

Federal Communications Commission Washington, D.C. 20554 <p style="text-align: center;">FCC 323</p>	Approved by OMB 3060-0010 (June 2002)	FOR FCC USE ONLY
<p>OWNERSHIP REPORT FOR COMMERCIAL BROADCAST STATIONS</p> <p>Read INSTRUCTIONS Before Filling Out Form</p>		FOR COMMISSION USE ONLY FILE NO. - 20080612ADT

Section I - General Information

1.	Legal Name of the Applicant HERO LICENSECO LLC		
	Mailing Address 14450 COMMERCE WAY		
	City MIAMI LAKES	State or Country (if foreign address) FL	ZIP Code 33016 -
	Telephone Number (include area code) 3058635731	E-Mail Address (if available)	
	FCC Registration Number: 0017254418	Call Sign	Facility ID Number 0
2.	Contact Representative (if other than Licensee/Permittee) PAUL J. FELDMAN, ESQUIRE		
	Firm or Company Name FLETCHER, HEALD & HILDRETH, PLC		
	Telephone Number (include area code) 7038120400	E-Mail Address (if available) FELDMAN@FHHLAW.COM	
3.	Name of entity, if other than licensee or permittee, for which report is filed HERO BROADCASTING HOLDING INC.		
	Mailing Address 14450 COMMERCE WAY		
	City MIAMI LAKES	State or Country (if foreign address) FL	ZIP Code 33016 -
	Telephone Number (include area code) 3058635727	E-Mail Address (if available)	
4.	If this application has been submitted without a fee, indicate reason for fee exemption (see 47 C.F.R. Section 1.1114): <input type="radio"/> Governmental Entity <input checked="" type="radio"/> Fee-exempt Report <input type="radio"/> Other <input type="radio"/> N/A (Fee Required)		

Section II - Ownership Information

a. <input type="radio"/> Biennial	b. <input checked="" type="radio"/> Transfer of Control or Assignment of License/Permit	c. <input type="radio"/> Other
d. <input type="radio"/> Amendment to pending application		
for the following stations: [Enter Station Information]		

Station List

This Report is filed for the following stations:

Call Letters	Facility ID Number	Location (City/State)	Class of service
KBEH	56384	OXNARD CA	TV

Call Letters	Facility ID Number	Location (City/State)	Class of service
KMOH-TV	24753	KINGMAN AZ	TV

All of the information furnished in this Report is accurate as of 4/14/2008 (Date must comply with 47 C.F.R. Section 73.3615(a), i.e., information must be current within 60 days of filing of this report, when 5(a) below is checked.)

This Report is filed for (check one)

6. Respondent is:

Sole proprietorship Not-for-profit corporation Limited partnership
 For-profit corporation General partnership Other

If "Other", describe nature of the respondent in an Exhibit. [Exhibit 1]

7. List all contracts and other instruments required to be filed by 47 C.F.R. Section 73.3613. (Only licensees, permittees, or a reporting entity with a majority interest in or that otherwise exercises de facto control over the subject licensee or permittee shall respond.)

[Enter Contract/Instrument Information]

Contracts/Instruments Information

List all contracts and other instruments required to be filed by 47 C.F.R. Section 73.3613. (Only licensees, permittees, or a reporting entity with a majority interest in or that otherwise exercises de facto control over the subject shall respond.)

Description of contract or instrument	Name of person or organization with whom contract is made	Date of Execution	Date of Expiration
CERTIFICATE OF INCORPORATION	STATE OF DELAWARE	12/19/2008	

Description of contract or instrument	Name of person or organization with whom contract is made	Date of Execution	Date of Expiration
FIRST AMENDED AND RESTATED BY-LAWS	HERO BROADCASTING HOLDING INC	4/11/2008	

Description of contract or instrument	Name of person or organization with whom contract is made	Date of Execution	Date of Expiration
	HERO BROADCASTING		

