003, 2002, and 2001, the Group incurred expenses of U.S.$7.2 million, U.S.$5.9 million and U.S.$9.7 million, respectively.

   The Group has entered into agreements with Televisa and an affiliate of Televisa to provide uplink and downlink, playout and compression services at the Mexico City station. The annual commitments are estimated to be approximately U.S.$4.0 million per year. The Group incurred expenses of U.S.$4.1 million in 2003, U.S.$3.9 million in 2002 and U.S.$3.8 million in 2001.

   The Group entered into several contracts with programming providers, establishing that the amounts payable to the programmers will be based on the number of subscribers. These charges totaled Ps.729,608, Ps.683,424 and Ps.676,234 for the years ended December 31, 2003, 2002 and 2001, respectively.

b. The Group entered into two related agreements with CSG Software, Inc. (CSG), on June 12, 2002 under which CSG provides: a) A non-exclusive, perpetual license for the use of the software "Kenan" to provide billing and order management to licensed subscribers, besides installation and implementation of the system, training and support services and, b) consulting services.

   Under the Software License and Service Agreement, the Group paid U.S.$2.9 million to CSG for a license capacity of up to 1,125,000 subscribers. However, the Group can purchase additional capacity according to the subscriber base growth at an additional cost per every 100,000 subscribers. Technical support in Mexico will be available for the first 24 months following the date on which live production of the system begins, the annual cost for this service will be U.S.$585,600. It is possible in accordance with the agreement to use the Kenan system for other DTH platform in case of merger, acquisition or combination of platforms. The new SMS was placed in service on November 2003.

Under the Consulting Services agreement, CSG provided management and technology consulting, advisory and integration services related to the implementation of the Kenan end-to-end integrated solution, as well as the required interfaces with the Group's Siebel and NDS software currently in operation, in accordance with a Implementation Planning and Analysis process (IPA), previously agreed with the Group. The total cost of these services is U.S.$4.4 million. As of December 31, 2003, U.S.$3.8 million were paid and the U.S.$0.6 million remaining will be payable upon completion of certain agreed milestones.

c. In January 2002, the Group executed an agreement with TV Azteca to begin paying them for the rights to rebroadcast their over-the-air Channels 7 and 13. It has also committed to purchase up to U.S.$10.6 million in advertising from TV Azteca over three years and received rights to broadcast certain soccer matches and an option for exclusive broadcast rights after 2004. Prior to May 1, 2002, the Group was permitted to rebroadcast these over-the-air channels at no cost. The remaining commitment under this agreement amounted to U.S.$4.2 million on December 31, 2003.

d. Since January 1st 2002, a 10% federal excise tax was imposed on the collected revenues from the Group's pay television services. In February 2002, the Group filed a petition for constitutional relief against the Legislative Decree, which contains the amendments to the law regarding the excise tax. On August 15, 2003, the Group received a favorable resolution for the excise tax paid in 2002; such resolution generated a tax return which is in process. The resolution for the excise tax paid in 2003 is still pending (Note 15c).

NOTE 14 - SOCIAL PARTS:

The social parts as of December 31, 2003 and 2002, is represented by four and three partnership interests, respectively, of unequal value distributed as follows:

December 31, 2003:

Partnership Interest	Subseries	Amount
1	A-1	Ps. 880,752
1	B-1	440,375
1	B-2	146,792
1	C	4,859,313

December 31, 2002:

Partnership Interest	Subseries	Amount
1	A-1	Ps. 1,193,555
1	B-1	596,777
1	B-2	198,926

As discussed in Note 11, effective September 9, 2003, the Group's equity owners capitalized all loans made by them. These loans were capitalized in exchange for a proportionate interest in Innova Holdings, S. de R. L. de C.V. ("Innova Holdings"), a newly created company. Innova Holdings is the holder of a 100% of Series "C" partnership interest, described below.

Series "A" is composed of a partnership interest initially representing 13.92% (60% in 2002) of the total social parts. The Series "A" partnership interest may be subscribed to only by persons of Mexican nationality.

Series "B" is composed of a partnership interest initially representing 9.28% (40% in 2002) of the total social parts. The Series "B" partnership interest is unrestricted as to ownership and therefore, may be acquired by Mexican investors and foreign natural and legal persons or by persons, companies or entities that are included in Article 2, Section III of the Foreign Investments Law.

Series "C" is composed of a partnership interest initially representing 76.80% of the social parts. The Series C interests are owned by Innova Holdings and have limited voting rights.

Dividends paid are not subject to income tax if paid from the Net Tax Profit Account and will be taxed at a rate that fluctuates between 4.62% and 7.69% if they arise from the reinvested Net Tax Profit Account. Any excess over this

account is subject to a tax equivalent to 49.25% and 47.06% depending on whether paid in 2004 and 2005 respectively. The tax is payable by the company and may be credited against its income tax in the same year or the following two years. Dividends paid are not subject to tax withholding.

The ability of the Group to declare dividends is restricted by the New and Old Senior Notes indentures.

In the event of a capital reduction, any excess of equity owners' equity over capital contributions, the latter restated in accordance with the provisions of the Income Tax Law, is accorded the same tax treatment as dividends.

NOTE 15 - RESTRUCTURING AND NON-RECURRING ITEMS:

a. The restructuring charges in 2003, 2002 and 2001 consisted of severance costs in connection with employee terminations.

b. As a result of the restructuring of the Senior Notes, the Group recognized a nonrecurring loss in the amount of Ps.145,154 (net), which is mainly composed of the Premium on redemption payment and the unamortized cost of debt issuance corresponding to the Old Senior Notes that were exchanged for the New Senior Notes (Note 7).

c. On October 30, 2003, the Federal Executive approved a temporary tax incentive equal to 100% of the 10% excise tax on telecommunications, effective November 1, 2003 and applicable only to the tax triggered from this date up to December 31, 2003. Therefore, during the months of November and December 2003, the Group recorded, the derived effects of the tax incentive above mentioned amounting Ps.39,978, as a non-recurring charge.

d. During 2000, the Group recognized a nonrecurring charge of Ps.448,066 relating to the redundant use of the transponders on the Solidaridad 2 satellite once the PAS-9 satellite became operational, and for the increased costs to re-orientate customers' antennas to PAS-9 in a short period of time. The process of migrating customers from Solidaridad 2 to PAS-9 started in November 2000 and finally ended in March 2002. As explained in Note 5, the Group recorded an impairment charge of Ps.32,000 in April 2002 that related to certain transmission equipment associated with Solidaridad 2. This impairment loss, together with the payments for the use of Solidaridad 2 in the first quarter of 2002 amounting to Ps.14,747, was offset by the reversal of unutilized amounts raised in 2000 amounting to Ps.19,782, and reflected as a nonrecurring charge of Ps.26,965 in 2002.

NOTE 16 - ACCUMULATED LOSSES:

Under Mexican Corporate Law, interested third parties can request the dissolution of the Group if accumulated losses exceed two-thirds of social parts. At December 31, 2003, the Group's accumulated losses exceeded its social parts. Although the Group believes it is unlikely such action will occur, the Group, obtained from Televisa and News Corporation, a commitment to provide financial support to the Group for a period of one year from the balance sheet date, in proportion to their respective ownership interests, if required, to avoid such action.

The recoverability of the Group's investment in DTH infrastructure and product development is dependent upon future events, including, but not limited to, the stability of the Mexican economic environment, obtaining adequate financing for the Group's development program, the continued operation of satellites owned by third parties, the competitive and market environment for pay television services in Mexico, and the achievement of a level of operating revenues that is sufficient to support the Group's cost structure.

NOTE 17 - PROVISION FOR INCOME TAX ("IT"), ASSETS TAX ("AT") AND EMPLOYEES' STATUTORY PROFIT SHARING:

Tax losses can be carried forward for up to ten years and offset against any profits that the Group or Televisa may generate during that period in accordance with the Income Tax Law.

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At December 31, 2003, the Group had total tax loss carryforwards of Ps.8,186,538, which will under certain circumstances, be carried forward over ten years from the period that the respective tax loss was generated in:

Year of Expiration		Amount
2004	Ps.	5
2005		8
2006		329,627
2007		1,280,271
2008		1,960,492
2009		700,095
2010		935,254
2011		731,074
2012		1,567,244
2013		682,468

Ps. 8,186,538

The following items represent the principal differences between income taxes computed at the statutory rate and the Group's provision for income taxes:

	2003	2002	20
Tax at the statutory rate 34% in 2003 (35% in 2002 and 2001) on loss before taxes	(Ps. 311,690)	(Ps. 616,147)	(Ps.
Differences in restatement	127,429	93,409	
Valuation allowance	226,293	604,980	
Deferred advertising	(3,991)	(13,857)	
Depreciation and amortization	(9,986)	(44,785)	
Debt issuance costs	7,830	3,629	
Provisions	(28,625)	(11,506)	(
Deferred income	16,010	(7,607)	
Other	(23,270)	(8,116)	
Provision for income tax	--	--	
Assets tax	117,050	(78,536)	
Total	Ps. 117,050	Ps. (78,536)	Ps.

