

Inner City Broadcasting Corporation  
And Subsidiaries

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 Urban Radio, L.L.C. ("Urban Radio").

Urban Radio owns: 100% of Urban Radio of Pennsylvania, L.L.C.; 100% of Urban Radio I, L.L.C.; 100% of Urban Radio II, L.L.C.; and 100% of Urban Radio III, L.L.C.

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

Urban Radio I, L.L.C. is the licensee of WLIB(AM), New York, NY, WBLS(FM), New York, NY, and WHAT(AM), Philadelphia, PA.

Urban Radio II, L.L.C. is the licensee of WOIC(AM) and WARQ(FM), Columbia, SC, WMFX(FM), St. Andrews, SC, WWDM(FM), Sumter, SC, WHXT(FM), Orangeburg, SC, WZMJ(FM), Batesburg, SC, WOAD(AM), WKXI(AM) and WJMI(FM), Jackson, MS, WKXI-FM, Magee, MS, WOAD-FM, Pickens, MS and WJNT(AM), Pearl, MS.

Urban Radio III, L.L.C. is the licensee of KVTO(AM) and KBLX-FM, Berkeley, CA, KVVN(AM), Santa Clara, CA and FM booster station KBLX-FM1, Pleasanton, CA.

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

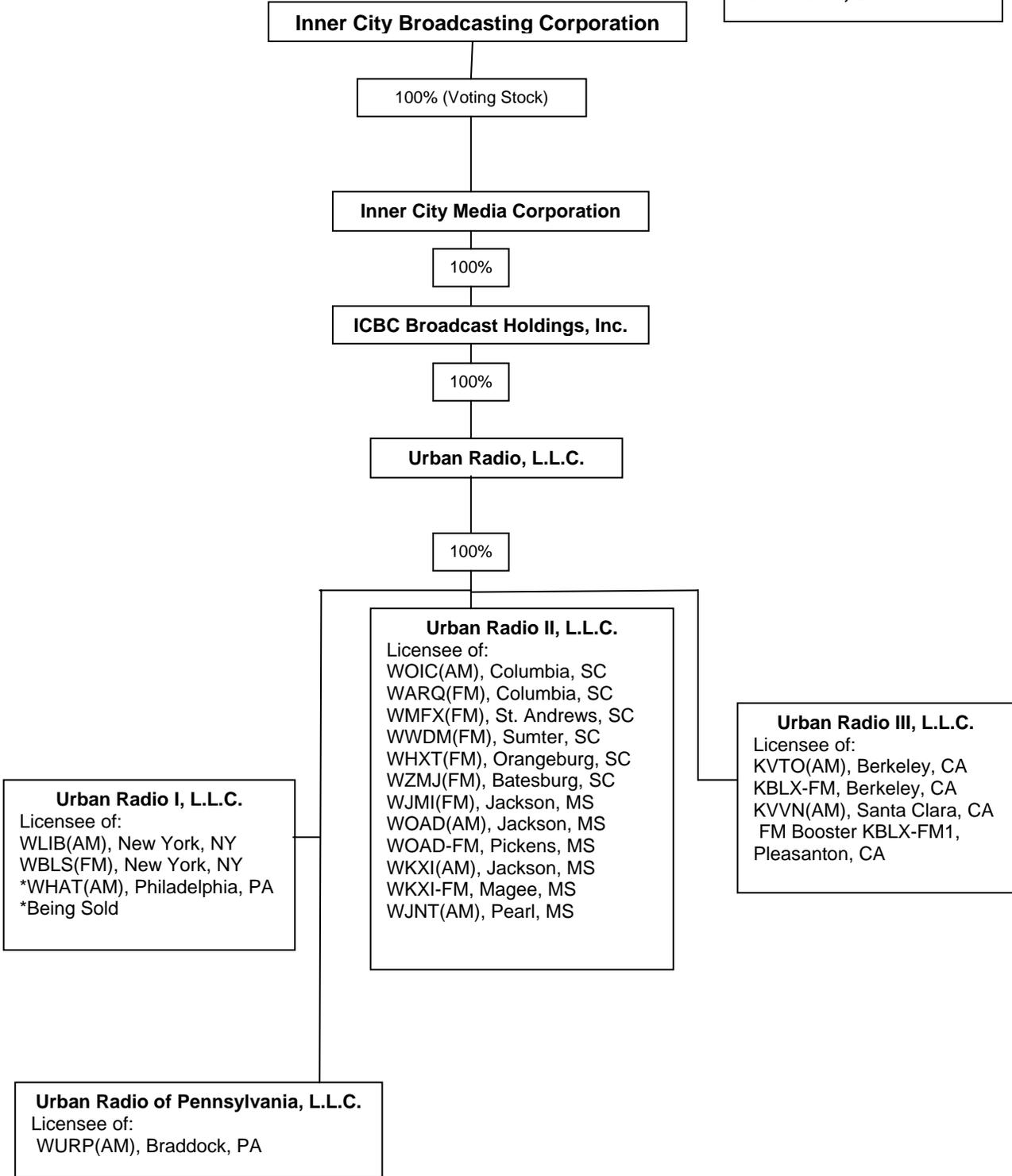
stations:

<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
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
12421	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
7691	WJNT(AM)	Pearl, Mississippi

\*Being Sold.

Please refer to the following chart for the entities within the chain of ownership.

**Ownership Structure  
November, 2006**



Urban Radio, Urban Radio of Pennsylvania, L.L.C., Urban Radio I, L.L.C., and Urban Radio II, L.L.C., and Urban Radio III, L.L.C. all share the same three managers and officers, as follows:

Pierre M. Sutton, Manager and CEO

Charles M. Warfield, Manager and President

Lois E. Wright, Manager, Executive Vice President and Company Counsel

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

James K. Mason, 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, Director, President and COO

Lois E. Wright, Esq., Director, Executive Vice President and Corporate Counsel

William C. Cooper, Vice President and CFO

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 described in this narrative have placed ownership reports on file with the Commission.

#### Family Relationships

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.

## Alta Communications

Alta Communications IX, L. P. is a Delaware limited partnership. The sole General Partner of Alta Communications IX, L.P. is Alta Communications IX Managers Limited Partnership, also a Delaware limited partnership. The Limited Partners of Alta Communications IX, L.P. are insulated.

The sole General Partner of Alta Communications IX Managers Limited Partnership is Alta Communications IX Managers, LLC, a Delaware limited liability company. The Limited Partners of Alta Communications IX Managers Limited Partnership include: Brian W. McNeill, Timothy L. Dibble, William P. Egan, Eileen McCarthy, Robert Emmert, B. Lane MacDonald, Andrew T. Mulderry, Patrick D. Brubaker, and Philip L. Thompson. Other Limited Partners of Alta Communications IX Managers Limited Partnership are insulated.

The Managing Members of Alta Communications IX Managers, LLC are: Brian W. McNeill and Timothy L. Dibble. The Members of Alta Communications IX Managers, LLC are William P. Egan, Eileen McCarthy, Robert Emmert, B. Lane MacDonald, Andrew T. Mulderry, Patrick D. Brubaker, and Philip L. Thompson.

These entities and individuals collectively hold attributable interests in the stations identified in the attached exhibit, entitled "Other Media Interests of Alta Entities."