

Before the  
Federal Communications Commission

Washington, DC 20554

In the Matter of )  
WSUA Broadcasting Corporation ) File Nos.: 0000143587, 0000143588  
Application for Assignment of License for ) Facility Ids: 55403, 202459  
Stations WSUA-AM, and W232DX-FX. )  
Miami, Florida )

To: The Commission  
Attn: Media Bureau

**PETITION TO DENY**

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May 20, 2021

## SUMMARY

Petitioner, Jose "Joe" Garcia, as a listeners of WSUA-AM, herein present substantial evidence that the WSUA transfer of license application is a sham and a fraud upon the FCC. The nominal purchaser, ATV Holdings, Inc./ Marcell Felipe is a front for America-CV/Carlos Vasallo, the real purchaser, who by his own admission already controls WSUA, has provided the money to purchase the station, and has made programming and personnel changes at the station.

It is Vasallo, not Felipe, who signed the purchase agreement for ATV Holdings, Inc. filed with the FCC as part of the application for license transfer. In a display of hubris, Vasallo appeared on the America-CV television station, WJAN, executing the purchase agreement in real time and bragging that he put up the money and had already made major operational decisions at WSUA. The FCC application, however, nowhere mentions Vasallo, except for his signature, nor does the application name him as an officer or director of the acquiring company. Vasallo and Felipe must be held accountable for their blatant misrepresentations to the FCC. Neither has the requisite character to hold an FCC license. Petitioners document other false statements and violations of FCC rules committed by these individuals and their companies. Truthfulness and reliability are key factors the FCC considers in weighing a licensee's qualifications. Vasallo and Felipe lack the character required by the FCC of its licensees.. The FCC should set the WSUA application for hearing to determine if Felipe and/or Vasallo are qualified to be FCC licensees and in light of its findings whether the assignment application should be granted or denied.

**TABLE OF CONTENTS**

**STANDING** ..... p. 1

**BACKGROUND** ..... p. 1

**FELIPE LACKS THE BASIC CHARACTER QUALIFICATIONS  
OF A COMMISSION LICENSEE** ..... p. 3

**VASALLO AND FELIPE HAVE MISREPRESENTED THE TRUE  
OWNERSHIP AND CONTROL OF THE ASSIGNEE.** ..... p. 5

**VASALLO HAS DE FACTO CONTROL OF WSUA** ..... p. 9

**VASALLO HAS DEMONSTRATED THAT HE IS UNWILLING  
OR UNABLE TO FOLLOW THE FCC'S RULES AND REGULATIONS. ...** p. 10

**PETITIONER HAS PRODUCED AMPLE EVIDENCE REQUIRING  
A HEARING ON THE APPLICATION** ..... p. 12

**CONCLUSION** ..... p. 13

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**PETITION TO DENY**

Jose “Joe” Garcia ("Petitioner"), by his attorneys, in accordance with Section 73.3584 of the Commission's Rules, 47 C.F.R. §73.3584, in his individual listener capacity and as a representative of the class of Miami, Florida area listeners, asks the Commission to deny the application for assignment of licenses of WSUA-AM d/b/a Radio Caracol and its associated translator W232DX-FX from WSUA Broadcasting Corporation (“WSUA”) to ATV Holdings, Inc.(“Application”).

**STANDING**

Petitioner has standing to file this Petition. He lives within the service area of WSUA and is a regular listener of these radio stations. See Declaration Joe Garcia attached hereto as Exhibits 1. See e.g., *Office of Communication of the United Church of Christ v. FCC*, 359 F.2d 994 (D.C. Cir. 1966); *Chet-5 Broadcasting, L.P.*, 14 FCC Rcd 13041 (1999).

**BACKGROUND**

The Application is a sham and a fraud upon the Commission. Marcell Felipe the sole named shareholder, officer, director and equity owner of the proposed assignee,

ATV Holdings, Inc. and its parent, ATV Holdings Trust (collectively “ATV Holdings”), is a front. The real party in interest behind the assignment application is Carlos Vasallo, the chief executive officer of America CV Station Group, Inc. (“ACV”). On April 21, 2021, ACV filed a petition for declaratory ruling before the Commission seeking to increase ACV’s foreign ownership interests from a combined pre-bankruptcy 21.9% to a post-bankruptcy 100%.

Neither ACV nor Vasallo is mentioned in the Application or named as a party in interest. Vasallo is working with Felipe, and through him is attempting to take ownership of WSUA and already is exercising control over the station. The Commission must hold Vasallo and Felipe accountable for their chicanery and deny both the petition for declaratory ruling, and the Application.

Petitioner presents herein substantial evidence that Vasallo is the real party in interest behind the Application. As discussed in detail below, YouTube videos of Vasallo, appearing on WJAN-CD, ACV’s Miami television station, show Vasallo announcing his purchase of WSUA. In one video, Vasallo is seen executing the contract for the purchase of WSUA. It is Vasallo’s signature, not Felipe’s, that appears on the contract to purchase WSUA filed with the Application.

In another television interview, Vasallo states that it is his money that is funding the purchase of WSUA and that he is currently controlling the radio station’s programming. Vasallo has already replaced at least one radio personality with an ACV employee. The documentary and video evidence show that Vasallo is making personnel, programming and financial decisions for the station. The Application did not include a Time Brokerage Agreement, Local Marketing Agreement or any other agreement that

would give Vasallo or ACV the right to make programming decisions at WSUA. Such an agreement, in any case, would not support his actions. FCC Rule 74.3555(j)(3) does not permit a licensee by agreement with a third party to relinquish control over a station's facilities, including its finances, personnel and programming.

Felipe and Vasallo have shown an intentional disregard for the Communications Act and the Commission's rules. Given their material misrepresentations and omissions, the Commission must designate a hearing on their qualifications to hold Commission licenses.

