

Federal Communications Commission

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Account number: 693091

Description: HERO BROADCASTING HOLDING INC 2009 BIENNIAL OWNERSHIP REPORT

Application Reference Number: 20100707EJG
Successfully filed at Jul 7 2010 4:26PM

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Federal Communications Commission Washington, D.C. 20554	Approved by OMB 3060-0010 (October 2009)	FOR FCC USE ONLY
FCC 323 OWNERSHIP REPORT FOR COMMERCIAL BROADCAST STATIONS		FOR COMMISSION USE ONLY FILE NO. -20100707EJG

Section I - General Information

1.	Legal Name of the Respondent HERO BROADCASTING HOLDING INC.		
	Street Address (1) 14450 COMMERCE WAY		
	Street Address (2)		
	City MIAMI LAKES	State or Country (if Foreign address) FL	ZIP Code 33016
	Telephone Number (include area code) (305) 863-5731	E-Mail Address (if available)	
	FCC Registration Number 0019938885	Call Sign KBEH	Facility ID Number 56384
2.	Contact Representative PAUL J. FELDMAN, ESQUIRE		
	Firm or Company Name FLETCHER, HEALD & HILDRETH, PLC		
	Street Address (1) 1300 NORTH 17TH STREET		
	Street Address (2) 11TH FLOOR		
	City ARLINGTON	State or Country (if Foreign address) VA	ZIP Code 22209
	Telephone Number (include area code) (703) 812-0400	E-Mail Address (if available) FELDMAN@FHHLAW.COM	
3.	Nature of Respondent (See Instructions for Definitions) <input type="radio"/> Licensee <input type="radio"/> Permittee <input checked="" type="radio"/> Entity with an attributable interest		
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 type="radio"/> Fee-exempt Report <input type="radio"/> Other <input checked="" type="radio"/> N/A (Fee Required)		
5.	All the information furnished in this Report is accurate as of 11/01/2009. <i>(Date entered must (1) be Oct. 1 of the filing year when filing a Biennial Ownership Report (or Nov. 1, 2009 in the case of the initial filing); or (2) be no more than 60 days prior to the date of filing when filing a non-Biennial Ownership Report).</i>		
6.	Purpose this Report is Filed for: <i>(choose one)</i> a. <input checked="" type="radio"/> Biennial b. <input type="radio"/> Validation and Resubmission of a previously filed Biennial Report (certifying no change from previous Report) c. <input type="radio"/> Transfer of Control or Assignment of License/Permit d. <input type="radio"/> Report by Permittee filing within 30 days after the grant of a construction permit for a new commercial AM, FM or full power television broadcast station. e. <input type="radio"/> Update / certification of accuracy of an initial Ownership Report filed by Permittee (filing in conjunction with Permittee's application for a station license). f. <input type="radio"/> Amendment to a previously filed Ownership Report File Number: - If an Amendment submit as an Exhibit a listing by Section and Question Number the portions of the [Exhibit 1] previous Report that are being revised.		

7.	License and Station Information. The stations listed below are all licensed to the following person or entity:				
	Licensee Name:	Licensee's FCC Registration Number (FRN)			
	HERO LICENSECO LLC	0017254418			
Station List					
This Report is filed for the following stations:					
	<u>Copy</u>	<u>Call Sign</u>	<u>Facility ID Number</u>	<u>Location (City/State)</u>	<u>Class of Service</u>
	1.	KBEH	56384	OXNARD, CALIFORNIA	Television
	2.	KMOH-TV	24753	KINGMAN, ARIZONA	Television
	3.	KEJR-LD	168349	PHOENIX, ARIZONA	TV Translator or LPTV station
8.	Respondent is:				
	<input type="radio"/> Sole Proprietorship <input checked="" type="radio"/> For-profit corporation		<input type="radio"/> Not-for-profit corporation <input type="radio"/> General partnership		<input type="radio"/> Limited partnership <input type="radio"/> Other [Exhibit 2]
If "Other," describe nature of the Respondent in an Exhibit.					

Section II-B - Biennial Ownership Information

1. Contract Information. List all contracts and other instruments required to be filed by 47 C.F.R. Section 73.3613. (Only Licensees, or Respondents with a majority interest in or that otherwise exercise *de facto* control over the subject Licensee shall respond. Other Respondents should select "Not Applicable" in response to this question.) If the agreement is a local marketing agreement (LMA) or a radio joint sales agreement (JSA), or if the agreement is a network affiliation agreement, check the appropriate box; otherwise, select "Other" for non-LMA/radio JSA or network affiliation agreements.

