

Regent Broadcasting, Inc.
Pro Forma Transfer of Control
(FCC Form 316)
Response to Question 4(b)

EXHIBIT 2

Certification of Use of Pro Forma (FCC Form 316)

Regent Communications, Inc. (“Regent”), a publicly held company, controls the stations outlined in Exhibit 2 – Attachment 1 Organizational Diagram of Regent (the “Stations”) Regent controls 100% of Regent Broadcasting, Inc. Regent Broadcasting, Inc., in turn, controls the entities outlined in Exhibit 2 – Attachment 1.

This application proposes a corporate reorganization whereby Regent Broadcasting, Inc. will transfer control of the Stations to a new entity, Regent Broadcasting, LLC, by way of a conversion under Delaware law. Regent Broadcasting, LLC’s sole member will be Regent Communications, Inc. Its managing members will be Terry S. Jacobs and William L. Stakelin. Its officers will be Matthew Yeoman (Vice President-Finance, Assistant Secretary), Fred L. Murr (Senior Vice President, Operations), Anthony A. Varconcellos (Senior Vice President and Chief Financial Officer), and Christina Tenhundfeld (Assistant Secretary). This application also proposes to convert two entities in the organizational structure, Regent Broadcasting Midwest, Inc. and Regent Broadcasting West Coast, Inc. (the “Subsidiary Corporations”) to limited liability companies under Delaware and California law respectively. Following such conversion, the new entities will be named Regent Broadcasting Midwest, LLC and Regent Broadcasting West Coast, LLC (the “Subsidiary LLCs”). Regent Broadcasting, Inc. currently controls these Subsidiary Corporations and they in turn, either directly or indirectly control certain licensee entities. Regent Broadcasting Midwest, LLC and Regent Broadcasting West Coast, LLCs’ sole member will be Regent Broadcasting, LLC. See Exhibit 2 – Attachment

2 for the Organizational Diagram of Regent after reorganization. The Subsidiary LLCs' managing members will be Terry S. Jacobs and William L. Stakelin. The Subsidiary LLCs' officers will be Matthew Yeoman (Vice President-Finance, Assistant Secretary), Fred L. Murr (Senior Vice President, Operations), Anthony A. Varconcellos (Senior Vice President and Chief Financial Officer), and Christina Tenhundfeld (Assistant Secretary).

Since this application proposes no change in ultimate control of the Stations and all parties to the application have already been approved by the Commission, this application is pro forma in nature and is properly filed on FCC Form 316.

Because this is an intra-company transaction, no monetary consideration is being given in connection with the proposed transfer and no agreement concerning this transfer will be entered prior to the consummation of the proposed transfer.