**FELIPE LACKS THE BASIC CHARACTER QUALIFICATIONS  
OF A COMMISSION LICENSEE**

Felipe has a close and continuing relationship with ACV and Vasallo. *Inter alia*, he represents himself as the General Counsel of ACV. See Exhibit 2, Declaration of Marcell Felipe. ACV's Ownership Report lists Felipe as an officer and director of the company. During the ACV bankruptcy proceeding, Felipe sought to have himself appointed special counsel to ACV. In order to be appointed special counsel in a bankruptcy proceeding the attorney must be a "disinterested person", as that term is defined in the Bankruptcy Code. Among the various tests for being a disinterested person, the attorney cannot be an officer or director of the debtor corporation. In his declaration to the bankruptcy court (Exhibit 2 herein), Felipe states:

I previously served as a Board member of one or more of the Debtors and current (*sic*) serve as the Debtor's registered agent with the State of Florida Secretary of State. No other attorney at [Felipe's law firm] is or has ever served as an officer or employee of any of the Debtors.

This statement is demonstrably false. Felipe's declaration, stating that he was not an ACV director, was filed with the bankruptcy court on July 10, 2019. ACV's biannual

ownership report filed with the Commission “as of” October 1, 2017, lists Felipe as an officer and director of the company.<sup>1</sup> Likewise ACV’s ownership report filed “as of” October 1, 2019, continues to list Felipe as an officer and director of ACV.<sup>2</sup> Creditors in the bankruptcy proceeding opposed the employment and retention of Felipe and his law firm’s attorneys as special corporate counsel to ACV. Their pleading in opposition points out that Felipe’s declaration is inconsistent with the sworn filings of ACV concerning his status as a director of the company. Felipe did not challenge the opposition, but instead promptly withdrew his application to be appointed special counsel, without offering any explanation as to why he swore under penalty of perjury that he was not an officer or director of ACV. Felipe thus submitted a knowingly false statement under penalty of perjury in federal court.

The truthfulness and reliability of an FCC licensee’s conduct are the two key elements of character necessary to operate a broadcast station in the public interest. In the case of misrepresentation, the Commission is authorized to treat even the most insignificant misrepresentation as disqualifying, much less serious and material misrepresentations such as these.<sup>3</sup> Moreover, it is the willingness to deceive that is more significant than the facts misrepresented. *FCC v. WOKO, Inc.*, 329 U.S. 223, 227 (1946). In addition to his misrepresentations in the Application, Felipe misrepresented his relationship to an FCC licensee before a federal court in order to circumvent the law. He

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<sup>1</sup> File Number: 0000048229, Submit Date: 2019-07-29, FRN: 0019526946.

<sup>2</sup> File Number: 0000103306, Submit Date: 2020-01-31, FRN: 0019526946.

<sup>3</sup> *Policy Regarding Character Qualifications In Broadcast Licensing*, 102 FCC 2d 1179, 1210 (1986) ("1986 Policy Statement")

sought an appointment that he knew would be prohibited had he been truthful.

As discussed in the next section, Vasallo and Felipe continue their pattern of misrepresentations in the Application by concealing the de facto ownership structure and control of ATV Holdings.

**VASALLO AND FELIPE HAVE MISREPRESENTED THE TRUE OWNERSHIP AND CONTROL OF THE ASSIGNEE.**

In the section of the Application titled “Assignee Alien Ownership,” Felipe certifies under penalty of perjury that (1) the applicant is not a representative of an alien, and; (2) the applicant is not directly or indirectly controlled by another entity. These false certifications are intentional misrepresentations. The purchase agreement, titled “Put Option Agreement,” was made part of the Application. Felipe, the nominal owner, however, did not execute the Put Option Agreement. Vasallo, signed it instead. Vasallo’s initials and signature are plainly visible on the document. Nowhere else is Vasallo mentioned in the Application. Neither he nor ACV is named as having any interest in the proposed assignee of the license. To dispel any doubt, a YouTube video shows Vasallo, with Felipe looking on, executing the document.<sup>4</sup>

[00:43]

Adriana Navarro [Journalist]: This is the moment when Carlos Vasallo, President of América TV, signs the documents to buy Radio Caracol, which up until now was part of the PRISA media family group of companies.

[00:54]

Carlos Vasallo: If you do not focus on having control of your audience, of your people, and try to get more to them, it is absolutely impossible to move forward. The world... New media, new tendencies complicate everything. So, the best thing is to have a radio station that amplifies your

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<sup>4</sup> [https://www.youtube.com/watch?v=12bS\\_LgPEc0](https://www.youtube.com/watch?v=12bS_LgPEc0)

communication. This station, also, has a determining important factor: I have been... I knew it, but now I have official information from the United States Embassy in Cuba, that from eight to twelve it is perfectly heard, and sometimes, from six to twelve.

[Translated from Spanish]<sup>5</sup>

There is no doubt that it is ACV/Vasallo, not ATV Holdings/Felipe, that is the new owner and operator of the WSUA.

[01:41]

Luis Gutiérrez: I believe in this day and age in the consolidation of the Hispanic media business. For this station to have a future it needs an ally like television, because right now commercialization is too complicated for TV and Radio. But, if you have two very solid products, entering the market is easier because you are selling radio and television together.

[02:08]

Adriana Navarro: Radio Caracol, which will be known as América Radio, is a great challenge and growth for our channel, América Teve.

Vasallo goes on to say:

[02:44]

Carlos Vasallo: The idea is to have a total synergy between the América Televisión [SIC] and América Radio news programs.

ATV Holdings is the licensee of television station WLMF-LD, Facility Id. No. 51285. The ownership reports filed for WLMF-LD state that Felipe is the sole officer of ATV Holdings. The reports state that ATV Holdings is 100% owned by ATV Holdings Trust and that Felipe is the sole officer of ATV Holdings Trust, having 100% of the equity and voting rights. Vasallo's name is nowhere to be found in the ownership

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<sup>5</sup> See Certified Translation Exhibit 4, herein.

reports.

