

Pursuant to internal restructuring, Inner City Broadcasting Corporation ("Inner City"), for no consideration, is submitting five *pro forma* assignment of license applications (FCC Form 316) concurrently. The following pages describe the restructuring and demonstrate that there will be no change in the current ultimate ownership and control of the broadcast stations and other FCC licenses and authorizes currently controlled by Inner City and its subsidiaries.

The Current Inner City Ownership Structure

Inner City Broadcasting Corporation ("Inner City") wholly owns all of the voting stock of Inner City Media Corporation ("Media"). In turn, Media wholly owns ICBC Broadcast Holdings, Inc. ("Holdings").

Holdings wholly owns Inner City Broadcasting Corporation of Berkeley, which wholly owns ICBC Broadcast Holdings-CA, Inc., the licensee of KVTO(AM) and KBLX(FM), Berkeley, California, and KVVN(AM), Santa Clara, California.

Holdings wholly owns ICBC Corporation, which wholly owns ICBC Broadcast Holdings-NY, Inc., the licensee of WLIB(AM) and WBLS(FM), New York, New York.

Holdings wholly owns Urban Radio, L.L.C. ("Urban Radio"). Urban Radio owns: 100% of Urban Radio of Pennsylvania, L.L.C.; 90% of Urban Radio of Florida, LLC; 100% of Urban Radio of South Carolina, LLC.; and 100% of Urban Radio of Mississippi, L.L.C.

Urban Radio of Pennsylvania, L.L.C. is the licensee of WHAT(AM), Philadelphia, Pennsylvania, and WURP(AM), Braddock, Pennsylvania.

Urban Radio of Florida, LLC is the licensee of WRSF(AM), Fort Lauderdale, Florida.

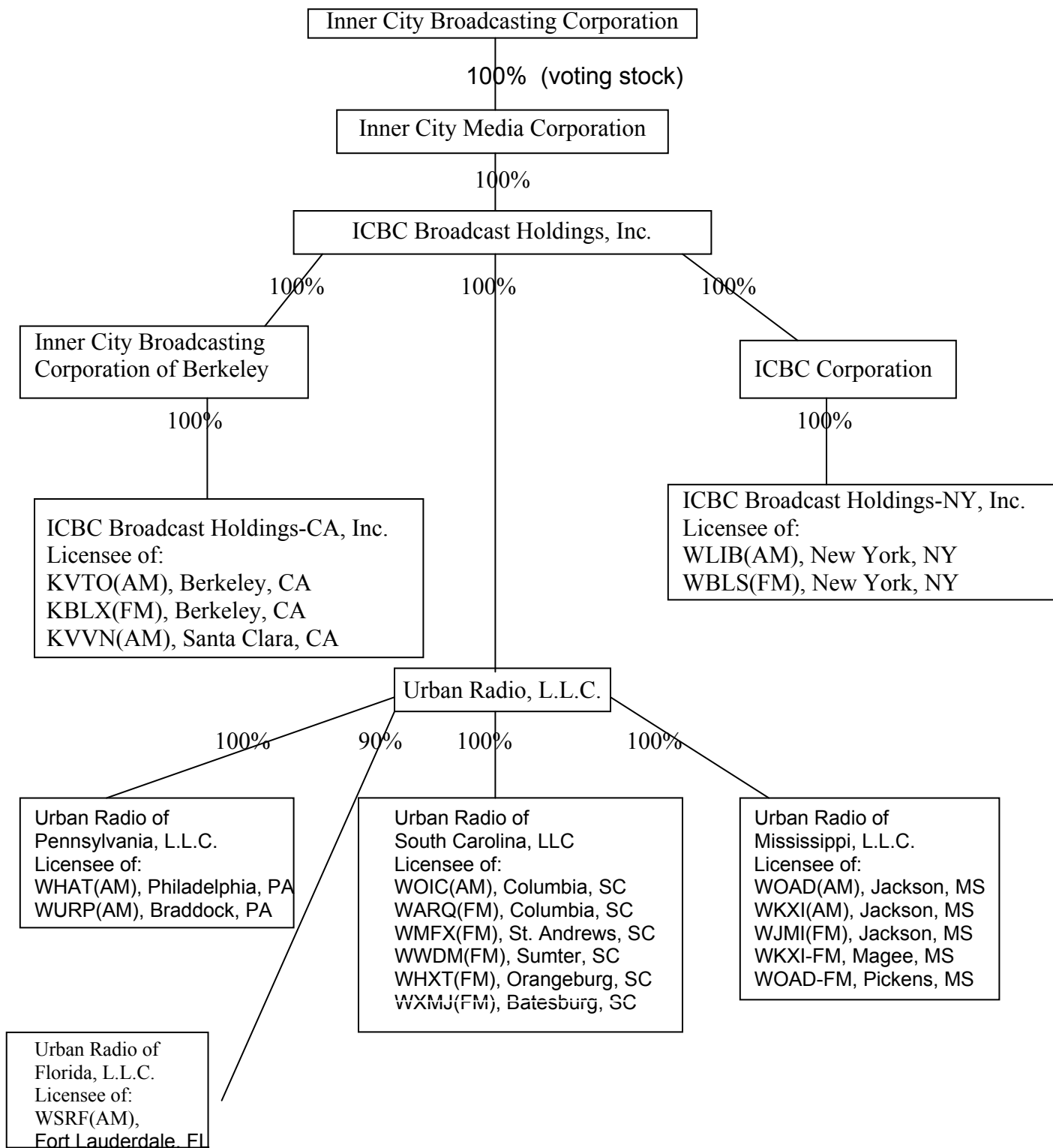
Urban Radio of South Carolina, LLC is the licensee of WOIC(AM) and WARQ(FM), Columbia, South Carolina, WMFX(FM), St. Andrews, South Carolina, WWDM(FM), Sumter, South Carolina, WHXT(FM), Orangeburg, South Carolina, and WZMJ(FM), Batesburg, South Carolina.