Deferred taxes at December 31, 2003 and 2002, were generated by the following temporary differences and tax loss carryforwards:

	2003	2002
Prepaid expenses	(Ps. 17,674)	(Ps. 13,815)
Other deferred costs	5,608	38,195
Property and equipment	92,302	131,500
Deferred income	45,526	38,699
Accrued expenses	110,275	168,448
Satellite transponders, net	70,935	63,869
Debt issuance costs	(13,131)	(26,080)
Tax loss carryforwards	2,701,558	2,551,632
	2,995,399	2,952,448
Valuation allowance	(2,995,399)	(2,952,448)
Deferred income tax	Ps. --	Ps. --

Employees' statutory profit sharing in Mexico is determined for each subsidiary individually, not on a consolidated basis. There is no employees' statutory profit sharing deferred tax as of December 31, 2003 and 2002.

Pursuant to the tax legislation in force, the Company must pay annually the greater of the IT or the AT, which is determined on the average value of assets less certain liabilities. When the AT payments are greater than IT, they are recoverable against the IT in excess of the AT from the three prior years and the ten subsequent years. In 2003, 2002 and 2001 the asset tax rate was 1.8%. Under Mexican law, taxpayers cannot deduct from their asset tax basis debt contracted with nonresident companies or financial intermediaries. The Group challenged these provisions of Mexico's asset tax law but at the same time, and in order to avoid penalties and interest payments in the event the Group could lose the appeal, the Group paid Ps.43,284 of tax on assets for the year ended December 31, 2001, Ps.45,189 for the year ended December 31, 2002, and Ps.7,531 for the months of January and February 2003. On March 19, 2003, the court issued a resolution in the Group's favor, allowing the Group to deduct debts payable to nonresidents from the asset tax basis. In addition, subsequent to March 19, 2003, the Group has recovered the amounts previously paid as described above.

The Group is also included in the consolidated tax return of Televisa and its consolidated subsidiaries for purposes of determining its income taxes and assets tax. Beginning January 1, 1999, 60% of the tax profit or loss obtained by the Group will be consolidated with the tax profit or loss of Televisa to the extent of Televisa's percentage ownership of the Group. Through December 31, 1998, Televisa recognized the total taxable loss of the Group to the extent of its percentage ownership.

The Group entered into a tax sharing agreement with Televisa under which the Group will, during the periods that the Group is a part of Televisa's consolidated tax group, pay Televisa the amount of income and asset taxes that Televisa is required to pay on behalf of the Group. No such amount will be payable until the Group's profit exceeds its tax loss carryforwards. Conversely, Televisa shall pay to the Group the portion of any tax refund allocable to the Group.

NOTE 18 - COMPREHENSIVE LOSS:

Comprehensive loss for the years ended December 31, 2003, 2002 and 2001, was as follows:

	2003	2002
Loss per consolidated statement of loss	(Ps. 798,653)	(Ps. 1,838,9
Result from holding non-monetary assets for the year	107,777	170,8
Supplementary liability for labor obligations	40	(1
Comprehensive loss for the year	(Ps. 690,836)	(Ps. 1,668,2

NOTE 19 - FOREIGN CURRENCY POSITION:

a. The foreign currency position of monetary items of the Group at December 31, 2003 and 2002, were as follows:

2003:

Currency	Foreign currency amounts (thousands)	Year-end Exchange rate	Mexican pesos (thousands)
Assets:			
U.S. Dollars	42,331	11.225	Ps. 475,165
Liabilities:			
U.S. Dollars	574,056	11.225	6,443,779

2002:

Currency	Foreign currency amounts (thousands)	Year-end Exchange rate	Mexican pesos (thousands)
Assets:			
U.S. Dollars	21,391	10.464	Ps. 223,835
Liabilities:			
U.S. Dollars	935,999	10.464	9,794,294

b. The foreign currency position of non-monetary items of the Group at December 31, 2003 and 2002, were as follows:

2003:

Currency	Foreign currency amounts (thousands)	Year-end Exchange rate	Mexican pesos (thousands)
Property and equipment:			
U.S. Dollars	22,755	11.225	255,425
Pounds Sterling	2,210	20.32	44,907
Yen	37,031	0.1070	3,962
Canadian dollar	277	8.91	2,468
Satellite transponders:			
U.S. Dollars	104,396	11.225	1,171,845

2002:

Currency	Foreign currency amounts (thousands)	Year-end Exchange rate	Mexican pesos (thousands)
Property and equipment:			
U.S. Dollars	32,674	10.464	Ps. 341,901

Pounds Sterling	3,364	17.00	57,188
Yen	46,674	0.0899	4,196
Canadian dollar	360	6.69	2,408
Satellite transponders:			
U.S. Dollars	113,344	10.464	1,186,032

c. Transactions during 2003, 2002 and 2001 in foreign currencies included in the consolidated statements of loss were as follows:

2003:

	Currency	Foreign currency amounts (thousands)	Year-end exchange rate (1)	Mexican Pesos (thousands) (1)
Interest income	U.S. Dollars	1,079	11.225	Ps. 12,112
Costs and expenses:				
Transponder expense	U.S. Dollars	20,400	11.225	228,990
Broadcasting	U.S. Dollars	12,536	11.225	140,717
Programming	U.S. Dollars	64,300	11.225	721,768
Royalty fees	U.S. Dollars	5,769	11.225	64,757
Other expenses	U.S. Dollars	9,163	11.225	102,855
Interest expense	U.S. Dollars	76,643	11.225	860,318

2002:

	Currency	Foreign currency amounts (thousands)	Year-end exchange rate (1)	Mexican Pesos (thousands) (1)
Interest income	U.S. Dollars	74	10.464	Ps. 774
Costs and expenses:				
Transponder expense	U.S. Dollars	21,900	10.464	229,162
Broadcasting	U.S. Dollars	12,663	10.464	132,506
Programming	U.S. Dollars	58,800	10.464	615,283
Royalty fees	Pounds Sterling	652	17.00	11,084
Royalty fees	U.S. Dollars	3,605	10.464	37,723
Other expenses	U.S. Dollars	3,552	10.464	37,168
Interest expense	U.S. Dollars	79,974	10.464	836,848

2001:

Foreign currency	Year-end	Mexican

	Currency	amounts (thousands)	exchange rate (1)	Pesos (thousands) (1)
Interest income	U.S. Dollars	235	9.178	Ps. 2,157
Costs and expenses:				
Transponder expense	U.S. Dollars	22,527	9.178	206,753
Broadcasting	U.S. Dollars	13,581	9.178	124,646
Programming	U.S. Dollars	59,281	9.178	544,081
Royalty fees	Pounds Sterling	2,177	13.560	29,520
Royalty fees	U.S. Dollars	6,481	9.178	59,483
Other expenses	U.S. Dollars	8,593	9.178	78,867
Interest expense	U.S. Dollars	72,052	9.178	661,293

(1) For reference purposes only. Does not indicate the actual amounts presented in the consolidated statement of loss.

Paragraphs b) and c) are disclosed in accordance with the Fourth Amendment to Bulletin B-10 issued by the MIPA, which also provides that liabilities denominated in a foreign currency are translated using exchange rates in effect at the balance sheet date.

As of December 31, 2003 and 2002, the exchange rate between the Mexican Peso and the U.S. Dollar was Ps.11.225 and Ps.10.464 per U.S. dollar, respectively, which represents the interbank free market exchange rate as of those dates as published by Banco de Mexico, S.A. As of January 30, 2004, the exchange rate was Ps.11.0843 per U.S. dollar, which represents the interbank free market exchange rate as of that date as published by Banco de Mexico, S.A.

NOTE 20 - DIFFERENCES BETWEEN MEXICAN GAAP AND U.S. GAAP:

The Group's consolidated financial statements are prepared in accordance with Mexican GAAP, which differs in certain significant respects from U.S. GAAP.

The reconciliation to U.S. GAAP includes a reconciling item for the effect of applying the option provided by the Modified Fifth Amendment to Bulletin B-10 for the restatement of equipment of non-Mexican origin because, as described below, this provision of inflation accounting under Mexican GAAP does not meet the consistent currency requirement of Regulation S-X of the Securities and Exchange Commission ("SEC").

The reconciliation to U.S. GAAP does not include the reversal of the other adjustments to the financial statements for the effects of inflation required under Mexican GAAP Bulletin B-10, because the application of Bulletin B-10 represents a comprehensive measure of the effects of price level changes in the inflationary Mexican economy and, as such, is considered a more meaningful presentation than historical, cost-based financial reporting for both Mexican and U.S. accounting purposes.

The principal differences between Mexican GAAP and U.S. GAAP that affect net loss and total equity owners' deficit are described below:

Deferred preoperating expenses and advertising costs

Under Mexican GAAP, it is acceptable to defer certain preoperating expenses and advertising costs and amortize these expenses over the life of the expected benefit. Under U.S. GAAP, these items are expensed as incurred. In 2001, the remaining capitalized amount under Mexican GAAP was fully amortized.

Solidaridad 2 and satellite reorientation costs

Under Mexican GAAP, the Group recognized a non-recurring loss of Ps.448,066 during the year ended December 31, 2000 for the redundent use of the transponders on the Solidaridad 2 satellite once the PAS-9 satellite became operational and for the increased costs to reorientate customer's antennas to PAS-9 in a short period of time.