This begs the question: What is Vasallo doing signing the contract to acquire WSUA, and claiming on television that he is taking over the radio station? In another television interview, Vasallo makes it clear that it is his money that is being used to purchase the station:

I want to be truly clear on this, because sometimes... Now I'm buying Radio Caracol or later something else and people start saying: "What's this? Why is this going on? And why? And where is this coming from, what is this mystery? Folks, there are no mysteries. There are no mysteries. I guarantee it. There are no mysteries. I am a crazy Galician that has decided that he must do what he must do. The day that I do not want to do it anymore, when I do not want to invest more of my money in this TV network or in radio or in anything else, I'll sell it to someone who wants to continue.<sup>6</sup>

[translated from Spanish] See Certified Translation. Exhibit 3.

This raises substantial and material questions of fact that must be explored through discovery and at hearing. Taking Vasallo at his word, it is he who is the real applicant, the principal, and Felipe is merely the agent posing as the principal. The evidence points to the fact that Vasallo and Felipe conspired to file a sham application.<sup>7</sup> They have made numerous misrepresentations to the Commission and consequently are not qualified to hold broadcast licenses.

In his television interview, Vasallo admits that he has taken control of WSUA's

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<sup>6</sup> <https://www.youtube.com/watch?v=CSCeopqaKmE>

<sup>7</sup> The Application makes no mention of the operating agreement pursuant to which Radio Caracol, Inc. part of PRISA, programs WSUA. However, Petitioner is aware of a rumor that Vasallo paid Caracol/Prisa a significant fee for the right to program the station. Any such agreement should be disclosed.

programming:

We were talking about Caracol. Because it is wonderful news. Today is a day in this channel that we must celebrate and rejoice in having the chance of... I... Really, we needed to wait for the appropriate time for the FCC to approve our programming, but anyway... In other words, the antenna has nothing to do with the programming. The antenna is the antenna and that is what we need a permit for. The programming is like the network: we do not need a permit, only a society, a company that wants to do it. And today we have been able to modify Caracol's programming. We have been able to change Caracol's programming starting today at dawn. And this decision has been taken for several reasons: the most important of all is to serve for once and for all and the fastest way possible everyone in the community and creating a crossover between both companies. In other words, starting today in the morning we are still having Félix Guillermo, who is our special news anchor. From 3:00 PM to 5:00 PM there is a gentleman that I do not know if you know, but I ask that if you do not, do everything you can to meet him and see him. His name is Juan Manuel Cao, and he is going back to radio. And I think that he is very happy to be back on the radio. I imagine. Are you happy to be back on the radio?

...

Well, so, starting at 3:00 PM until 5:00 PM we have Juan Manuel Cao and at 5:00 PM we continue with "Un café con Marián", featuring Marián, who premiered today with a personal interview with none other than [ex Colombian] President Álvaro Uribe. Everything has been working perfectly and starting tomorrow, please, do not forget to tune in at all times, but above all, remember that Cao goes on at 5:00 PM... From 3:00 PM to 5:00 PM. Marián starts at 5:00 PM, and in the morning Félix Guillermo is on from 7:00 AM to 10:00 AM.

[Translated from Spanish] See Exhibit 3.

Vasallo announces that he has changed the station's programming and personnel. He claims to have done so as of the date of the interview, April 7, 2021. Among others, Vasallo names Juan Manuel Cao as having a new daily show from 3-5 p.m. on WSUA. An employee of ACV, Cao has a television show which airs Monday through Friday at 8

p.m. on Vasallo's Miami television station. Upon taking control of the station, Vasallo hired him to broadcast on WSUA.

The Application does not provide any legal basis for Vasallo to make operational decisions at WSUA. Nor does the Application even mention Vasallo, much less explain what role he has with ATV Holdings; he is not listed as an officer, director, or shareholder. Nor is he listed as a creditor, though he states that it is his money that is funding the purchase of the station. If the purchase agreement is a legally binding contract, how is it that Vasallo is signing on behalf of the acquiring party, ATV Holdings?

#### **VASALLO HAS DE FACTO CONTROL OF WSUA**

Pursuant to section 310(d) of the Act, the Commission prohibits de facto, as well as de jure, transfers of control of a station license, or any rights thereunder, without prior Commission consent.<sup>8</sup> In considering whether an individual is exercising de facto control over a station, the Commission has traditionally considered indicia such as:

- Who controls daily operations;
- Who carries out policy decisions;
- Who is in charge of employment, supervision, and dismissal of personnel;
- Who is in charge of paying financial obligations, including operating expenses;
- and
- Who receives monies and/or profits from the operation of the station?<sup>9</sup>

Because the Commission has long recognized that a licensee may delegate day-to-

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<sup>8</sup> 47 U.S.C. § 309(d). See also 47 U.S.C. § 309(e).

<sup>9</sup> See *Ronald Brasher*, 15 FCC Rcd 18462, para. 8 (2004) (citing *Intermountain Microwave*, 24 RR 983 (1963)).

day operations without surrendering de facto control, it examines other indicia including whether the licensee determines the policies governing, for example, the station's programming, personnel, and finances.<sup>10</sup> In addition, the Commission will consider such factors as whether someone other than the licensee holds themselves out to station staff and/or the public as one who controls station affairs.<sup>11</sup> Vasallo unequivocally states that he is buying WSUA; he is using his money for the acquisition. Programming, day-to-day operations as well as the hiring and firing of personnel are his decisions to make, and he has already changed the programming and personnel. The evidence undeniably demonstrates that he is in control of WSUA. Vasallo has shown himself to be untruthful and unreliable, and therefore undeserving to hold a Commission license.

**VASALLO HAS DEMONSTRATED THAT HE IS UNWILLING OR UNABLE TO FOLLOW THE FCC'S RULES AND REGULATIONS.**

ACV's pending license renewal application for television station WJAN-CD, Miami, FL, is a study in inattention and disregard of the Commission's most basic rules, and the same is true as to other pending license renewal applications for ACV's other television stations.<sup>12</sup> In an exhibit to its application, Online Public File, ACV lists numerous violations of the rules and failures to properly maintain its public file. See Exhibit 4. ACV failed to timely file issues and program lists for 21 quarters during the

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<sup>10</sup> See, e.g., *WGPR, Inc.*, Memorandum Opinion and Order, 10 FCC Rcd 8140, 8142, para. 11 (1995).