Not Applicable

Contract Information

Copy	Description of contract or instrument	Name of person or organization with whom contract is made	Date of Execution	Date of Expiration	Agreement Type (check all that apply)
1.	CERTIFICATE OF INCORPORATION	STATE OF DELAWARE	Month DECEMBER Year 2007	Month Year <input checked="" type="checkbox"/> No Expiration Date	<input type="checkbox"/> LMA/radio JSA <input type="checkbox"/> Network Affiliation Agreement <input checked="" type="checkbox"/> Other
2.	STOCKHOLDERS AGREEMENT	ROBERT BEHAR AND VIACOM INTERNATIONAL INC	Month APRIL Year 2008	Month Year <input checked="" type="checkbox"/> No Expiration Date	<input type="checkbox"/> LMA/radio JSA <input type="checkbox"/> Network Affiliation Agreement <input checked="" type="checkbox"/> Other
3.	AMENDED AND RESTATED BYLAWS	HERO BROADCASTING HOLDING INC.	Month DECEMBER Year 2008	Month Year <input checked="" type="checkbox"/> No Expiration Date	<input type="checkbox"/> LMA/radio JSA <input type="checkbox"/> Network Affiliation Agreement <input checked="" type="checkbox"/> Other
4.	COMMON STOCK PURCHASE WARRANT	ROBERT BEHAR	Month APRIL Year 2008	Month Year <input checked="" type="checkbox"/> No Expiration Date	<input type="checkbox"/> LMA/radio JSA <input type="checkbox"/> Network Affiliation Agreement <input checked="" type="checkbox"/> Other
5.	COMMON STOCK PURCHASE WARRANT	VIACOM INTERNATIONAL INC.	Month APRIL Year 2008	Month Year <input checked="" type="checkbox"/> No Expiration Date	<input type="checkbox"/> LMA/radio JSA <input type="checkbox"/> Network Affiliation Agreement <input checked="" type="checkbox"/> Other
6.	PLEDGE AGREEMENT	ROBERT BEHAR AND VIACOM INTERNATIONAL INC.	Month APRIL Year 2008	Month Year <input checked="" type="checkbox"/> No Expiration Date	<input type="checkbox"/> LMA/radio JSA <input type="checkbox"/> Network Affiliation Agreement <input checked="" type="checkbox"/> Other

2. Capitalization (Only Licensees or entities with a majority interest in or that otherwise exercises *de facto* control over the subject Licensee shall respond.)

Not Applicable

Capitalization Information

Copy	Class of Stock (preferred, common or other)	Voting or Non-Voting	Number of shares			
			Authorized	Issued and Outstanding	Treasury	Unissued
1.	<input type="radio"/> Preferred <input checked="" type="radio"/> Common <input type="radio"/> Other (specify)	<input checked="" type="radio"/> Voting <input type="radio"/> Non-Voting	200000	19143	0	180857

2. Preferred
 Common
 Other (specify)

- Voting
 Non-Voting

150000

9170

0

140830

3.(a) **Ownership Interests.** This Question requires Respondents to enter detailed information about ownership interests by generating a series of subforms. Answer each question on each subform. The first subform listing should be for the Respondent itself. If the Respondent is not a natural person, also list each of the officers, directors, stockholders, noninsulated partners, members and other persons or entities with a direct attributable interest in the Respondent. (A "direct" interest is one that is not held through any intervening companies or entities.) In the case of vertical or indirect ownership structures, report only those interests in the Respondent that also represent an attributable interest in the Licensee for which the Report is being submitted.

List each person or entity with a direct attributable interest in the Respondent separately. Entities that are part of an organizational structure that includes holding companies or other forms of indirect ownership must file separate ownership reports. In such a structure do not report or file separate reports for persons or entities that do not have an attributable interest in the Licensee for which the report is being submitted.