Under U.S. GAAP, the Group continued to use the Solidaridad 2 satellite to provide services to its customers through the termination of the Solidaridad 2 agreement. Accordingly, the monthly payments cannot be recognized as a one time loss, and the Group must continue using the straight-line method in accounting for the agreement. In addition, the satellite reorientation costs are expensed as incurred as a part of operating expenses.

The Group fully utilized the provision recognized under Mexican GAAP in 2001, but only discontinued the use of the Solidaridad Satelite on March 31, 2002. Accordingly, the monthly payment for the use of Solidaridad 2 were expensed as incurred under both Mexican and U.S. GAAP for the three months ended March 31, 2002.

Maintenance reserve and smart cards replacement

Under Mexican GAAP, it is acceptable to accrue for certain expenses which management believes will be incurred in subsequent periods. Under U.S. GAAP, these costs are expensed as incurred.

Capitalization of financing costs

Mexican GAAP allows, but does not require, capitalization of integral financing costs attributable to acquired assets during installation and preoperating expenses. In 1996, the Group capitalized integral financing costs attributable to those assets as part of its preoperating expenses and was fully amortized in 2001. Capitalized integral financing costs include interest expense, gains from monetary position and foreign exchange losses.

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U.S. GAAP requires the capitalization of interest during construction and installation of qualifying assets. In an inflationary economy, such as Mexico's, acceptable practice is to capitalize interest net of the monetary gain on the related Mexican Peso debt, but not on U.S. dollar or other stable currency debt. In addition, U.S. GAAP does not allow the capitalization of foreign exchange losses or the capitalization of financing costs on deferred expenses. These assets were fully amortized in 2001 under Mexican GAAP.

No interest costs were capitalized for the years ended December 31, 2003, 2002 and 2001.

Restatement of property and equipment

Effective January 1, 1997, the Group adopted the Fifth Amendment to Bulletin B-10 which eliminated the use of replacement costs for the restatement of property and equipment and instead, included an option of using the Specific Index for the restatement of equipment of non-Mexican origin. The Group has elected to apply the Specific Index option for determining the restated balances of equipment of non-Mexican origin under Mexican GAAP. For U.S. GAAP purposes, the use of an index that contemplates currency exchange movements is not in accordance with the historical cost concept nor does it present financial information in a constant currency. Hence for U.S. GAAP purposes, property and equipment are restated by the NCPI and the difference in depreciation expense and carrying value are recognized in the net income and equity owners' equity adjustments, respectively.

Revenue recognition

The Group provides the antenna, LNB and accessories to new subscribers, together with the IRD, for a set monthly rental fee, retaining title and ownership of all the equipment. The Group also uses intermediate parties to perform certain customer acquisition and installation services on its behalf. Under Mexican GAAP, the Group records as revenue amounts received from these intermediate parties. Under U.S. GAAP, the Group follows the guidance of Emerging Issues Task Force Summary No. 99-19, "Reporting Revenue Gross as a Principal versus Net as an Agent," pursuant to which it has determined that it serves as principal in these transactions and that it should record as revenue amounts billed to the subscriber, as ultimate customer. The accompanying condensed consolidated statement of loss under U.S. GAAP for the years ended December 31, 2003 and 2002 therefore include an adjustment to reflect as revenue the amounts billed to subscribers and not the amounts received from intermediate parties. The adjustment for the year ended December 31, 2001 was not material.

In addition, under Mexican GAAP, initial non-refundable subscription fees are recognized upon activation of the new subscriber's DTH services. Under U.S. GAAP, initial non-refundable subscription fees are recognized over the period that a new subscriber is expected to remain a customer (estimated to be 3 years). Customer acquisition costs directly attributable to the income are recognized over the same period under U.S. GAAP. Those customer acquisition costs in excess of the initial non-refundable subscription fee revenues, are expensed as incurred.

Initial non-refundable subscription fees for the year ended December 31, 2003, 2002 and 2001 amounted to Ps.121,457, Ps.150,679 and Ps.172,492, respectively. Under U.S. GAAP, deferred initial non-refundable subscription fee revenues of approximately Ps.199,127, Ps.202,807 and Ps.141,356 were recorded as of December 31, 2003, 2002 and 2001, respectively. In addition, customer acquisition costs which are expensed immediately under Mexican GAAP, have been deferred to match and equal initial non-refundable subscription revenues; therefore at December 31, 2003, 2002 and 2001, deferred costs under U.S. GAAP also amounted to Ps.199,127, Ps.202,807 and Ps.141,356, respectively. Initial non-refundable subscription revenues (which are matched by customer acquisition costs) that have been recognized during the year amount to Ps.129,653 (Ps.81,606 and Ps.31,144 in 2002 and 2001, respectively).

These U.S. GAAP adjustments did not have any impact on operating or net loss in 2003, 2002 or 2001.

Presentation in the financial statements - Restructuring and non-recurring items

Under Mexican GAAP, the Group recognizes various costs as "Restructuring and non-recurring items," which would be considered operating expenses under U.S. GAAP. Such costs primarily include severance costs in connection with employee terminations, the derived effects of the 10% excise tax on telecommunications, costs related to the redundant use of the Solidaridad 2 satellite and the increased costs to reorient customer's antennas to

PAS-9 in a short period of time (see Note 15).

In addition, during the year ended December 31, 2003, the provisions of Statement of Financial Accounting Standard ("SFAS") No. 145, "Rescission of FASB

Statement No. 4, 44 and 64, Amendment of FASB Statement No. 13, and Technical Corrections," became effective for the Group. As a result, the Group is not allowed to classify the loss on the restructuring of the Senior Notes as an extraordinary item, since the restructuring of the Senior Notes did not meet the criteria of Accounting Principles Board Opinion No. 30. Accordingly, the loss on restructuring of Senior Notes, which is comprised of the redemption premium on the Old Senior Notes (see Note 10) and the unamortized cost of debt issuance costs corresponding to the Old Senior Notes that were exchanged for the New Senior Notes (see Note 7), are classified as part of income from continuing operations under U.S. GAAP.

Deferred income taxes

Under Mexican GAAP, the Group follows the guidelines of amended Bulletin D-4 in accounting for income taxes. Bulletin D-4 is similar to U.S. GAAP, Statement of Financial Accounting Standards No. 109 ("SFAS 109") "Accounting for Income Taxes," in many respects.

SFAS 109 requires recognition of deferred tax liabilities and assets for the expected future tax consequences of events that have been included in the financial statements or tax returns. Under this method, deferred tax liabilities and assets are determined based on the difference between the financial statements and tax basis of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse. Deferred tax assets including benefits from tax loss carryforwards are recognized to the extent their realization is more likely than not.

The tax effects of temporary differences that give rise to significant deferred tax assets and liabilities, applying SFAS 109 at December 31, 2003 and 2002, are as follows:

	2003	2002
Deferred income tax liabilities:		
Current:		
Prepaid expenses and other	(Ps. 17,674)	(Ps. 82,769)
Total current	(17,674)	(82,769)
Non-current:		
Debt issuance costs	(13,131)	(26,080)
Total deferred income tax liabilities	(30,805)	(108,849)
Deferred income tax assets:		
Current:		
Satellite transponders, net	70,935	74,428
Accrued expenses	105,271	164,218
Deferred income	45,526	107,654
Total current	221,732	346,300
Non-current:		
Other deferred costs	5,608	38,195
Property and equipment	92,302	105,680
Tax loss carryforwards	2,701,558	2,551,632

Total deferred income tax assets	3,021,200	3,041,807
Less: Valuation allowance	(2,990,395)	(2,932,958)
Net deferred income tax assets	30,805	108,849
Deferred income taxes	Ps. --	Ps. --

In conformity with the Income Tax Law, the Group restates the tax basis of preoperating expenses and property and equipment in a form similar to the restatement for financial reporting purposes, however based on a different date criteria.

Summary

Net loss for the years ended December 31, 2003, 2002 and 2001, adjusted to take into account the principal differences between Mexican GAAP and U.S. GAAP, as they relate to the Group, are as follows:

	2003	2002	2001
Net loss as reported under Mexican GAAP	(Ps. 798,653)	(Ps. 1,838,955)	(Ps. 425,741)
Deferred preoperating expenses	--	--	48,524
Solidaridad 2 costs	--	--	(274,597)
Satellite reorientation costs	--	(33,600)	(262,637)
Maintenance reserve	2,721	7,364	(6,795)
Smartcards replacement	--	--	(33,946)
Capitalization of financing costs	--	--	1,923
Restatement of property and equipment	14,369	(1,031)	(19,332)
Restructuring charge	--	(4,902)	4,902
Net loss in accordance with U.S. GAAP	(Ps. 781,563)	(Ps. 1,871,124)	(Ps. 967,699)

Equity owners' deficit as of December 31, 2003 and 2002, adjusted to take into account the principal differences between Mexican GAAP and U.S. GAAP, as they relate to the Group, are as follows:

	2003	2002
Total equity owners' deficit under Mexican GAAP	(Ps. 3,533,307)	(Ps. 7,180,445)
U.S. GAAP adjustments:		
Maintenance reserve	15,164	12,443
Restatement of property and equipment	(48,510)	44,898
Total U.S. GAAP adjustments	(33,346)	57,341
Total equity owners' deficit under U.S. GAAP	(Ps. 3,566,653)	(Ps. 7,123,104)

A summary of the Group's statement of changes in equity owners' deficit with balances determined under U.S. GAAP is as follows:

Balance at December 31, 2001	(Ps. 5,251,857)
Supplementary liability for labor obligations	(123)
Net loss for the year	(1,871,124)
Balance at December 31, 2002	(7,123,104)
Capitalization of equity owners' loans	4,337,974
Supplementary liability for labor obligations	40
Net loss for the year	(781,563)
Balance at December 31, 2003	(Ps. 3,566,653)

A summary of the Group's stockholders' deficit after the U.S. GAAP adjustments described above, as of December 31, is as follows:

	2003	2002
Social parts	Ps. 6,327,232	Ps. 1,989,258
Accumulated losses	(9,906,093)	(9,124,530)
Other comprehensive income:		
Excess from restatement	12,307	12,307
Supplementary liability for labor obligations	(99)	(139)
Total equity owners' deficit under U.S. GAAP	(Ps. 3,566,653)	(Ps. 7,123,104)

Included below are condensed consolidated financial statements of the Group as of December 31, 2003 and 2002 and for the years ended December 31, 2003, 2002 and 2001, after giving effect to the U.S. GAAP adjustments.