<sup>11</sup> See *WQRZ, Inc.*, 22 FCC 1254, 1332, para. 51 (1957).

<sup>12</sup> These stations are:

WJWN-TV	58342	BAL-20190618AAN	DTV	SAN SEBASTIAN, PR
WIRS	39887	BALCDT-20190618AAK	DTV	YAUCO, PR
WJPX	58340	BALCDT-20190618AAMD	DTV	SAN JUAN, PR
WKPV	58341	BALCDT-20190618AAO	DTV	PONCE, PR

renewal cycle. Ten of the quarterly issues and program lists were filed on September 23, 2020, just days before WJAN-CD's renewal application was due. ACV failed to timely upload political file reports, ACV failed to upload WJAN-CD's Class A eligibility certifications for the years 2013 through 2020. ACV failed to upload WJAN-CD's 2015-2017 and 2018-2020 Must-Carry/Retransmission Consent Election Certifications. ACV failed to timely upload 23 quarters of Children's Television Commercial Limits Certifications. ACV failed timely upload its annual EEO reports. Identical or similar problems are evident in the pending license renewal applications for the other stations listed in footnote 12 above. During this time Vasallo was ACV's chief executive officer.<sup>13</sup>

ACV swore that in the future it would promptly comply with the FCC public file rules as to WJAN-CD. It has failed to keep that promise. The last filing of its quarterly issues and program list was for the 2nd quarter of 2020. As of the date of this petition, ACV has failed to file issues and program lists for 3<sup>rd</sup>, 4<sup>th</sup> quarters of 2020 and 1<sup>st</sup> quarter 2021. ACV has failed to upload the 2021 Class A eligibility certificate. So much for ACV's promise to comply with basic FCC regulations. ACV has shown a total disregard for the FCC rules.<sup>14</sup>

In its 1986 Policy Statement the Commission stated that a licensee must

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<sup>13</sup> See e.g. ACV Ownership report, File Number: 0000103306.

<sup>14</sup> For example, Felipe is the Chairman of Inspire America. It has been reported that Inspire America broadcast political advertisements during the 2016 Florida presidential primary. According to reports, Felipe's organization was given free airtime on WJAN. If true, it is a serious violation of the FCC's political broadcast rules especially as the advertising was provided for free, which is below the lowest unit rate paid by political candidates. <https://publicintegrity.org/politics/catching-a-political-phantom/>

demonstrate a proclivity to be truthful and reliable. Vasallo through his company ACV has demonstrated that he is neither truthful nor reliable. The company's track record suggests that ACV and/or Vasallo is either deliberately flouting FCC rules or is irremediably incompetent. See, *United Broadcasting Co.*, 86 F.C.C.2d 452, 458 (1981). For example, the ownership report, File Number: 0000055424, for Top Products one of the subsidiary companies of ACV, states that Vasallo is a US citizen. This, of course, is not true, but it does demonstrate a gross lack of attention in reporting information vital to the FCC. Vasallo should not be permitted to take control of WSUA. Felipe and Vasallo have hatched a scheme to commit a fraud on the Commission and the listening public. They were so proud of what they had done that they posed for pictures and Vasallo commandeered his Miami television station so he could brag about his takeover. Felipe and Vasallo have made material misrepresentations to the FCC. Vasallo through his ownership and control of ACV has shown a unique unwillingness or ineptitude when it comes to following FCC rules. He should not be rewarded with control of another broadcast station.

**PETITIONER HAS PRODUCED AMPLE EVIDENCE REQUIRING  
A HEARING ON THE APPLICATION**

Section 309(e) of the Communications Act, 47 U.S.C. § 309(e), requires the Commission to designate an application for hearing if a substantial and material question of fact is presented as to whether grant of the application would serve the public interest, convenience, and necessity.<sup>15</sup>

Full and clear disclosure of all material facts in an application is essential to the

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<sup>15</sup> See, 47 U.S.C. § 309(d)(1); *Astroline Communications Co., Ltd. Partnership v. FCC*, 857 F.2d 1556 (D.C. Cir. 1988).

efficient administration of the Commission's licensing process. Instances of misrepresentation and lack of candor trigger serious concerns as to the likelihood that the Commission can rely on an applicant or licensee to be truthful. The character of an applicant is among the factors that the Commission considers in determining whether the applicant has the requisite qualifications to be a Commission licensee. Truthfulness and reliability are key determinants of an applicant's character.

Petitioner has produced ample evidence to necessitate a hearing on the WSUA Application under Section 309(e).

Specifically, Petitioner has raised substantial and material questions of fact as to whether, 1) Vasallo, having executed the purchase agreement and claiming to have put up the money, is an undisclosed real party in interest in the Application; 2) Vasallo controls WSUA, as he has publicly stated, and such control violates the FCC'S rules and stated policies; 3) ATV Holdings/Felipe made material misrepresentations in the Application about the true prospective owner of WSUA; 4) Felipe's actions in the Application, as well as his misstatements under oath in federal court, show he lacks the requisite character to remain an FCC licensee; and, 5) Vasallo's failure to disclose his interest in the acquisition and current control of WSUA, coupled with ACV/WJAN-CD's numerous rule violations, disqualify him and ACV to hold FCC licenses.

### **CONCLUSION**

Petitioner seeks a hearing on the WSUA Application based on their allegations and the substantial supporting documentary and other evidence they have presented.

Petitioner further requests that pending the outcome of the hearing, the Commission hold in abeyance ACV's WJAN-CD renewal application, the renewal applications listed in fn.