Ownership Interest Information

Copy 1.	Name	HERO BROADCASTING HOLDING INC.
	Address	Street 14450 COMMERCE WAY City/State MIAMI LAKES, FLORIDA Postal/ZIP Code 33016 Country (if not U.S.)
	Listing Type	<input checked="" type="radio"/> Respondent <input type="radio"/> Other Interest Holder
	Relationship to Licensee	<input checked="" type="radio"/> Licensee (or Officer/Director of Licensee) <input type="radio"/> Person with attributable interest <input type="radio"/> Entity with attributable interest
	Positional Interest (check all that apply)	<input type="checkbox"/> Officer <input type="checkbox"/> Director <input type="checkbox"/> General Partner <input type="checkbox"/> Limited Partner <input type="checkbox"/> LC/LLC/PLLC Member <input checked="" type="checkbox"/> Owner <input type="checkbox"/> Stockholder <input type="checkbox"/> Attributable Creditor <input type="checkbox"/> Attributable Investor <input type="checkbox"/> Other (please specify):
	FCC Registration Number	0019938885
	Gender, Ethnicity, Race and Citizenship Information (Natural Persons)	<input checked="" type="checkbox"/> N/A (entity) Gender <input type="radio"/> Male <input type="radio"/> Female Ethnicity <input type="radio"/> Hispanic or Latino <input type="radio"/> Not Hispanic or Latino

	Race <input type="radio"/> American Indian or Alaska Native <input type="radio"/> Asian <input type="radio"/> Black or African American <input type="radio"/> Native Hawaiian or Other Pacific Islander <input type="radio"/> White <input type="radio"/> Two or more races
	Citizenship
Percentage of Votes	100%
Percentage of Equity	100%
Percentage of Total Assets (equity plus debt)	100%

Copy 2.	Name	ROBERT BEHAR
	Address	Street 14450 COMMERCE WAY City/State MIAMI LAKES, FLORIDA Postal/ZIP Code 33016 Country (if not U.S.)
	Listing Type	<input type="radio"/> Respondent <input checked="" type="radio"/> Other Interest Holder
	Relationship to Licensee	<input type="radio"/> Licensee (or Officer/Director of Licensee) <input checked="" type="radio"/> Person with attributable interest <input type="radio"/> Entity with attributable interest
	Positional Interest (check all that apply)	<input checked="" type="checkbox"/> Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> General Partner <input type="checkbox"/> Limited Partner <input type="checkbox"/> LC/LLC/PLLC Member <input type="checkbox"/> Owner <input checked="" type="checkbox"/> Stockholder <input type="checkbox"/> Attributable Creditor <input type="checkbox"/> Attributable Investor <input type="checkbox"/> Other (please specify):
	FCC Registration Number	0019416122
	Gender, Ethnicity, Race and Citizenship Information (Natural Persons)	<input type="checkbox"/> N/A (entity) Gender <input checked="" type="radio"/> Male <input type="radio"/> Female Ethnicity <input checked="" type="radio"/> Hispanic or Latino <input type="radio"/> Not Hispanic or Latino Race <input type="radio"/> American Indian or Alaska Native <input type="radio"/> Asian <input type="radio"/> Black or African American <input type="radio"/> Native Hawaiian or Other Pacific Islander <input checked="" type="radio"/> White <input type="radio"/> Two or more races Citizenship U.S.

Percentage of Votes	100%
Percentage of Equity	70.6%
Percentage of Total Assets (equity plus debt)	70.6%

Copy 3.	Name	MARISOL MESSIR
	Address	Street 14450 COMMERCE WAY City/State MIAMI LAKES, FLORIDA Postal/ZIP Code 33016 Country (if not U.S.)
	Listing Type	<input type="radio"/> Respondent <input checked="" type="radio"/> Other Interest Holder
	Relationship to Licensee	<input type="radio"/> Licensee (or Officer/Director of Licensee) <input checked="" type="radio"/> Person with attributable interest <input type="radio"/> Entity with attributable interest
	Positional Interest (check all that apply)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Director <input type="checkbox"/> General Partner <input type="checkbox"/> Limited Partner <input type="checkbox"/> LC/LLC/PLLC Member <input type="checkbox"/> Owner <input type="checkbox"/> Stockholder <input type="checkbox"/> Attributable Creditor <input type="checkbox"/> Attributable Investor <input type="checkbox"/> Other (please specify):
	FCC Registration Number	0019416130
	Gender, Ethnicity, Race and Citizenship Information (Natural Persons)	<input type="checkbox"/> N/A (entity) Gender <input type="radio"/> Male <input checked="" type="radio"/> Female Ethnicity <input checked="" type="radio"/> Hispanic or Latino <input type="radio"/> Not Hispanic or Latino Race <input type="radio"/> American Indian or Alaska Native <input type="radio"/> Asian <input type="radio"/> Black or African American <input type="radio"/> Native Hawaiian or Other Pacific Islander <input checked="" type="radio"/> White <input type="radio"/> Two or more races Citizenship U.S.
	Percentage of Votes	0%
	Percentage of Equity	0%
	Percentage of Total Assets (equity plus debt)	0%