CONDENSED CONSOLIDATED BALANCE SHEETS
(Expressed in thousands of Mexican Pesos in purchasing power as of December 31, 2003)

	2003	2002
ASSETS		
Current assets:		
Cash and cash equivalents	Ps. 493,569	Ps. 277,243
Trade accounts receivables, net	112,307	107,913
Prepaid advertising	125,000	126,891
Other current assets	28,086	60,584
Total current assets	758,962	572,631

Property and equipment, net	1,442,627	1,682,337
Satellite transponders, net	1,159,880	1,259,341
Deferred costs, net	257,334	288,484
Intangible and other assets, net	8,246	23,427
Total assets	Ps. 3,627,049	Ps. 3,826,220

	December 31,	
	2003	2002
LIABILITIES		
Current liabilities:		
Trade accounts payable	Ps. 147,605	Ps. 103,548
Accrued expenses	239,468	266,433
Satellite transponders obligation	63,523	54,914
Due to affiliated companies and other related parties	426,280	450,670
Other current liabilities	555,015	487,566
Total current liabilities	1,431,891	1,363,131
Non-current liabilities:		
Senior notes	4,355,300	4,080,175
Equity owners' loans	--	3,371,856
Satellite transponders obligation	1,404,870	1,423,323
Other non-current liabilities	1,641	710,839
Total Liabilities	7,193,702	10,949,324
Commitments and contingencies	--	--
Equity owners' deficit	(3,566,653)	(7,123,104)
Total liabilities and equity owners' deficit	Ps. 3,627,049	Ps. 3,826,220

CONDENSED CONSOLIDATED STATEMENT OF LOSS
(Expressed in thousands of Mexican Pesos in purchasing power as of December 31, 2003)

	Years ended December 31,		
	2003	2002	2001
Revenues from programming services	Ps. 2,121,766	Ps. 1,980,316	Ps. 2,078,212
Revenues from rental of IRDs	980,870	836,858	535,869
Other revenues	643,212	630,778	651,927
Net revenues	3,745,848	3,447,952	3,266,008

Operating expenses:			
Cost of sales - programming services	669,948	580,034	811,073
Cost of sales - other	435,377	403,477	583,062
Administrative expenses	124,997	137,964	462,914
Selling expenses	848,358	865,894	892,400
Other operating expenses	430,175	576,861	384,409
Depreciation and amortization	794,259	962,928	954,963
Total operating expenses	3,303,114	3,527,158	4,088,821
Operating profit (loss)	442,734	(79,206)	(822,813)
Loss on debt restructuring	(153,430)	--	--
Integral results of financing	(1,187,917)	(1,713,382)	(96,760)
Loss before tax	(898,613)	(1,792,588)	(919,573)
Provision for income and assets taxes	117,050	(78,536)	(48,126)
Net loss	(Ps. 781,563)	(Ps. 1,871,124)	(Ps. 967,699)

Cash Flows

Mexican GAAP Bulletin B-12, specifies the appropriate presentation of the statements of changes in financial position. Under Bulletin B-12, the sources and uses of resources are determined based upon differences between beginning and ending financial statement balances in constant pesos. Under U.S. GAAP, a statement of cash flows is required, which presents only cash movements and excludes non-cash items.

Presented below are statements of cash flow for the years ended December 31, 2003, 2002 and 2001, prepared after considering the impact of U.S. GAAP adjustments. The cash flow statements present nominal cash flows during the period, adjusted to December 31, 2003, purchasing power.

	2003	2002	2001
Operating activities:			
Net loss	(Ps. 781,563)	(Ps. 1,871,124)	(Ps. 967,69
Adjustments to reconcile net (loss) to cash flows (used in) operating activities:			
Gain from monetary position	(315,295)	(518,460)	(449,36
Unrealized exchange losses (gains)	231,618	1,063,611	(315,16
Allowance for doubtful accounts	96,741	115,238	180,98
Depreciation and amortization	794,259	962,928	954,96
Impairment of fixed assets	--	32,000	-
Other	--	--	39,05
Changes in operating assets and liabilities:			
Assets	(40,383)	(121,018)	(259,74
Liabilities	488,599	654,719	256,89

Cash flows provided by (used in) operating activities	473,976	317,894	(560,07
Financing activities:			
Equity owners' loans	--	320,974	1,339,58
Satellite transponders obligation	(52,151)	(46,884)	(31,09
Payments of Old Senior Notes	(3,003,168)	--	-
Proceeds from New Senior Notes	3,302,400	--	-
Cash flows provided by financing activities	247,081	274,090	1,308,48
Investing activities:			
Investment in property and equipment	(474,399)	(350,497)	(748,54
Cash flows (used in) investing activities	(474,399)	(350,497)	(748,54
Effects of inflation	(30,332)	(11,222)	(3,75
Increase (decrease) in cash and cash equivalents	216,326	230,265	(3,88
Cash and cash equivalents, beginning of period	277,243	46,978	50,85
Cash and cash equivalents, end of period	Ps. 493,569	Ps. 277,243	Ps. 46,97
Interest and taxes paid:			
Interest paid	Ps. 541,281	Ps. 514,830	Ps. 530,74
Income and asset taxes paid	402	92,405	13

Non-cash Investing and Financing Activities

Capital lease obligation of U.S.$133.9 million (Ps.1,489,617) was incurred when the Group entered into agreements with PanAmSat for the use of 12 KU-band transponders on the PAS-9 satellite in September 2000.

Excluded from the Cash Flow Statement for 2003, is the capitalization of the equity owners' loans (Note 11).

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Recently Issued Accounting Pronouncements

In January 2003, the Financial Accounting Standards Board ("FASB") issued Interpretation No. 46 ("FIN 46"), Consolidation of Variable Interest Entities. FIN 46 requires the primary beneficiary of a variable interest entity to consolidate that entity. A Variable Interest Entity ("VIE") is created when (i) the equity investment at risk is not sufficient to permit the entity from financing its activities without additional subordinated financial support from other parties or (ii) equity holders either (a) lack direct or indirect ability to make decisions about the entity, (b) are not obligated to absorb expected losses of the entity or (c) do not have the right to receive expected residual returns of the entity if they occur. The primary beneficiary of a variable interest entity is the party that absorbs a majority of the variable interest entity's expected losses, receives a majority of the entity's expected residual returns, or both, as a result of ownership, contractual or other financial interests in the entity. In December 2003, the FASB issued a revision of FIN 46 ("FIN 46-R"), clarifying certain provisions of FIN 46. The Company was required to adopt the provisions of FIN 46-R effective February 1, 2003 as they related to VIEs created on or after that date. For VIEs created before January 31, 2003, FIN 46-R was deferred to 2004. The partial adoption of FIN 46-R on February 1, 2003 did not have a material impact on the Company's results of operation and financial position. In addition, the Group does not expect that the full adoption of FIN 46-R will have a significant impact on the Company's results of operation and financial condition.

In April 2003, the FASB issued SFAS No. 149, "Amendment of SFAS No. 133 on Derivative Instruments and Hedging Activities" ("SFAS 149"). This statement amends and clarifies the accounting for derivative instruments, including certain derivative instruments embedded in other contracts, and for hedging activities under SFAS 133, "Accounting for Derivative Instruments and Hedging Activities." SFAS 149 is generally effective for contracts entered into or modified after June 30, 2003 and for hedging relationships designed after June 30, 2003. The adoption of SFAS 149 did not have a material impact on the consolidated financial statements.

In May 2003, the FASB issued SFAS No. 150, "Accounting for Certain Financial Instruments with Characteristics of both Liabilities and Equity" ("SFAS 150"). This statement affects how an entity measures and reports financial instruments that have characteristics of both liabilities and equity, and is effective for financial instruments entered into or modified after May 31, 2003 and is otherwise effective at the beginning of the first interim period beginning after June 15, 2003. The adoption of SFAS 150 did not have a material impact on the consolidated financial statements.