Urban Radio of Mississippi, L.L.C. is the licensee of WOAD(AM), WKXI(AM) and WJMI(FM), Jackson, Mississippi, WKXI-FM, Magee, Mississippi, and WOAD-FM, Pickens, Mississippi.

Through the foregoing subsidiaries, Inner City owns the following broadcast radio stations:

<u>Facility ID</u>	<u>Call Sign</u>	<u>City and State</u>
28681	KVTO(AM)	Berkeley, California
28670	KBLX(FM)	Berkeley, California
28438	KVVN(AM)	Santa Clara, California
28204	WLIB(AM)	New York, New York
28203	WBLS(FM)	New York, New York
67194	WSRF(AM)	Fort Lauderdale, Florida
33686	WHAT(AM)	Philadelphia, Pennsylvania
68903	WURP(AM)	Braddock, Pennsylvania
73370	WOIC(AM)	Columbia, South Carolina
58400	WARQ(FM)	Columbia, South Carolina
19471	WMFX(FM)	St. Andrews, South Carolina
58398	WWDM(FM)	Sumter, South Carolina
50522	WHXT(FM)	Orangeburg, South Carolina
158588	WZMJ(FM)	Batesburg, South Carolina
50404	WOAD(AM)	Jackson, Mississippi
50409	WKXI(AM)	Jackson, Mississippi
50407	WKXI-FM	Magee, Mississippi
50408	WJMI(FM)	Jackson, Mississippi
29512	WOAD-FM	Pickens, Mississippi

Please refer to the following chart.



Urban Radio, Urban Radio of Florida, LLC, Urban Radio of Pennsylvania, L.L.C., Urban Radio of South Carolina, LLC, and Urban Radio of Mississippi, L.L.C. all share the same two managers:

Pierre M. Sutton and Lois E. Wright.

The officers and directors of Media are:

Pierre M. Sutton, Chairman of the Board and CEO
Charles M. Warfield, Director, President and COO
Lois E. Wright, Esq., Director, Executive Vice President and Corporate Counsel
Skip Finley, Director
Brian W. McNeill, Director
Andrew Mulderry, Director
Davis Weinstock, Director
Craig R. Browne, Director
Harold B. Jackson, Director

The following four parties own Series A-1 Participating Preferred Stock of Media, which is non-voting: Alta Communications IX, L.P. (34,486 shares), Alta Communications IX-B, L.P. (1,986 shares), Alta IX Associates, LLC (28 shares), and Mercury Capital Partners III, L.P. (5,000 shares). Under certain circumstances, those parties may acquire rights which would allow them to convert their Series A-1 Participating Preferred Stock into voting stock.