Copy 4.	Name	ANTHONY CASSARA
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Address	Street C/O CLOCKTOWER PARTNERS 225 SANTA MONICA BLVD 8TH FL City/State SANTA MONICA, CALIFORNIA Postal/ZIP Code 90401 Country (if not U.S.)
Listing Type	<input type="radio"/> Respondent <input checked="" type="radio"/> Other Interest Holder
Relationship to Licensee	<input type="radio"/> Licensee (or Officer/Director of Licensee) <input checked="" type="radio"/> Person with attributable interest <input type="radio"/> Entity with attributable interest
Positional Interest (check all that apply)	<input type="checkbox"/> Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> General Partner <input type="checkbox"/> Limited Partner <input type="checkbox"/> LC/LLC/PLLC Member <input type="checkbox"/> Owner <input type="checkbox"/> Stockholder <input type="checkbox"/> Attributable Creditor <input type="checkbox"/> Attributable Investor <input type="checkbox"/> Other (please specify):
FCC Registration Number	0019288851
Gender, Ethnicity, Race and Citizenship Information (Natural Persons)	<input type="checkbox"/> N/A (entity) Gender <input checked="" type="radio"/> Male <input type="radio"/> Female Ethnicity <input type="radio"/> Hispanic or Latino <input checked="" type="radio"/> Not Hispanic or Latino Race <input type="radio"/> American Indian or Alaska Native <input type="radio"/> Asian <input type="radio"/> Black or African American <input type="radio"/> Native Hawaiian or Other Pacific Islander <input checked="" type="radio"/> White <input type="radio"/> Two or more races Citizenship USA
Percentage of Votes	0%
Percentage of Equity	0%
Percentage of Total Assets (equity plus debt)	0%

Copy 5.	Name	LAWRENCE J. RUBIN
	Address	Street C/O CROSS MEDIA WORKS, INC. 15849 N. 77TH STREET City/State SCOTTSDALE, ARIZONA Postal/ZIP Code 85260 Country (if not U.S.)

Listing Type	<input type="radio"/> Respondent <input checked="" type="radio"/> Other Interest Holder
Relationship to Licensee	<input type="radio"/> Licensee (or Officer/Director of Licensee) <input checked="" type="radio"/> Person with attributable interest <input type="radio"/> Entity with attributable interest
Positional Interest (check all that apply)	<input type="checkbox"/> Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> General Partner <input type="checkbox"/> Limited Partner <input type="checkbox"/> LC/LLC/PLLC Member <input type="checkbox"/> Owner <input type="checkbox"/> Stockholder <input type="checkbox"/> Attributable Creditor <input type="checkbox"/> Attributable Investor <input type="checkbox"/> Other (please specify):
FCC Registration Number	0019416171
Gender, Ethnicity, Race and Citizenship Information (Natural Persons)	<input type="checkbox"/> N/A (entity)
	Gender <input checked="" type="radio"/> Male <input type="radio"/> Female
	Ethnicity <input type="radio"/> Hispanic or Latino <input checked="" type="radio"/> Not Hispanic or Latino
	Race <input type="radio"/> American Indian or Alaska Native <input type="radio"/> Asian <input type="radio"/> Black or African American <input type="radio"/> Native Hawaiian or Other Pacific Islander <input checked="" type="radio"/> White <input type="radio"/> Two or more races
	Citizenship USA
Percentage of Votes	0%
Percentage of Equity	0%
Percentage of Total Assets (equity plus debt)	0%

Copy 6.	Name	LARRY D. MARCUS
	Address	Street C/O PEAK MEDIA HOLDINGS LLC 13748 PINE NEEDLES DR. City/State DEL MAR, CALIFORNIA Postal/ZIP Code 92014 Country (if not U.S.)
	Listing Type	<input type="radio"/> Respondent <input checked="" type="radio"/> Other Interest Holder
	Relationship to Licensee	<input type="radio"/> Licensee (or Officer/Director of Licensee) <input checked="" type="radio"/> Person with attributable interest <input type="radio"/> Entity with attributable interest