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REPORT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

To the Partners of
Sky Multi-Country Partners

In our opinion, based on our audits and the report of other auditors, the accompanying consolidated balance sheets and the related consolidated statements of operations and comprehensive loss, of partners' deficit and of cash flows present fairly, in all material respects, the financial position of Sky Multi-Country Partners and its subsidiaries at December 31, 2002 and 2001, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2002 in conformity with accounting principles generally accepted in the United States of America. These financial statements are the responsibility of the Partnership's management; our responsibility is to express an opinion on these financial statements based on our audits. We did not audit the financial statements of Sky Colombia S.A., a majority owned subsidiary, which statements reflect total assets of 24% and 21% of the related consolidated totals as of December 31, 2002 and 2001, and total revenues of 15%, 11%, and 30% of the related consolidated totals for each of the three years in the period ended December 31, 2002. Those statements were audited by other auditors whose report thereon has been furnished to us, and our opinion expressed herein, insofar as it relates to the amounts included for Sky Colombia S.A., is based solely on the report of the other auditors. We conducted our audits of these statements in accordance with auditing standards generally accepted in the United States of America, which require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes 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. We believe that our audits and the report of other auditors provide a reasonable basis for our opinion.

The accompanying consolidated financial statements have been prepared assuming that the Partnership will continue as a going concern. As discussed in Note 2 to the consolidated financial statements, since inception, the Partnership has incurred significant operating losses and generated negative cash flows from operating activities, and at December 31, 2002 has negative working capital and a partners' deficit of approximately $317.0 million and $299.0 million, respectively. Further, the partners have not renewed their written commitment to the Partnership to provide the necessary financial support to fund future operations and meet the Partnership's liquidity needs. These matters raise substantial doubt about the Partnership's ability to continue as a going concern. Management's plans in regards to these matters are also described in Note 2. The consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty.

Sky Multi-Country Partners is a member of a group of affiliated companies and, as disclosed in Note 4 to the consolidated financial statements, has extensive transactions and relationships with members of the group. Because of these relationships, it is possible that the terms of these transactions are not the same as those that would result from transactions among unrelated parties.

PRICEWATERHOUSECOOPERS LLP

December 26, 2003

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INDEPENDENT AUDITORS' REPORT

To the Shareholders of
Sky Colombia S.A.

We have audited the accompanying balance sheets of Sky Colombia S.A. as of December 31, 2002 and 2001, and the related statements of operations, shareholders' deficit and cash flows for the years then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in United States of America. These standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, such financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2002 and 2001, and the results of its operations and its cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America.

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 1 to the financial statements, the Company's recurring losses from operations and shareholders' deficit raise substantial doubt about its ability to continue as a going concern. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

DELOITTE & TOUCHE

December 26, 2003

SKY MULTI-COUNTRY PARTNERS

CONSOLIDATED BALANCE SHEETS
AS OF DECEMBER 31, 2002 AND 2001
(IN THOUSANDS OF U.S. DOLLARS)

	2002	
ASSETS		
Current assets:		
Cash and cash equivalents	$ 358	$
Trade accounts receivable, net of allowance for doubtful accounts of $2,981 and $3,597	3,807	
Value added tax credits	599	
Deferred marketing and installation costs, current portion	1,478	
Prepaid expenses and other current assets	1,870	
Total current assets	8,112	
Property and equipment, net	20,965	
Deferred marketing and installation costs, net of current portion	216	
Other assets	217	
	$ 29,510	$
LIABILITIES AND PARTNERS' DEFICIT		
Current liabilities:		
Current portion of long term debt and capital lease obligations	$ 257,124	$
Accounts payable and accrued liabilities	26,381	
Deferred revenue, current portion	4,191	
Due to related parties	37,366	
Total current liabilities	325,062	
Long term debt and capital lease obligations	813	2
Deferred revenue, net of current portion	285	
Other liabilities	1,909	
Total liabilities	328,069	3
Commitments and contingencies (Note 8)		
Partners' deficit	(298,559)	(2
	$ 29,510	$

The accompanying notes are an integral part of these consolidated financial statements.

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SKY MULTI-COUNTRY PARTNERS

CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS
FOR THE YEARS ENDED DECEMBER 31, 2002, 2001 AND 2000
(IN THOUSANDS OF U.S. DOLLARS)

	2002	2001
Revenue	$ 55,784	$ 80,022
Direct costs:		
Programming, including $5,820, $5,955 and $5,848 of charges from affiliates in 2002, 2001 and 2000	31,061	49,619
Transmission and satellite, including $23,116, $24,501 and $26,174 of charges from affiliates in 2002, 2001 and 2000	26,465	32,490
Depreciation and amortization	12,995	32,516
Other	13,449	27,238
	83,970	141,863
Selling, general and administrative expenses, including $4,646, $3,909, and $4,158 of charges from affiliate in 2002, 2001 and 2000	23,371	70,941
Impairment charge and write down of assets to estimated net realizable value	--	237,838
Total costs and expenses	107,341	450,642
Operating loss	(51,557)	(370,620)
Other income (expense):		
Interest income	75	234
Interest expense	(25,056)	(26,684)
Other, net	(23,660)	(3,094)
Loss before income taxes and minority interest	(100,198)	(400,164)
Income tax provision	(430)	(516)
Loss before minority interest	(100,628)	(400,680)
Minority interest in losses of consolidated subsidiaries	--	--
Net loss	(100,628)	(400,680)
Other comprehensive income (loss)	19,645	(23,265)
Total comprehensive loss	$ (80,983)	$(423,945)

The accompanying notes are an integral part of these consolidated financial statements.

SKY MULTI-COUNTRY PARTNERS

CONSOLIDATED STATEMENTS OF PARTNERS' DEFICIT
FOR THE YEARS ENDED DECEMBER 31, 2002, 2001 AND 2000
(IN THOUSANDS OF U.S. DOLLARS)

	SESLA, INC.	DTH USA, INC.	TELEVISA MCOP HOLDINGS, INC.	LIBERTY MULTI-COUNTRY DTH, INC.	
Balance, December 31, 1999	$ (1,732)	$ (1,732)	$ (1,732)	$ (579)	$
Capital contributions	35,237	35,237	35,237	11,744	
Net loss	(36,824)	(36,824)	(36,824)	(12,275)	
Other comprehensive loss .	(813)	(813)	(813)	(272)	
Balance, December 31, 2000	(4,132)	(4,132)	(4,132)	(1,382)	
Capital contributions	51,239	51,239	51,239	17,080	
Net loss	(120,204)	(120,204)	(120,204)	(40,068)	
Other comprehensive loss .	(6,980)	(6,980)	(6,980)	(2,325)	
Balance, December 31, 2001	(80,077)	(80,077)	(80,077)	(26,695)	
Capital contributions	14,805	14,805	14,805	4,935	
Net loss	(30,188)	(30,188)	(30,188)	(10,064)	
Other comprehensive income	5,893	5,893	5,893	1,966	
Balance, December 31, 2002	$ (89,567)	$ (89,567)	$ (89,567)	$ (29,858)	$

The accompanying notes are an integral part of these consolidated financial statements.

SKY MULTI-COUNTRY PARTNERS

CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2002, 2001 AND 2000
(IN THOUSANDS OF U.S. DOLLARS)

	2002	2001
Cash flows from operating activities:		
Net loss	$(100,628)	$(400,680)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	12,995	32,516
Bad debt expense	3,419	7,003
Impairment charges	--	237,838
Other asset write-downs	3,723	2,880
Minority interest in losses of consolidated subsidiaries	--	--
Other	854	--
(Increase) decrease in:		
Restricted cash	--	--
Trade accounts receivable	709	(3,422)
Value added tax credits	6,165	(1,588)
Prepaid expenses and other assets	2,738	(797)
Deferred marketing and installation costs	40	3,112
Increase (decrease) in:		
Accounts payable and accrued liabilities	(1,938)	11,142
Deferred revenue	(5,442)	(2,389)
Due to related parties	17,740	400
Other liabilities	(213)	2,344
Net cash used in operating activities	(59,838)	(111,641)
Cash flows from investing activities:		
Maturities (purchases) of short term investments	--	4,176
Proceeds from sale of assets	631	--
Purchases of property and equipment	(622)	(26,299)
Net cash provided by (used in) investing activities	9	(22,123)
Cash flows from financing activities:		
Partners' contributions	49,350	170,797
Capital contributions from minority interests	--	--
Proceeds from issuance of long term debt	--	--
Payments of long term debt and capital lease obligations	(11,825)	(14,745)
Net cash provided by financing activities	37,525	156,052
Effect of exchange rate changes on cash and cash equivalents	20,489	(21,255)
Net (decrease) increase in cash and cash equivalents	(1,815)	1,033
Cash and cash equivalents, beginning of period	2,173	1,140
Cash and cash equivalents, end of period	$ 358	$ 2,173

SKY MULTI-COUNTRY PARTNERS

CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2002, 2001 AND 2000

(IN THOUSANDS OF U.S. DOLLARS)

	2002	2001
Supplemental Disclosure of Cash Flow Information:		
Cash paid during the period for:		
Interest	$ 20,076	$ 26,095
Taxes	$ 149	$ 190
Supplemental Disclosure of Noncash Investing and Financing Activities:		
Capital lease obligations incurred for other property and equipment	$ 16	$ 19

The accompanying notes are an integral part of these consolidated financial statements.

