

**Explanatory Statement Regarding  
Application for Consent to Transfer of Control *Nunc Pro Tunc***

International Communications Network, Inc. (formerly TV-61 San Diego, Inc. and hereafter, the "Company"), licensee of low power television station K61GH, National City, California (the "Station"), respectfully requests Commission consent, *nunc pro tunc*, to the transfer of control of the Company to Maxwell C. Agha, a shareholder, Chairman of the Board and Chief Executive Officer of the Company. In support of this request, the following is shown:

By way of background, the Company acquired the construction permit for the Station on July 21, 1998, pursuant to prior Commission consent in File No. BAPTTL-19980526IA. At the time the Company became the permittee of the Station, no single shareholder had majority control. Because the Company has required cash infusions from its shareholders over the past five years, changes in individual shareholders' interests in the Company have occurred. Until September 30, 2003, however, no transfer of 50% or more of the stock of the Company has resulted from any transfer of existing stock or issuance of new stock in the Company.

Maxwell Agha, a shareholder and Chairman/CEO of the Company since its creation, originally held a 13.97% stock interest in the Company. As a result of cash contributions he made to the Company over the past five years, Mr. Agha's stock interest increased to 40.77% by September 30, 2003. Effective September 30, 2003, however, as a result of additional cash infusions, Mr. Agha was issued additional shares of stock which, when added to his prior holdings, amounted to a 54.01% interest in the Company. Thus, effective September 30, 2003, a transfer of control of the Company occurred.

The Company and Mr. Agha regret that the requisite FCC consent was not obtained prior to Mr. Agha's acquisition of control of the Company. *Nunc pro tunc* consent to the transfer of control is respectfully requested. In that regard, the Commission is assured that the failure to timely request Commission consent was wholly inadvertent, and as soon as the error was realized, Mr. Agha requested the Company's communications counsel to assist in the preparation and filing of the instant application. A confluence of factors contributed to the unintentional oversight in seeking prior Commission consent. Specifically, Mr. Agha has been preoccupied with the financial and other arrangements necessary to implement technical modifications to the Station's operations pursuant to BMPTTL-19990323JA (including acquisition of new equipment for a channel change from 61 to 9, a transmitter site change and the installation of a new studio-transmitter link), which modifications are to be made in the near term. In addition, to focusing on the Station's changes in operation, Mr. Agha also has been working with Station management to develop a new business plan for the Station. And, further, Mr. Agha is an attorney with a busy and demanding private practice. While Mr. Agha's preoccupation with other matters does not excuse the inattention to Commission requirements, it nonetheless demonstrates that there was no intent to violate Commission requirements. The Commission is assured that after this experience, all planned stock

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transactions within the Company will be scrutinized in advance to ensure that any necessary prior Commission consent will be obtained.

Given that the transfer of control of the Company to Mr. Agha occurred less than three months ago, that Mr. Agha has been a shareholder and CEO/Chairman of the Company prior to the transfer, and that the Company has voluntarily admitted its error in this instance, it is respectfully submitted that the instant application should be granted, *nunc pro tunc* without any enforcement action. As indicated above, any future stock transactions will be reviewed in advance to determine whether prior Commission consent will be necessary, and if so, such consent will be obtained before the transaction is consummated.