Positional Interest (check all that apply)	<input type="checkbox"/> Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> General Partner <input type="checkbox"/> Limited Partner <input type="checkbox"/> LC/LLC/PLLC Member <input type="checkbox"/> Owner <input type="checkbox"/> Stockholder <input type="checkbox"/> Attributable Creditor <input type="checkbox"/> Attributable Investor <input type="checkbox"/> Other (please specify):
FCC Registration Number	0019416197
Gender, Ethnicity, Race and Citizenship Information (Natural Persons)	<input type="checkbox"/> N/A (entity) Gender <input checked="" type="radio"/> Male <input type="radio"/> Female Ethnicity <input type="radio"/> Hispanic or Latino <input checked="" type="radio"/> Not Hispanic or Latino Race <input type="radio"/> American Indian or Alaska Native <input type="radio"/> Asian <input type="radio"/> Black or African American <input type="radio"/> Native Hawaiian or Other Pacific Islander <input checked="" type="radio"/> White <input type="radio"/> Two or more races Citizenship USA
Percentage of Votes	0%
Percentage of Equity	0%
Percentage of Total Assets (equity plus debt)	0%

(b) Respondent certifies that any equity and financial interests not reported in response to Question 3 Yes No
(a) are non-attributable. [Exhibit 3]

If "No", submit as an Exhibit an explanation.

(c) Does the Respondent or any person/entity with an attributable interest in the Respondent also hold an attributable interest in any other broadcast station, or in any newspaper entities in the same market as defined in 47 C.F.R. Section 73.3555? Yes No

If "Yes", provide information describing the interest(s), using EITHER the subform OR the spreadsheet option below for the applicable type of interest (broadcast or newspaper). Respondents with a large number (50 or more) of entries to submit should use the spreadsheet option. NOTE: Spreadsheets must be submitted in a special 'XML Spreadsheet' format with the appropriate structure that is specified in the documentation. For instructions on how to use the spreadsheet option to complete this question (including templates to start with), please [Click Here](#).

[Broadcast Information]

[Newspaper Information]

(d) Are any of the individuals listed in response to Question 3(a) married, related as parent-child, or related as siblings? Yes No

If "Yes", complete the information describing the Relationship.

Familial Relationships				
Copy	Name	Parent / Child	Spouse	Sibling
1.	ROBERT BEHAR AND MARISOL MESSIR	<input type="radio"/>	<input checked="" type="radio"/>	<input type="radio"/>

(e) Is Respondent seeking an attribution exemption for any officer or director with duties unrelated to the Licensee? Yes No [Exhibit 4]

If "Yes", complete the information in the required fields and submit an Exhibit fully describing that individual's duties and responsibilities and explaining why that individual should not be attributed an interest.

[Enter Attribution Exemption Information]

4. Respondent's Interests Held. Each Respondent other than a Licensee should list the name and FCC Registration Number of all entities in which the Respondent holds a direct attributable ownership interest, where that listed entity has an attributable ownership interest in the Licensee of the stations associated with the Report. Licensees should select "N/A" in response to this question. N/A

For any listing that includes the name of a person or entity reported on multiple Ownership Reports, ensure that the FRN information is consistent among all such Ownership Reports. Respondents should coordinate with each other to ensure such consistency.

Respondent's Interest		
Copy 1.	Name	HERO BROADCASTING LLC
	FCC Registration Number	0017808098

5. Organizational Chart. **LICENSEES ONLY.** Attach a flowchart or similar document showing the Licensee's vertical ownership structure including the Licensee and all persons/entities that have attributable interests in the Licensee. N/A [Exhibit 5]

Non-Licensee Respondents should select "N/A" in response to this question.

Section III - Certification

I certify that I am SECRETARY, TREASURER AND CFO
 (Official Title)
 of HERO BROADCASTING HOLDING INC.
 (Exact Legal Title or Name of Respondent)

and that I have examined this Report and that to the best of my knowledge and belief, all statements in this Report are true, correct and complete.

(Date of the signature below must (1) be no earlier than Oct. 1 of the filing year when filing a Biennial Ownership Report (and no earlier than Nov. 1, 2009 in the case of the initial filing); or (2) be no more than 60 days prior to the date of filing when filing a non-biennial Ownership Report.)

Signature MARISOL MESSIR	Date 06/18/2010
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Telephone Number of Respondent (Include area code) (301) 863-5730

WILLFUL, FALSE STATEMENTS ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. CODE, TITLE 18, SECTION 1001), AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. CODE, TITLE 47, SECTION 312(a)(1)), AND/OR FORFEITURE (U.S. CODE, TITLE 47, SECTION 503).

Exhibits