SKY MULTI-COUNTRY PARTNERS

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2002, 2001 AND 2000

1. BUSINESS AND BASIS OF PRESENTATION

Sky Multi-Country Partners (the "Partnership") is a Delaware general partnership formed on October 24, 1997 between SESLA, Inc., a subsidiary of The News Corporation Limited ("News"), DTH USA, Inc., a subsidiary of Globo Comunicacoes e Participacoes, Ltda. ("Globo"), Televisa MCOP Holdings, Inc., a subsidiary of Grupo Televisa, S.A. ("Televisa"), and Liberty Multi-Country DTH, Inc., a subsidiary of Liberty Media, Inc. ("Liberty Media"). News, Globo and Televisa each own a 30% interest in the Partnership and Liberty owns a 10% interest. All capital contributions are made in proportion to the Partners' ownership interest, except for Liberty, which is only required to make capital contributions in the aggregate of $27 million, plus 10% of the amount the Partnership is obligated to pay third parties for satellite capacity. The Partnership agreement provides that profits and losses are shared in proportion to the partners' respective ownership percentages and that the termination date of the Partnership is December 31, 2047.

The Partnership was established to invest, develop, distribute and manage direct-to-home satellite transmission platforms through wholly owned subsidiaries in Chile and Argentina and its approximately 85% owned subsidiary in Colombia. The subsidiaries provide satellite-fed television, audio and related entertainment programming services.

In September 2003, the Partnership increased its ownership interest in the Colombian subsidiary from 85% to 89%, by converting a portion of its outstanding debt to capital. During 2001 and 2002, the Partnership increased its ownership interest in the Colombian subsidiary from 75% to 84% and from 84% to 85%, respectively, through capital contributions in excess of its proportionate ownership interest immediately prior to the capital contribution. The Partnership has not recorded goodwill from these transactions as the Partnership is funding substantially all the losses and capital requirements of its Colombian subsidiary.

In March 2001, the Partnership purchased the remaining 49% ownership interest in Sky Argentina for a nominal amount in accordance with the terms of its agreement with the former minority shareholder.

During 2002, the Partnership ceased its Argentine programming operations and is currently in the process of liquidating this subsidiary. The Partnership currently expects to continue programming operations solely in Colombia and Chile.

2. LIQUIDITY

Since inception, the Partnership has incurred significant operating losses and generated negative cash flows from operating activities and, at December 31, 2002, has a working capital deficit of approximately $317.0 million and a partners' deficit of approximately $299.0 million. Going forward, the Partnership requires significant amounts of additional funds to support its future operations. Since September 2002, Globo has ceased providing financial support to the Partnership. Further, News, Televisa, and Liberty Media have not renewed their written commitment to continue to provide the necessary financial support to fund future operations and meet the Partnership's liquidity needs.

As of December 31, 2002, as a result of continued losses, the Partnership's Colombian subsidiary was under technical dissolution under Colombian law because its net stockholder's equity was less than 50% of its paid in capital. In September 2003, the Partnership increased the capital of its Colombian subsidiary by converting $14.2 million of its outstanding debt into capital. Through this debt conversion, the stockholders of the Colombian subsidiary avoided technical dissolution and any action that could have been taken by the Colombian regulatory agencies.

As described in Note 4, the Partnership receives satellite uplink/downlink and other related services from DTH TechCo Partners ("TechCo"), an affiliate of the Partnership, that is indirectly owned by News, Globo, Televisa, and Liberty Media. TechCo depends on payments from affiliates of Globo and Televisa, and the Partnership to fund its operations. Because of the Partnership's lack of liquidity, amounts due to TechCo have become delinquent and at December 31, 2002, the Partnership had recorded amounts due to TechCo of approximately $31.0 million. Should TechCo be unable to provide services to the Partnership, the Partnership would be unable to provide programming services to its customers.

The above matters raise substantial doubt about the Partnership's ability to continue as a going concern. News, Televisa, and Liberty Media to date have continued to provide the necessary funding to maintain the Partnership's operations in Colombia and Chile as well as maintain the related uplink/downlink operations of TechCo. The Partnership continues in its efforts to expand its subscriber base in Colombia and Chile and the partners continue to explore strategic alternatives for the Partnership's operations in Latin America. There can be no assurance that the Partnership will continue to receive funding from any or all of its partners nor can there be assurance that TechCo will continue to provide uplink/downlink services to the Partnership. The accompanying financial statements do not reflect any adjustments that might result from the outcome of these uncertainties.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

CONSOLIDATION

The accompanying consolidated financial statements include the accounts of the Partnership and its subsidiaries, after elimination of all significant intercompany accounts and transactions. The interest of the majority owned subsidiaries' shareholders, other than the Partnership's, in the net losses of the majority owned subsidiaries is set forth as minority interest in the consolidated statements of operations.

In certain circumstances, losses allocated to minority interest are in excess of the applicable minority interest balance. Such excess losses are absorbed by the Partnership.

As a result of liquidation of the Partnership's programming operations in Argentina (see Note 6), in 2002 the Partnership's Argentine operations are reflected on a liquidation basis of accounting.

REVENUE RECOGNITION

Revenues are generated from sales of direct-to-home broadcast subscriptions, from equipment rentals, and from installation services. Installation revenue represents up front fees paid by the customer for equipment installation, certain promotional programming packages and, in certain instances, the sale of antennas. Installation revenue is deferred and recognized as revenue over the estimated life of the customer. As of December 31, 2002 and 2001, deferred installation revenue amounted to $1.9 million and $8.8 million, respectively.

Subscription revenues and rental revenues are recognized in the period that services are delivered. As of December 31, 2002 and 2001, deferred subscription and rental revenue amounted to $2.6 million and $3.1 million, respectively, related to the payment for these services prior to their delivery date.

Marketing and installation costs directly related to installation revenue, which include sales commissions, the cost of installing the equipment and in certain instances, the cost of the antennas, are deferred to the extent of installation revenue and recognized as expense over the estimated life of the customer. As of December 31, 2002 and 2001, deferred marketing and installation costs amounted to $1.3 million and $7.9 million, respectively.

The Partnership classifies as current deferred revenue and marketing and installation costs expected to be recognized as revenue and direct costs, respectively, within one year.

FOREIGN CURRENCY

All of the Partnership's foreign operations except for Sky Sistemas Argentina S.R.L., have determined the local currency to be their functional currency. Accordingly, these subsidiaries translate assets and liabilities from their local currencies to U.S. dollars using year-end exchange rates while income and expense accounts are translated at the average rates in effect during the year. The resulting translation adjustment is recorded as part of other comprehensive loss, a component of partners' deficit. Sky Sistemas Argentina S.R.L. has determined that the U.S. dollar is its functional currency.

All of the amounts recorded as other comprehensive loss in the statement of partners' deficit represent cumulative translation losses as follows:

Balance at December 31, 1999	$ (1,776)
Loss on cumulative translation	(2,711)
Balance at December 31, 2000	(4,487)
Recognition of Argentinean cumulative translation losses	(20,817)
Recognition of Chilean cumulative translation losses	(2,884)
Recognition of Colombian cumulative translation gains	436
Balance at December 31, 2001	(27,752)
Effect of changes to the Argentinean cumulative translation losses (in liquidation)	20,817
Recognition of Chilean cumulative translation losses	(804)
Recognition of Colombian cumulative translation losses	(368)
Balance at December 31, 2002	$ (8,107)

Gains and losses resulting from remeasurement into the functional currency of transactions denominated in non-functional currencies are recognized in earnings. Net foreign currency transaction gains and losses approximated $9.2 million for the year ended December 31, 2002 ($1.8 million and $2.0 million in 2001 and 2000, respectively).

As a result of the liquidation of its programming subsidiary in Argentina in 2002, the Partnership recorded as a foreign exchange loss within other expenses in its statement of operations the cumulative translation losses related to Argentina, which had previously been recognized within partners' deficit. The amount of foreign exchange losses in connection with this matter amounted to $20.8 million in 2002.

LONG-LIVED ASSETS

The Partnership accounts for the impairment of long-lived assets to be held and used by evaluating the carrying value of its long-lived assets in relation to the operating performance and future undiscounted cash flows of the underlying businesses when indications of impairment are present.

Long-lived assets to be disposed of are evaluated in relation to the estimated fair value of such assets less costs to sell (see Note 6).

PROPERTY AND EQUIPMENT

Property and equipment is stated at cost. Depreciation and amortization (including amortization of assets under capital leases) are computed using the straight-line method over estimated useful lives as follows:

	Years
Satellite	--

Communication, transmission and reception equipment	5
Furniture, fixtures and all other equipment	3-10

The cost of antennas expected to be leased to subscribers is included in property and equipment in the accompanying balance sheet. Prior to the write down in 2001 of capitalized satellite cost (see Note 6), the Partnership amortized such asset over a 15 year period.

VALUE ADDED TAX CREDITS

The Partnership's subsidiaries have earned certain value added tax credits. The value added tax credits arise from goods and services acquired by the Partnership's subsidiaries and are generally recovered by allocating these credits against value added tax payable on services provided by the Partnership's subsidiaries. The Partnership has classified as current those value added tax credits expected to be recovered within one year.

The Partnership wrote down its unrecoverable value added tax credits in Argentina to reflect its Argentine programming assets at their net realizable value. This amount has been included within impairment charge and write down of assets to net realizable value in the accompanying 2001 statement of operations (see Note 6).