The officers and directors of Holdings are:

Pierre M. Sutton, Chairman of the Board and CEO
Charles M. Warfield, President and COO
Lois E. Wright, Esq., Director, Executive Vice President and Corporate Counsel
William C. Cooper, Vice President and CFO

The officers and directors of ICBC Corporation and ICBC Broadcast Holdings-NY, Inc. are:

Pierre M. Sutton, Chairman of the Board and CEO
Cheryl Sutton, Vice President, Treasurer
Roscoe C. Brown, Vice President
Carlos Russell, Vice President
Oliver C. Sutton, II, Vice President, Co-Counsel

Lois E. Wright, Vice President, Co-Counsel
Mary Redd, Corporate Secretary
Harold B. Jackson, Vice Chairman, Group Chairman
Clifton Sutton, Director
Barbara Justice, Director
Charles Andrews, Director
Carol R. Lewis, Director
Henrietta Lyle, Director

The officers and directors of Inner City Broadcasting Corporation of Berkeley and ICBC

Broadcast Holdings-CA, Inc. are:

Pierre M. Sutton, Chairman and CEO
Cheryl Sutton, Vice President, Treasurer
Roscoe C. Brown, Vice President
Carlos Russell, Vice President
Oliver C. Sutton, II, Vice President, Co-Counsel
Lois E. Wright, Vice President, Co-Counsel
Mary Redd, Corporate Secretary
Harold B. Jackson, Vice Chairman, Group Chairman
Clifton Sutton, Director
Harvey Stone, President

The Officers, Directors and five percent or greater shareholders of Inner City are:

Pierre M. Sutton, President, CEO and Chairman
Cheryl Sutton, Senior Vice President, Treasurer
Roscoe C. Brown, Vice President
Carlos Russell, Vice President
Oliver C. Sutton, II, Vice President, Co-Counsel
Lois E. Wright, Vice President, Co- Counsel
Mary Redd, Corporate Secretary
Harold B. Jackson, Vice Chairman, Group Chairman
and Harold B. Jackson Productions
Clifton Sutton, Director
Barbara Justice, Director
Charles Andrews, Jr., Director
Henrietta Lyle, Director
Percy E. Sutton, Shareholder
Percy E. and Leatrice Sutton
Leatrice Sutton
Renee H. Sutton, Shareholder
Percy Sutton Intercontinental, Inc., Shareholder

Each of the officers, directors and shareholders of Inner City, and the officers, directors and managers of all Inner City subsidiaries, is a United States citizen and may be reached through Inner City's offices:

Inner City Broadcasting Corporation
c/o Lois E. Wright, Esq.
3 Park Avenue, 40th Floor
New York, NY 10016
(212) 447-1000

Inner City and all of its broadcast subsidiaries have placed ownership reports on file with the Commission.

In addition, through several subsidiaries, Inner City owns approximately 38.4% of Urban Cableworks of Philadelphia, LP, a cable television system operating in the area of Philadelphia, Pennsylvania.