12, above, and ACV's petition for declaratory ruling to increase its foreign ownership. Insofar as the hearing results in findings as to the character qualifications of ACV/Vasallo and ATV Holdings/Felipe, there may well be implications for these other filings.

Respectfully Submitted,



By: \_\_\_\_\_  
Arthur V. Belendiuk

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(202) 363-4559

May 20, 2021

# EXHIBIT 1

**Declaration of Jose "Joe" Garcia**

I, Jose "Joe" Garcia, declare under penalty of perjury, that the following information is true and correct:

I live in Miami Beach, Florida and I am a regular listener of Miami area radio station WSUA-AM, and W232DX (collectively "WSUA") licensed to WSUA Broadcasting Corporation.

I declare that I have personal knowledge of the factual allegations I make in the Petition to Deny the assignment of licenses of these stations and that these allegations are true and correct. These allegations are the direct cause of the injury I suffer as a regular listener of these WSUA.

As discussed in the Petition to Deny, Marcel Filipe lacks the basic character qualification to be an FCC licensee. He is merely a front for Carlos Vasallo. Vasallo's de facto control of WSUA is not only in violation of the Communications Act and FCC's rules, but if the FCC permits the assignment the loss of WSUA's unique voice in the community will diminish the diversity of points of view and the quality radio programming available to me as a regular listener. I, therefore, am injured by Vasallo's unlawful control of WSUA and respectfully ask the Commission to deny the assignment application and to set America-CV Station Group, Inc. for hearing to determine whether Carlos Vasallo and thus America-CV Station Group, Inc. is qualified to be a Commission licensee.

Handwritten signature of Jose Garcia in cursive script.

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Jose "Joe" Garcia

## EXHIBIT 2

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF FLORIDA  
Miami Division  
www.flsb.uscourts.gov

In re:

Chapter 11

AMERICA-CV STATION GROUP, INC,  
CARIBEVISION HOLDINGS, INC.,  
AMERICA-CV NETWORK, LLC  
CARIBEVISION TV NETWORK, LLC

Case No. 19-16355-BKC-AJC  
Case No. 19-16359-BKC-AJC  
Case No. 19-16976-BKC-AJC  
Case No. 19-16977-BKC-AJC

Debtors.

(Jointly Administered  
Under Case No. 19-16355)

\_\_\_\_\_ /

**DECLARATION OF MARCELL FELIPE, ESQ., ON  
BEHALF OF THE LAW FIRM OF MARCELL FELIPE ATTORNEYS  
AS PROPOSED SPECIAL CORPORATE COUNSEL FOR DEBTORS-IN-POSSESSION**

STATE OF FLORIDA                    )  
  ) ss:  
COUNTY OF MIAMI-DADE         )

I, Marcell Felipe, being duly sworn, deposes and says:

1. I am an attorney and founding partner of the law firm of Marcell Felipe Attorneys (“MFA”). MFA maintains offices for the practice of law at 1001 Brickell Bay Dr., Suite 2730, Miami, FL 33131. I have been outside general counsel to Debtor Caribevision Holdings, Inc. since 2006 and to the rest of the Debtors since December 2015. I am familiar with the matters set forth herein and make this Declaration in support of the Application of Debtors-In-Possession for Employment of Marcell Felipe, Esq. and the Law Firm of Marcell Felipe Attorneys as Special Corporate Counsel for Debtors-In-Possession (the Application).

2. In support of the Application, I disclose the following:

a. Unless otherwise stated, this Declaration is based upon facts of which I have

personal knowledge.

b. In preparing this Declaration, I have reviewed the list of all creditors and equity security holders of the Debtors provided to us by the Debtors. MFA maintains a computerized conflicts check system. MFA has compared the information obtained thereby with the information contained in its client and adverse party conflict check system. The facts stated in this Declaration as to the relationship between MFA and the Debtors, the Debtors' creditors, the United States Trustee, other persons employed by the Office of the United States Trustee, and those persons and entities who are defined as disinterested persons in Section 101(14) of the Bankruptcy Code, are based on the results of my review of MFA's conflict check system. Based upon such search, MFA does not represent any entity in any matter involving or adverse to the Debtors or which would constitute a conflict of interest or impair the disinterestedness of MFA in respect of its representation of the Debtors herein.

3. MFA's client and adverse party conflicts check system is comprised of records regularly maintained in the course of business by MFA, and it is the regular practice of MFA to make and maintain these records. The system reflects entries that are noted at the time the information becomes known by persons whose regular duties include recording and maintaining this information. I am one of the persons who is responsible for the supervision of the department of MFA which keeps this system up-to-date, and I regularly use and rely upon the information contained in the system in the performance of my duties with MFA and in my practice of law.

4. A search of MFA's conflicts check system revealed the following connections, none of which in my view impairs my or MFA's disinterestedness or constitutes any conflict of interest:  
NONE.

5. MFA neither holds nor represents any interest adverse to the Debtors and is a

disinterested person within the scope and meaning of Section 101(14) of the Bankruptcy Code.

6. MFA neither has nor will represent any other entity in connection with this case, and MFA will not accept any fee from any other party or parties in this case, except the Debtors-In-Possession, unless otherwise authorized by the Court.

7. MFA will bill the Debtors on an hourly rate for professional services rendered and to be rendered and charges and disbursements incurred and to be incurred by MFA on behalf of the Debtors.

8. The professionals' fees and costs to be incurred by MFA in the course of its representation of the Debtors in these cases shall be subject in all respects to the application and notice requirement of 11 U.S.C. §§ 330 and 331 and Fed. R. Bank. P. 2014 and 2016.

9. The hourly rates of the attorneys who will be principally working on this case, are as follows:

Marcell Felipe	\$495.00
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MFA reserves the right to increase its hourly rates in accordance with its normal and customary business practices.

10. There is no agreement of any nature as to the sharing of any compensation to be paid to MFA, except between the attorneys of MFA. No promises have been received by MFA, nor any member or associate thereof, as to compensation in connection with these cases other than in accordance with the provisions of the Bankruptcy Code.