ADVERTISING COSTS

Advertising costs are expensed as incurred and totaled $2.6 million, $15.1 million and $5.8 million for the years ended December 31, 2002, 2001 and 2000, respectively.

GOODWILL

Prior to its write down during 2001, goodwill represented the excess of the purchase price of ownership interests in the Partnership's subsidiaries over the estimated fair value of the proportionate share of net tangible and intangible assets acquired of the subsidiaries. Goodwill was amortized using the straight-line method over a 15 year period through December 31, 2001. Goodwill amortization for each of the years ended December 31, 2001 and 2000 approximated $573,000.

During 2001, the Partnership wrote down approximately $7.4 million of goodwill related to its Colombian subsidiary due to continued funding requirements in excess of those previously contemplated. This amount has been included within impairment charge and write down of assets to net realizable value in the accompanying 2001 statement of operations.

INCOME TAXES

The Partnership is not subject to U.S. federal, state or local income taxes. Income taxes are the responsibility of the individual partners. The Partnership's subsidiaries are subject to income taxes in their respective countries.

The Partnership accounts for its subsidiaries' income taxes using the liability method. The liability method requires the recognition of deferred tax liabilities and assets for the expected future tax consequences of temporary differences between the carrying amounts and the tax bases of assets and liabilities. A valuation allowance is established when management believes that it is more likely than not that all or a portion of the Company's net deferred tax asset will not be recovered.

USE OF ESTIMATES

The preparation of financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

CONCENTRATIONS OF CREDIT RISK

Financial instruments, which potentially expose the Partnership to concentration of credit risk, consist mainly of trade receivables from subscribers. Concentration of credit risk with respect to trade receivables is limited due to the large number of customers and to the Partnership's ability to stop providing the service to customers with past due accounts in a short period of time. However, the Partnership's operations are concentrated in various Latin American countries and the ability of customers to pay depends, in part, upon the general economic condition of these countries.

CASH AND CASH EQUIVALENTS

The Partnership considers all highly liquid investments with a maturity of three months or less at the date of purchase to be cash equivalents.

4. RELATED PARTY TRANSACTIONS

Sky Multi-Country Partners is a member of a group of affiliated companies and, as disclosed below, has extensive transactions and relationships with members of the group. Because of these relationships, it is possible that the terms of these transactions are not the same as those that would result from transactions among unrelated parties.

In January 1998 the Partnership entered into a 10 year contract with TechCo, an affiliate of the Partnership that is indirectly owned by News, Globo, Televisa and Liberty Media, to provide satellite uplink/downlink and other related services. The contract specifies that TechCo will charge the Partnership all costs incurred for the provision of services plus 5.76%. For the years ending December 31, 2002, 2001 and 2000, the Partnership incurred costs of approximately $23.1 million, $24.5 million, and $26.2 million related to these services, respectively.

During 2000, the Partnership entered into a note payable agreement with TechCo which provides for cash borrowings by the Partnership from TechCo. At December 31, 2002 and 2001, approximately $16.5 million and $14.1 million, respectively, was outstanding under the note payable with an annual interest rate of 5%. The note is payable in monthly installments until the full amount borrowed is fully paid. The Partnership has been making payments on the note payable at its discretion and is currently not in compliance with the terms of the note payable agreement. Accordingly, the note is classified as a current liability and is included in the due to related parties in the accompanying balance sheets at December 31, 2002 and 2001. Interest costs incurred on the note during 2002, 2001 and 2000 approximated $740,000, $637,000 and $399,000, respectively.

Sky Entertainment ProgramCo Latin America, LLC and Sky Latin America Partners (previously known as Sky Latin America, LLC), affiliates of the Partnership indirectly owned by News, Globo, Televisa and Liberty Media, provided administrative and programming services totaling approximately

$10.5 million, $9.9 million and $10.0 million during the years ending December 31, 2002, 2001 and 2000, respectively. Sky Latin America Partners provides all of the Partnership's U.S. based personnel and administrative services.

Sky Latin America Partners made interest bearing cash advances to the Partnership during 2002 and 2001, which at December 31, 2002 and 2001 approximated $4.1 million and $1.5 million, respectively. The cash advances do not have any repayment terms and bear interest at 5%. Interest costs incurred on the cash advances during 2002 and 2001 approximated $109,000 and $54,000, respectively.

As a result of cash advances made to Sky Latin America Partners and Techco, at December 31, 2002, the Partnership's Colombian subsidiary held approximately $1.3 million in notes receivable from Sky Latin America Partners. These notes bear interest at LIBOR (1.51% at December 31, 2002) and mature five years after inception. Principal and interest on the notes are due at maturity. Maturities on the notes

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range from October 31, 2007 to December 31, 2007. In May 2003, Sky Latin America Partners assigned these notes as well as additional amounts relating to advances in 2003, to the Partnership for a procurement fee of 0.05% or $9,000, in exchange for a reduction in an equal dollar amount of amounts due to Sky Latin America Partners by the Partnership. In December 2003, the Partnership paid off the outstanding amount due to its Colombian subsidiary.

Corporacion Novavision S. de. R.L. de C.V., a related party indirectly owned by Televisa, News and Liberty Media, provided satellite up-link services totaling approximately $677,000, $659,000 and $671,000 for the years ended December 31, 2002, 2001 and 2000, respectively.

Amounts due to (from) related parties at December 31, 2002 and 2001 are as follows (in thousands):

	2002	2001
Due to DTH Techco Partners for note payable borrowings and accrued interest	$ 16,475	$ 14,147
Due to DTH Techco Partners for services	14,525	5,554
Due to Sky Latin America Partners for note payable borrowings and accrued interest	4,076	1,497
Due to (from) Sky Latin America Partners	649	(136)
Due to Sky Entertainment ProgramCo Latin America, LLC ..	2,995	456
Due from Sky Latin America Partners for notes receivable and accrued interest	(1,300)	--
Other, net	(54)	48
	$ 37,366	$ 21,566

5. PROPERTY AND EQUIPMENT

Property and equipment consist of the following (in thousands):

	2002	2001
Communication, transmission and set top boxes, including assets under capital leases of $5,233 and $16,494	$ 49,705	$ 62,606
Furniture, fixtures and all other equipment, including assets under capital leases of $1,296 and $610 ..	5,884	7,902
	55,589	70,508
Accumulated depreciation and amortization	(34,624)	(27,661)
	$ 20,965	$ 42,847

Accumulated amortization for assets under capital leases approximates $3.1 million and $8.3 million at December 31, 2002 and 2001, respectively. Depreciation and amortization expense related to the Partnership's property and equipment for the years ended December 31, 2002, 2001 and 2000 amounted to $13.0 million, $31.9 million and $26.4 million, respectively.

6. ASSET IMPAIRMENT CHARGES

In December 2001, the Argentine peso was floated in the international currency markets, resulting in a devaluation of the peso to the U.S. dollar of more than 200% over the following six-month period. As a substantial portion of the Argentine operating expenses are U.S. dollar denominated, the devaluation had a significant negative impact on the continuing operations. Accordingly, in June 2002, following an evaluation of the viability of the business, the Partnership agreed to cease operations in Argentina and begin liquidation proceedings. In connection with these events, the Partnership determined that certain assets were not only impaired due to the effects of the peso's devaluation, but also in consideration of the liquidation proceedings undertaken in 2002, and recorded an impairment charge in 2001 of approximately $22.3 million.

The Argentine impairment charges included approximately $8.9 million related to value added tax credits that were no longer deemed recoverable and approximately $13.4 million related to the write down of fixed assets to their estimated net realizable values. The Partnership's Argentine assets were valued on an asset-by-asset basis at the lower of carrying amount or fair value less costs to sell, taking into consideration recent appraisals, valuations, offers and bids, and the Partnership's estimate of future cash flows related to its Argentine operations.

In connection with the economic events in Argentina and Latin America and continued losses of its business in Chile and Argentina, the Partnership reviewed its long-lived assets for impairment in December 2001. The review of these long-lived assets was based upon a comparison of the carrying values and the projected future undiscounted cash flows for each particular asset. In the event the undiscounted projected future cash flows were less than the carrying value for the respective asset, an impairment charge was recorded to reduce the carrying value of the particular long-lived asset to its estimated fair market value. In arriving at this estimate, consideration was given to historical performance, future cash flow projections and prevailing and anticipated economic and competitive conditions existing as of the balance sheet date. However, with respect to 2001, consideration was also given to certain events occurring subsequent to December 31, 2001 in estimating fair values of certain assets, namely the liquidation of operations in Argentina in June 2002 and continued economic deterioration of the major Latin America economies. As a result of this review, the Partnership recorded an asset impairment charge related to the impairment of goodwill and capitalized transponder obligations.

In December 2001, the Partnership recorded an asset impairment charge of approximately $7.4 million for goodwill resulting from its original acquisition of its interest in its Colombian operations. The impairment was principally based on continued losses and funding requirements in excess of those previously contemplated.

In December 2001, the Partnership recorded an asset impairment of $208.1 million relating to its capitalized transponder obligations of PAS 6B. The impairment considered historical losses and on-going cash flows deficits of the Partnership, the effect of the prolonged economic difficulties and uncertainties in the Latin America region on estimated future cash flow projections, as well as the effects of the Partnership's decision to liquidate its operations in Argentina in June 2002.