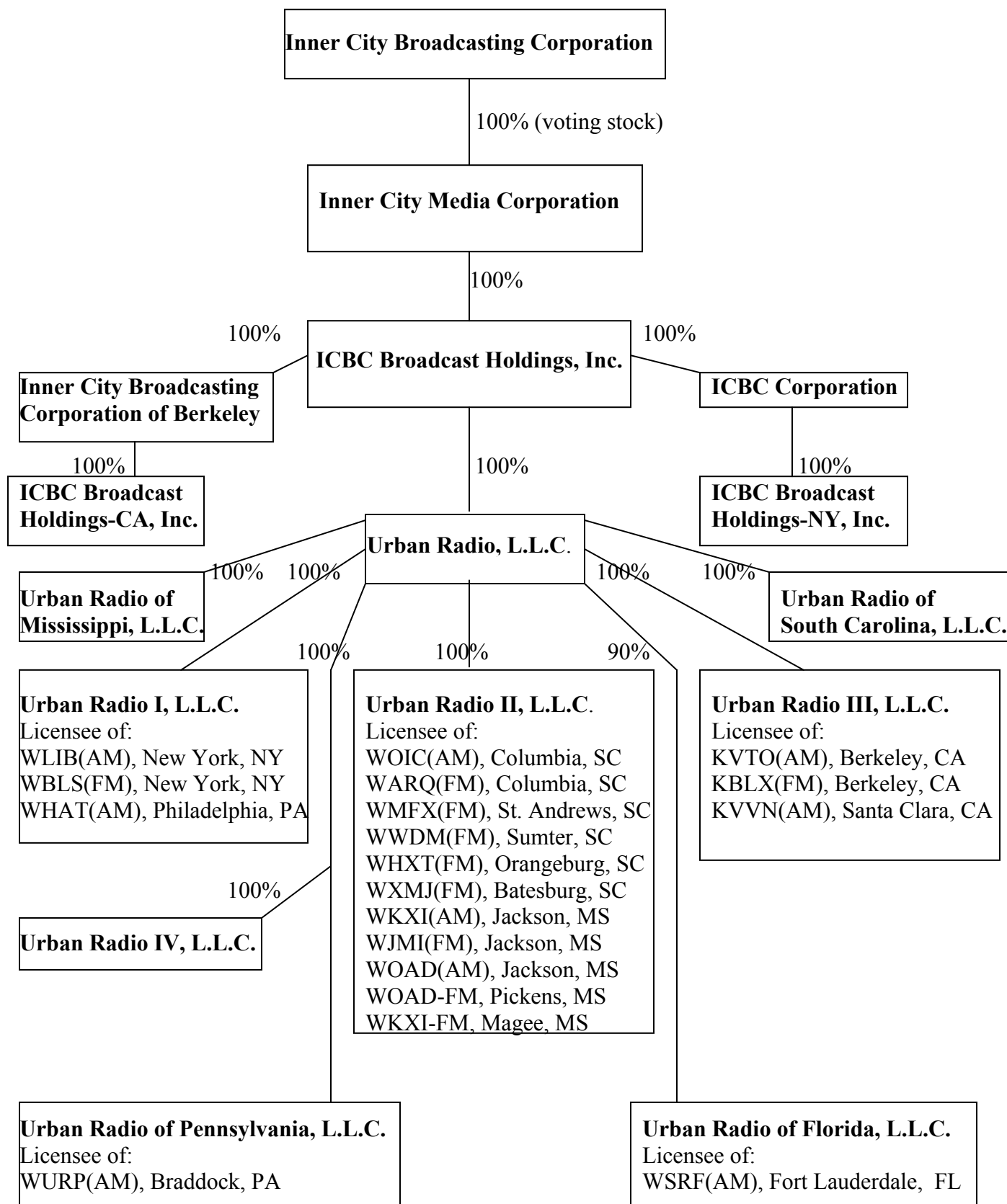
Percy E. Sutton is the father of Pierre M. Sutton and Cheryl L. Sutton. Oliver C. Sutton, II, Charles C. Andrews, Jr. and Clifton R. Sutton are nephews of Percy E. Sutton. Leatrice Sutton is the wife of Percy E. Sutton and the mother of Pierre M. Sutton. Renee H. Sutton is the sister-in-law of Percy E. Sutton and the mother of Carol Sutton Lewis. Several of the grandchildren of Percy E. Sutton have Class A shares of Inner City, no single holding of which represents as much as one percent of the votes of Inner City.

The Proposed Ownership Structure

Inner City has formed four new subsidiaries, all wholly owned by Urban Radio. Those entities are called: Urban Radio I, L.L.C., Urban Radio II, L.L.C., Urban Radio III, L.L.C., and Urban Radio IV, L.L.C. The officers and managers of all four of those new entities are:

Pierre M. Sutton, Manager and CEO
Charles M. Warfield, Manager and President
Lois E. Wright, Manager, Executive Vice President and Company Counsel

Pursuant to the applications filed with the Commission today, Inner City is requesting the Commission's consent to the *pro forma* assignment of the licenses of WLIB and WBLS from ICBC Broadcast Holdings-NY, Inc. to Urban Radio I, L.L.C.; of WHAT from Urban Radio of Pennsylvania, L.L.C. to Urban Radio I, L.L.C.; of WOIC, WARQ, WMFX, WWDM, WZMJ and WHXT from Urban Radio of South Carolina, L.L.C. to Urban Radio II; of WOAD(AM), WOAD-FM, WKXI(AM), WKXI-FM, and WJMI from Urban Radio of Mississippi, L.L.C. to Urban Radio II, L.L.C.; and of KVTO, KBLX and KVVN from ICBC Broadcast Holdings-CA, Inc. to Urban Radio III, L.L.C. (Urban Radio IV, L.L.C. will not be the assignee of any licenses.) Other than the assignments described above, there will be no changes in the ownership or control of any of the other FCC licenses and authorizations within the Inner City family of companies or any changes in the ownership or control of those companies. A chart of the proposed structure is on the following page.



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