11. No attorney at MFA holds a direct or indirect equity interest in the Debtors, including stock or stock warrants, or has a right to acquire such an interest.

12. I previously served as a Board member of one or more of the Debtors and current

serve as the Debtors' registered agent with the State of Florida Secretary of State. No other attorney at MFA is or has ever served as an officer or employee of any of the Debtors.

13. No attorney at MFA is in control of any of the Debtors or is a relative of a director, officer or person in control of any of the Debtors.

14. No attorney at MFA is a general or limited partner of a partnership in which any of the Debtors is also a general or limited partner.

15. No attorney at MFA is or has served as an officer, director or employee of a financial advisor that has been engaged by any of the Debtors in connection with the offer, sale or issuance of a security of any of the Debtors, within two years before the Petition Date.

16. No attorney at MFA has represented a financial advisor of any of the Debtors in connection with the offer, sale or issuance of a security of any of the Debtors within three years before the Petition Date.

17. No attorney at MFA has any other interest, direct or indirect, that may be affected by the proposed representation.

18. Except as set forth herein, no attorney at MFA has had or presently has any connection with the above-captioned Debtors or the estates on any matters in which MFA is to be engaged, except that I, MFA and our attorneys (i) may have appeared in the past and may appear in the future in other cases in which one or more of said parties may be involved; and (ii) may represent or may have represented certain of the Debtors= creditors in matters unrelated to this case.

**28 U.S.C § 1746 Declaration**

I declare under penalty of perjury that the foregoing is true and correct. Executed on June

25<sup>th</sup>, 2019



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MARCELL FELIPE, ESQ.

# EXHIBIT 3

[00:00]

Host: Today we have good news. The America Teve family grows with the acquisition of the Radio Caracol station. My colleague Adriana Navarro attended the document signing. She has more details live from Radio Caracol, which, from the moment the purchase is official will be called América Radio. Go ahead, Adriana, good afternoon.

[00:24]

Adriana Navarro: Certainly. Our president of America Teve, Carlos Vasallo, has signed today the purchase of Radio Caracol from Spanish company Prisa. This is an important purchase of what will soon be América Radio.

[00:43]

Adriana Navarro: This is the moment when Carlos Vasallo, President of América TV, signs the documents to buy Radio Caracol, which up until now was part of the PRISA media family group of companies.

[00:54]

Carlos Vasallo: If you do not focus on having control of your audience, of your people, and try to get more to them, it is absolutely impossible to move forward. The world... New media, new tendencies complicate everything. So, the best thing is to have a radio station that amplifies your communication. This station, also, has a determining important factor: I have been... I knew it, but now I have official information from the United States Embassy in Cuba, that from eight to twelve it is perfectly heard, and sometimes, from six to twelve.

[01:31]

Adriana Navarro: This is an important acquisition, but the final approval by the Federal Communications Commission is still pending for the following weeks.

[01:41]

Luis Gutiérrez: I believe in this day and age in the consolidation of the Hispanic media business. For this station to have a future it needs an ally like television, because right now commercialization is too complicated for TV and Radio. But, if you have two very solid products, entering the market is easier because you are selling radio and television together.

[02:08]

Adriana Navarro: Radio Caracol, which will be known as América Radio, is a great challenge and growth for our channel, América Teve.

[02:17]

Miguel Cossio: We need many Carlos Vasallos in this city. Many Galicians like Carlos Vasallo because this means... Not only the expansion of America Teve, but also the consolidation of a project. A communications project, a political project, and a project of community service... Today's news, as well as the antenna, is the most important news we have received even after the pandemic.

[02:44]

Carlos Vasallo: The idea is to have a total synergy between the América Televisión [SIC] and América Radio news programs.

[02:50]

Adriana Navarro: It is a marvelous confluence of radio and television that will not only help to broadcast local, national and international news; but also the cause of liberty for Cuba.

[03:03]

Marcell Felipe: [...] what it means for the entire Cuban people. Cuba is in a critical moment. The protests we are witnessing on the streets have no precedent. It is a key moment for that people to have a direct voice coming from Miami, from the land of freedom of their brothers in freedom. Not only in our solidarity with them, but also as a guide for all the rest... What is happening throughout the island... To serve as a voice of inspiration and be a part of the fire that is starting to spiritually spread in Cuba right now.

[03:35]

Adriana Navarro: And we must say that this is the first step in this important acquisition, and we will be keeping you up to date with its developments. This is Adriana Navarro for América Noticias.

Certificate of Translation Accuracy

I, Teresa Córdova Rodríguez, a professional translator with a master's degree in Translation, certify that this translation from Spanish into English is true and accurate.

Signed on May 15, 2021



Teresa Córdova Rodríguez  
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[00:01]

Cao — Very well. With us is Carlos Vasallo, the president of our company. There are several matters to be discussed. The first one is the antenna. Can people see us or can they not?

[00:13]

Vasallo — Well, Cao... First thing's first and the first thing is evidently that all this work done in this TV station only has one sense in life, right? Which is that we are seen by the largest number of people possible. And, above all, that we are seen by those who want to see us. There is an infinite amount of people that, I insist for the third or fourth time in front of the camera, that could not watch us. So, I want it to be clear to everyone that have come up to me, that came to talk to me in Hialeah, in Little Havana, in 17 and Coral, here, and there, and over there... The people that came up to me directly and said, "Hey, Mr. Vasallo, everyone has confirmed that they see you perfectly." So, we will show the bottom line [ticker] continuously for the next three weeks so that people do not forget to scan the channels on their TV. It is remarkably simple; you must go to "Menu". In the menu, go to "Automatic channel scan." You select that and it automatically does it for three or four minutes and then you can see all channels. Then you will see 41.1 and 41.2, which are the two América TeVe signals. Our star, América TeVe and TeVeó. I must insist it is particularly important for you to tune into both because... 41.1 and 41.2, because starting in the second half of this year, TeVeó will have new programming to co-celebrate and definitively exit this "Lent". We are leaving this pandemic behind, this horror that has fallen on us, but we are finally opening Miami... It is one of the first places that are opening.