In June 2003, the Partnership's satellite provider publicly announced an anomaly relating to the satellite on which the Partnership's leased transponders are located. The anomaly significantly reduced the available on-board fuel of the satellite. As a result of this development, the satellite provider estimated that the satellite would have fuel sufficient to maintain appropriate positioning until early 2008, as opposed to the original date of 2013. This anomaly does not affect the current performance of the satellite or of the Partnership's leased transponders, and is not expected to cause any other performance issues during its revised useful life. The Partnership will have no further obligation to the satellite provider when the satellite is taken out of service in 2008, but until then remains obligated under the terms of the original lease agreement. Upon termination of service, if prior to the original anticipated date of 2013, the Partnership would reduce the satellite transponder obligation by any remaining unpaid balance and record a gain for amounts it would no longer be obligated to pay. Should the satellite transponder agreement be terminated in 2008 the Partnership estimates that it would record a gain of approximately $168.2 million, however, there can be no assurance that the lease transponder agreement will be terminated in 2008.

7. LONG TERM DEBT AND CAPITAL LEASE OBLIGATIONS

In March 1999, sixteen satellite transponders were placed in service subject to a capital lease agreement executed by the Partnership in March 1998. The capital lease has an implicit rate of 9% and has a term for the useful life of the satellite transponders, estimated at 15 years at date of lease inception. The balance of the capital lease as of December 31, 2002 and 2001 included in the accompanying balance sheet is approximately $253.9 million and $256.6 million, respectively. Total accrued interest relating to this capital lease amounted to approximately $3.8 million and $3.6 million as of December 31, 2002 and 2001, respectively. The short term portion of the accrued interest is included within accounts payable and accrued liabilities in the accompanying balance sheets.

The capital lease contains escalation clauses for the minimum lease payments for the first four years of the lease as well as payments contingent on the Partnership reaching certain monthly and annual revenue thresholds per transponder as described in the Transponder Service Agreement with the satellite provider ("the Agreement"). The Partnership did not have any contingent lease costs for the years ended December 31, 2002, 2001 and 2000.

Compensation to the satellite provider is based on the greater of i) $3 million per transponder per year or ii) an amount based on annual gross revenue per transponder, as defined, plus a minimum service fee per transponder of $1 million in year 1 escalating to $2.25 million in year 5 and thereafter. Compensation to the satellite provider is for the remaining term of the Agreement and is net of any fees received by the satellite provider for the use of the transponders by other parties during the period. The capital lease payments are guaranteed by the Partners.

Included in the Agreement are certain termination indemnity clauses which require the Partnership to compensate the satellite provider should certain termination events occur, including, among other things, failure to make payments and failure to cease any satellite activity as specified in the Agreement.

As indicated in Note 2 to the consolidated financial statements, since September 2002, Globo had ceased to provide financial support to the Partnership. As a result News, Televisa and Liberty Media funded Globo's portion of the satellite transponder payment in September and October 2002. At December 31, 2002 the Partnership was in default with respect to terms of the Agreement for failing to make the satellite transponder payments for the months of November and December 2002. As of December 31, 2002, the Partnership accrued approximately $120,000 for the payments in default.

In December 2002 the Partnership along with News, Televisa, Globo and Liberty Media entered into a Forbearance Agreement with the satellite provider. Pursuant to the terms of the Forbearance Agreement, the Partnership or its guarantors, which included News, Televisa and Liberty Media, have agreed to pay 70% of the service fee payments that are past due under the Agreement plus any applicable late payment interest during the forbearance period. In exchange, the satellite provider has agreed to provide satellite transponder service under the Agreement during the forbearance period. The remaining service fees will continue to be due and payable by the Partnership or its guarantors as specified in the Agreement. If the Partnership fails to pay any of the forbearance fees or any service fees for which the satellite provider has not granted forbearance rights, the satellite provider will be entitled to terminate the Agreement and demand payment for all amounts due under the Agreement.

As a result of subsequent amendments to the Forbearance Agreement, the forbearance period currently extends through January 31, 2004. Because the partners have not provided a written commitment to the Partnership guaranteeing amounts due under the Agreement, the Partnership has classified as a current liability approximately $253.9 million, which represents the Partnership's total obligation under Agreement at December 31, 2002.

The Partnership entered into other capital leases with balances at December 31, 2002 and 2001 of approximately $2.1 million and $5.8 million, respectively, for various other equipment. The Partnership also entered into loan agreements with various banks for loans with balances at December 31, 2002 and 2001 of approximately $1.9 million and $7.5 million, respectively. The capital leases and banks loans have various maturity terms from 2001 to 2004 with interest rates at December 31, 2002 of 12% to 27% for debt denominated in the subsidiaries' local currencies, and of 7% to 11% for debt denominated in U.S. dollars. As of December 31, 2002, aggregate annual maturities of long term debt and future annual minimum lease payments for capital leases are as follows (in thousands):

	CAPITAL LEASES-MINIMUM LEASE PAYMENTS	DEBT
2003	$ 408,373	$ 1,795
2004	565	272
2005	--	--
2006	--	--
Thereafter	--	--
	408,938	2,067
Less: Amount representing interest	(152,904)	(164)
Present value of net minimum payments	256,034	1,903
Less: Current maturities	(255,484)	(1,640)
Long term debt and capital lease obligations	$ 550	$ 263

8. COMMITMENTS AND CONTINGENCIES

LICENSING RIGHTS

The Partnership had licensing agreements for the broadcasting rights of soccer tournaments in Chile which expired in 2002. The Chilean contract was entered into jointly with Fox Sports Latin America, Ltd.

The amounts incurred for these licensing rights during 2002, 2001 and 2000 totaled $9.4 million, $16.3 million and $18.9 million, respectively, and are recorded as programming costs in the accompanying statements of operations.

The Partnership is committed under non-cancelable operating lease agreements for the rental of its existing office facilities in Argentina, Chile and Colombia. Total rent expense for 2002, 2001 and 2000, amounted to $2.0 million, $4.0 million and $1.9 million, respectively. The total aggregate commitment under these agreements is as follows:

2003	$ 3,444
2004	3,516
2005	163
2006	163
Thereafter through 2007	136
	$ 7,422

LITIGATION

The Partnership is a defendant in a regulatory lawsuit in Colombia. The National Television Commission of Colombia (CNTV) is seeking fees in the amount of $1.7 million and pursuing a lien of the Company's assets in that amount. Management and its legal counsel are of the opinion that the

Partnership will prevail in defending the lawsuit; however, a Colombian tribunal has ordered the Company to obtain a $1.7 million bond to avoid the lien. The Company is analyzing various alternatives including negotiating a settlement with CNTV as well as working with insurance companies to obtain the bond and avoid the lien.

TAX MATTERS

The Colombian tax authorities have informed the Partnership of several possible tax contingencies, which aggregate to $5.5 million. Management and its legal counsel, are vigorously defending these matters, and believe that the final disposition of such matters will not have a material adverse effect on the financial position and results of operations of the Partnership.

The Partnership is involved in various other claims and legal actions arising from ordinary course of business. In the opinion of management, the ultimate disposition of these matters will not have a material adverse effect on the Partnership's financial position, results of operations or liquidity.

OTHER

See Note 4 for additional Partnership commitments with related parties.

9. INCOME TAXES

Foreign income taxes are provided in the accompanying consolidated statements of operations as follows (in thousands):

	2002	2001	2000
Current expense	$(430)	$(516)	$(418)
Deferred benefit	--	--	22
Income tax provision	$(430)	$(516)	$(396)

As of December 31, 2002 and 2001, deferred tax assets and deferred tax liabilities reflect the tax effect of the following differences between financial statement carrying amounts and tax bases of assets and liabilities (in thousands):

	2002	2001
Current assets	$ 607	$ 808
Property and equipment and other long term assets	24,913	17,013
Other liabilities	748	1,404
Net operating loss carryforwards	44,096	39,364
Deferred tax asset	70,364	58,589
Valuation allowance	(70,364)	(58,589)
Net deferred tax asset	$ --	$ --

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The net increase in the valuation allowance for the years ended December 31, 2002 and 2001 approximated $11.8 million and $16.8 million, respectively. The Partnership has net operating loss carryforwards in foreign countries (the "NOLs") of approximately $172.6 million. Approximately $90.6 million of the net operating loss carryforwards do not expire. The remaining net operating loss carryforwards expire in varying amounts through the year 2006. Based on the weight of available evidence, a valuation allowance has been provided to offset substantially all of the deferred tax asset amount at December 31, 2002 and 2001, respectively. In the opinion of management, it is more likely than not that substantially all of the deferred tax asset will not be realized.

10. RISKS, UNCERTAINTIES AND GEOGRAPHIC INFORMATION

The Partnership has operations in Colombia, Chile and Argentina. The Partnership's operations in these countries are subject to political, monetary, economic and regulatory risk, which can have a significant impact on the Partnership's financial position, results of operations and cash flows.

All revenues are generated in the Partnerships foreign operations. Long-lived assets, net of accumulated depreciation, were primarily located in the Partnership's foreign operations and approximated $21.0 million and $42.8 million as of December 31, 2002 and 2001, respectively.

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