STOCKHOLDERS AGREEMENT		HOLDING INC	4/11/2008	
Description of contract or instrument	Name of person or organization with whom contract is made	Date of Execution	Date of Expiration	
PLEDGE AGREEMENT	ROBERT BEHAR AND VIACOM INTERNATIONAL, INC.	4/11/2008		
Description of contract or instrument	Name of person or organization with whom contract is made	Date of Execution	Date of Expiration	
CONVERSION AGREEMENT	MTV NETWORKS	4/11/2008		
Description of contract or instrument	Name of person or organization with whom contract is made	Date of Execution	Date of Expiration	
COMMON STOCK PURCHASE WARRANT	ROBERT BEHAR	4/11/2008		
Description of contract or instrument	Name of person or organization with whom contract is made	Date of Execution	Date of Expiration	
COMMON STOCK PURCHASE WARRANT	VIACOM INTERNATIONAL INC.	5/11/2008		
Description of contract or instrument	Name of person or organization with whom contract is made	Date of Execution	Date of Expiration	
FIRST LIEN PLEDGE AND SECURITY AGREEMENT	ROYAL BANK OF SCOTLAND PLC, ADMINISTRATIVE AGENT	4/11/2008		
Description of contract or instrument	Name of person or organization with whom contract is made	Date of Execution	Date of Expiration	
SECOND LIEN PLEDGE AND SECURITY AGREEMENT	MTVN ADMINISTRATIVE AGENT	4/11/2008		
Description of contract or instrument	Name of person or organization with whom contract is made	Date of Execution	Date of Expiration	
JUNIOR CONVERTIBLE PROMISSORY NOTE	BELA BROADCASTING, LLC	5/11/2008		

8. Capitalization (Only licensees, permittees, or a reporting entity with a majority interest in or that otherwise exercises de facto control over the subject licensee or permittee shall respond.)

[Enter Capitalization Information]

Capitalization

Capitalization (Only licensees, permittees, or a reporting entity with a majority interest in or that otherwise exercises de facto control over the subject licensee or permittee shall respond.)

Class of stock (preferred, common or other)	Voting or Non-voting	Number of Shares			
		Authorized	Issued and Outstanding	Treasury	Unissued
COMMON STOCK	VOTING	200000	19143		180857

Class of stock (preferred, common or other)	Voting or Non-voting	Number of Shares			
		Authorized	Issued and Outstanding	Treasury	Unissued
COMMON STOCK	NON-VOTING	150000	9170		140830

9. (a.) List the respondent, and, if other than a natural person, its officers, directors, stockholders and other entities with attributable interests, non-insulated partners and/or members. If a corporation or partnership holds an attributable interest in the respondent, list separately its officers, directors, stockholders and other entities with attributable interests, non-insulated partners and/or members. Create a separate row for each individual or entity. Attach supplemental pages, if necessary.
 [Enter Owner Information]

Owner Information

List the respondent, and, if other than a natural person, its officers, directors, stockholders and other entities with attributable interests, non-insulated partners and/or members. If a corporation or partnership holds an attributable interest in the respondent, list separately its officers, directors, stockholders and other entities with attributable interests, non-insulated partners and/or members. Create a separate row for each individual or entity. Attach supplemental pages, if necessary.
(Read carefully - The numbered items below refer to line numbers in the following table.)

1. Name and address of respondent and each party to the respondent holding an attributable interest (if other than individual also show name, address and citizenship of natural person authorized to vote the stock or holding the attributable interest). List the respondent first, officers next, then directors and, thereafter, remaining stockholders and other entities with attributable interests, and partners.
2. Gender (male or female).
3. Ethnicity (check one).
4. Race (select one or more).
5. Citizenship.
6. Positional interest: Officer, director, general partner, limited partner, LLC member, investor/creditor attributable under the Commission's **equity/debt plus** standard, etc.
7. Percentage of votes.
8. Percentage of total assets (equity debt plus).

1. Name and Address	PLEASE SEE ATTACHMENT 2
2. Gender (male or female)	N/A
3. Ethnicity (check one)	<input checked="" type="checkbox"/> Hispanic or Latino