[End of segment: 2:03]

[09:26]

Carlos Vasallo — I want to be truly clear to end this, because sometimes... Now I'm buying Radio Caracol or later something else and people start saying: "What's this? Why is this going on? And why? And where is this coming from, and this mystery? People, there are no mysteries. There are no mysteries. I guarantee it. There are no mysteries. I am a crazy Galician that has decided that he must do what he must do. The day that I do not want to do it anymore, when I do not want to invest more of my money in this TV network or in radio or in anything else, I will sell it to someone who wants to continue. So... There is no mystery here, people. There is none. There is only my money, my efforts, my work, and this is not my TV station. This is the TV [station] of everyone that works here and everyone that is watching at home. And we need you more than ever.

[10:15]

Juan Manuel Cao — Thank you very much. Now we are going on a commercial break if I may...

[10:26]

Juan Manuel Cao — Very well, now we will keep talking to Carlos Vasallo, the president of our company. We are talking about the antenna, and we have yet to talk about Caracol and India.

[10:35]

Carlos Vasallo — Yes...

[10:36]

Juan Manuel Cao — Where were we?

[10:36]

Carlos Vasallo — We were talking about Caracol. Because it is wonderful news. Today is a day in this channel that we must celebrate and rejoice in having the chance of... I... Really, we needed to wait for the appropriate time for the FCC to approve our programming, but anyway... In other words, the antenna has nothing to do with the programming. The antenna is the antenna and that is what we need a permit for. The programming is like the network: we do not need a permit, only a society, a company that wants to do it. And today we have been able to modify Caracol's programming. We have been able to change Caracol's programming starting today at dawn. And this decision has been taken for several reasons: the most important of all is to serve for once and for all and the fastest way possible everyone in the community and creating a crossover between both companies. In other words, starting today in the morning we are still having Félix Guillermo, who is our special news anchor. From 3:00 PM to 5:00 PM there is a gentleman that I do not know if you know, but I ask that if you do not, do everything you can to meet him and see him. His name is Juan Manuel Cao, and he is going back to radio. And I think that he is very happy to be back on the radio. I imagine. Are you happy to be back on the radio?

[12:07]

Juan Manuel Cao — Radio is special, isn't it? It has a certain... The thing is that radio fully exposes you. You cannot hide a thing.

[12:15]

Carlos Vasallo — If at this time and age Cao has something to cover for...

[12:18]

Juan Manuel Cao — Or to hide... Many, many things yet!

[12:20]

Carlos Vasallo — Well, so, starting at 3:00 PM until 5:00 PM it is Juan Manuel Cao and at 5:00 PM we continue with "Un café con Marián", featuring Marián, who started today with a personal interview with no more and no less than President Álvaro Uribe. Everything has been working perfectly and starting tomorrow, please, do not forget to always tune in, but above all, remember that Cao goes on at 5:00 PM... From 3:00 PM to 5:00 PM, Marián starts at 5:00 PM, and in the morning it is Félix Guillermo from 7:00 AM to 10:00 AM.

[End of segment: 12:52]

[13:57]

Carlos Vasallo — There is no revolution. No revolt is possible without the media. I say it all the time. Someone who shouts at home, locked in... No one hears them. Someone who shouts at the doorsteps of the president's palace... Everyone sees and hears them. The media is fundamental to liberty. Unfortunately, it has been 62 years, and no one except for *Radio y Televisión Martí* has tried it. And they are the government. So, the time has come for others to try it. They can keep trying it and we will be excited for them to do what they

have not been able to... To do up to now, if we may say it like that. But we must be capable, because we have the capacity, the audacity, the talent, the tools, the hosts, and to say... We know we have to say. We know what message we want to send, and that message is about solidarity. This is about interlocution. That they communicate to us what is going on and that we can communicate that to the world. Yesterday was an evident demonstration. Yesterday's buy, buying the Caracol station... You can go on the internet [and see] that this has been reviewed in my hometown, on the first page; in the entire Galicia; in all of Spain... The news has come out everywhere. Why? Because the message has been sent out correctly. We need to send out the message correctly. And to do so, what must we do? The radio signal must be continental, like XEW used to be – the radio waves from Mexico to Latin America. It must span the entire continent. If we cannot do it through the waves, we will do so through the internet. And if not, we will do whatever we need to do, but we must find the way that América Radio and América Televisión can be seen from Patagonia – whether they like us or not in Patagonia– to the frontier with Alaska. And that is not something that we need to figure out, it is something that is a fact, and the most part will be done throughout this year.

[16:06]

Cao — I am curious... Although I do not know if I am being indiscrete. Every good question is always an indiscretion. Journalism-wise. With Félix Guillermo... Is he not going to be the co-host?

[16:17]

Vasallo — Yes, yes, yes... he will be.

[16:19]

Cao — So, with Raquelita Regalado...

[16:20]

Vasallo — Yes well, I have not discriminated. We have Raquelita... It is...

[16:23]

Cao — No, I was simply curious. Because...

[16:24]

Vasallo — No, but she is not América TeVe. What I want to say is that Raquelita is Raquelita's. She is a politician, she is also a radio host, and she is the daughter of a host that was a notable host in this city, and she has all our respect and all our love. I have not the slightest of intentions... Raquelita, I have not the slightest of intentions unless you want to leave. And if I have made a mistake, an indiscretion... It was only to support my own, only to support my own.

[16:51]

Cao — Of course You were talking about the employees of...

[16:52]

Vasallo — No, no, no, no...

[16:53]

Cao — From this TV station that will participate there.

[16:54]

Vasallo — Never, Cao. I have never thought that Raquelita Regalado should not go on. The duo is extraordinarily successful. Quite the contrary, the idea is to expand their slot from three to four hours and cover a space we had there.

[17:10]

Cao — You talked about Radio y Televisión Martí and I want to send my regards to Sylvia Rosabal, who has just been named Director of... I have not seen her for years. I met her in Univisión, when I was just arriving there, and she worked there. We then crossed paths... No, we did not cross paths in Telemundo, but I do know she went to Telemundo. I was not there anymore. She is a very capable woman and, of course, it has been a long time, but I am certain that Sylvia, who is Cuban, the daughter of Cubans, and knows this community perfectly because she has worked for years in newsrooms. She will do a job, so I send her my best and... Invite her to come around, no? To spend some time with us.

[17:52]

Vasallo — Without a doubt. But we must not forget, Cao, a particularly important element that is key in all these matters. The Radio y Televisión Martí machinery is a machinery that is, after all, a government office. This government office must go to Washington and ask for instructions. Ask for, above all, for budget, money... They cannot move as easily. It is a tank that needs... Tomás Regalado was recently there and was unable to move it as he wanted. They made politics difficult, they complicated his life, and he is a man of struggles, of radio, of... Of everything. Is there something that Tomás Regalado is not? He was the mayor of this city. He quitted because he was personally getting tired.

[18:34]

Cao — It is a complicated position, that one.

[18:36]

Vasallo — Well, he did not achieve his objectives. So, never will they be our competitors. Quite the contrary. Radio y Televisión Martí has an ally here. And what we want is to, in whatever we may help them, in whatever we may collaborate and to so that everything moves forward... We are up for it. But this must be clear: the mechanics of a private entrepreneur like myself, and the mechanics of a... of people that must go to Washington... Because also, the organization of Radio y Televisión Martí is part of a bigger Organization of American States. We are talking about an organization that has a billion-dollar budget, and Radio y Televisión Martí has seen cuts of thirty... It is nothing. And if you leave out the part that is specific to paying for staff, the facilities, and everything else, it is less... They first inflate, because the government's frame is we need to inflate things for them to work. And then, when they need to operate, they reduce. So, at the time in which they reduce the budget, the operation is very much hindered, because expenses are already pre-ranked. It will not be the same here. Here we will be working independently, we will be working to have a signal that is seen at an optimal speed and in the simplest manner. The simplest manner is, with the technical staff we have, as we have done today. At nine, ten AM, we make the decision. We have had the microphones, the engineers, and at three PM you were speaking in Radio Caracol. This has been, for us, with the available staff and people

we have, a heroic act. We have done this task with four people. The operator; Cossío; Guerra, Caracol's engineer; Caracol's director; and yourself. With five people we have immediately gone into the market. Immediately, immediately. With no pauses. That is...

[20:37]

Cao — And it was not planned, because some people ask me, "But, how is it possible to have... all that sound, title, presentation? Well, we did it from ten AM to three PM, right?"

[20:43]

Vasallo — Yes, and we even had left over time.

[End of segment: 20:44]

Certificate of Translation Accuracy

I, Teresa Córdova Rodríguez, a professional translator with a master's degree in Translation, certify that this translation from Spanish into English is true and accurate.

Signed on May 19, 2021



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# EXHIBIT 4

**FCC Form 2100 – Schedule 303-S  
Online Public Inspection File Exhibit**

**Online Public Inspection File**

During the most recent license renewal period, America-CV Station Group, Inc. (“Licensee”), licensee of WJAN-CD, Miami, Florida (Facility ID No. 60165) (“WJAN-CD”), failed to comply with certain Online Public Inspection File (“OPIF”) requirements with respect to WJAN-CD:

**Issues/Programs Lists.** Licensee failed to upload the Q1/Q2 2020, Q1/Q2/Q4 2019, Q2/Q3/Q4 2018, Q1-Q4 2017, Q1/Q2/Q4 2016, Q1/Q2 2015, Q1-Q4 2014, and Q4 2013 Issues/Programs Lists to WJAN-CD’s OPIF by the requisite deadlines. The lists were subsequently uploaded to WJAN-CD’s OPIF.

**Political File Reports.** During the applicable 2-year retention period, Licensee failed to upload immediately to WJAN-CD’s OPIF several of its Political File Reports. All reports were subsequently uploaded to WJAN-CD’s OPIF. Licensee will ensure in the future that it promptly complies with WJAN-CD’s Political File reporting requirements in the future.

**Class A Eligibility Certifications.** Licensee failed to upload WJAN-CD’s 2013-2020 Class A Eligibility Certifications to WJAN-CD’s OPIF by the requisite deadlines. The certifications were subsequently uploaded to WJAN-CD’s OPIF.

**Must-Carry/Retransmission Consent Election Certifications.** Licensee failed to upload WJAN-CD’s 2015-2017 and 2018-2020 Must-Carry/Retransmission Consent Election Certifications to WJAN-CD’s OPIF by the requisite deadlines. The certifications were subsequently uploaded to WJAN-CD’s OPIF.

**Children’s Television Programming Reports.** Licensee failed to upload WJAN-CD’s 2019 Annual and Q2 2018 Children’s Television Programming Reports by the requisite deadlines. The reports were subsequently uploaded to WJAN-CD’s OPIF.

**Children’s Television Commercial Limits Certifications.** Licensee failed to upload WJAN-CD’s Q1/Q2/Q3 2019, Q2/Q3/Q4 2018, Q1-Q4 2017, Q1-Q4 2016, Q1-Q4 2015, Q1-Q4 2014, and Q4 2013 Children’s Television Commercial Limits Certifications to WJAN-CD’s OPIF by the requisite deadlines. The certifications were subsequently uploaded to WJAN-CD’s OPIF.

**Annual EEO Public File Reports.** Licensee failed to upload the 2018-2019, 2016-2017, and 2013-2014 Annual EEO Public File Reports to WJAN-CD’s OPIF by the requisite deadlines. The reports were subsequently uploaded to WJAN-CD’s OPIF.

## CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the foregoing was sent via email and first class mail to the following:

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Arthur V. Belendiuk