URBAN TELEVISION NETWORK CORP
Form 10QSB
August 20, 2007

U.S. Securities and Exchange Commission
Washington, D.C. 20549

FORM 10-QSB

(Mark One)

X QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ending June 30, 2007

TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from to

Commission file number 33-58972

URBAN TELEVISION NETWORK CORPORATION

(Name of Small Business Issuer in its Charter)

NEVADA	22-2800078
(State of Incorporation)	(IRS Employer Identification No.)

300 RadioShack Circle, Ste. T3-381, Fort Worth, Texas 76102

(Address of principal executive offices) (Zip Code)

Issuer's telephone number, (817) 415 - 4816

Check whether the issuer (1)filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the past 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes X No

Applicable only to issuers involved in bankruptcy proceedings during the preceding five years.

Check whether the registrant filed all documents and reports required to be filed by Section 12, 13 or 15(d) of the Exchange Act after the distribution of securities under a plan confirmed by a court. Yes No

Applicable only to corporate issuers

State the number of shares outstanding of each of the issuer's class of common equity, as of the latest practicable date:

130,161,010 shares of common stock, $0.0001 par value, as of August 10, 2007

Transitional Small Business Disclosure Format
(Check One) Yes No X

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URBAN TELEVISION NETWORK CORPORATION
FORM 10-QSB

PART I-FINANCIAL INFORMATION

Item 1. Financial Statements. (Unaudited)

PART I - FINANCIAL STATEMENTS

URBAN TELEVISION NETWORK CORPORATION
Balance Sheet - (Unaudited)
June 30, 2007

ASSETS	
Currents Assets	
Cash and Cash Equivalents	$ 149
Prepaid Expense	153,533
Total Current Assets	153,682
Other Assets	
Coal Reserves	4,600,000
Impairment of Coal Reserves	(4,600,000)
Organizational Costs-Net	360
Total Other Assets	360
TOTAL ASSETS	$ 154,042
LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)	
Current Liabilities	
Accounts Payable	$ 1,138,990
Due to Stockholders	45,545
Notes Payable to Stockholders	465,091
Advances	665,000
Accrued Compensation	818,645
Accrued Interest Payable	104,629
Total Liabilities (All Current)	3,237,900
Stockholders' Equity	
Preferred Stock, $1 par value, 500,000 shares authorized, 100,000 outstanding at June 30, 2007	100,000
Common Stock, $0.0001 par value, 200,000,000 shares authorized; 130,161,010 outstanding at June 30, 2007	13,016
Additional Paid-in Capital	22,292,991
Accumulated Deficit	(25,489,865)
Total Stockholders' Equity (Deficit)	(3,083,858)
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$ 154,042

The accompanying notes are an integral part of these unaudited financial statements.

URBAN TELEVISION NETWORK CORPORATION

Statement of Operations - (Unaudited)

	Three months ended June 30, 2007	2006	Nine months ended June 2007	20
REVENUES	$ -	$ 20,155	$ 3,997	$ 80,
OPERATING EXPENSES:				
Satellite and Uplink Services	26,400	54,031	99,600	252,
Master Control, Production	50,000	12,733	66,667	98,
Programming	--	374	--	19,
Affiliate Relations	--	(521)	--	31,
Technology Expenses	--	25,000	19,840	121,
Administration	9,750	210,193	375,021	719,
Depreciation and Amortization	10,187	20,609	39,793	61,
TOTAL OPERATING EXPENSES	96,337	322,419	600,921	1,305,
NET OPERATING (LOSS)	(96,337)	(302,264)	(596,924)	(1,225,
OTHER INCOME) EXPENSE				
Interest (expense)	(23,708)	(7,945)	(69,675)	(21,
Write-off assets	(38,493)	--	(38,493)	
Discounts on liability settlements	--	--	1,780	
TOTAL OTHER INCOME (EXPENSE)	(158,538)	(310,209)	(703,312)	(1,246,
NET INCOME (LOSS) BEFORE INCOME TAXES				
Provision for Income Taxes (Expense) Benefit	--	--	--	
NET INCOME (LOSS)	(158,538)	(310,209)	(703,312)	(1,246,
Beginning Retained Earnings (Deficit)	(25,331,327)	(19,368,146)	(24,786,553)	(18,431,

ENDING RETAINED EARNINGS (DEFICIT)	(25,489,865)	(19,678,355)	(25,489,865)	(19,678,
Earnings (Loss) per share:				
Net (loss)	$ (.002)	$ (0.004)	$ (0.01)	$ (0
Weighted average number of common shares outstanding	96,208,508	77,822,277	96,208,508	71,822,

The accompanying notes are an integral part of these unaudited financial statements.

URBAN TELEVISION NETWORK CORPORATION

Statement of Cash Flows - (Unaudited)

	Nine months ended June 30, 2007	2006
Operating Activities		
Net (loss)	$ (703,312)	$(1,246,362)
Adjustments to reconcile net (loss) to net Cash provided by operating activities:		
Depreciation and Amortization	39,793	61,827
Write-off assets	38,493	--
Common Stock Issued for Services	295,040	190,870
Accounts receivable	--	11,572
Prepaid expense	(153,533)	3,600
Discounts on liability settlements	(1,780)	--
Accounts payable	162,827	283,438
Accrued interest expense	65,734	10,113
Accrued compensation	180,820	306,065
Net Cash Provided by Operating Activities	(75,918)	(378,877)
CASH FLOWS FROM INVESTING ACTIVITIES		
Capital Expenditures	--	--
Net Cash (Used In) Investing Activities	--	--

CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from Common Stock Sales	--	--
Proceeds from Bridge Loans	--	--
Proceeds from Loans and Notes Payable	72,544	331,964
Payments on Loans and Notes Payable	--	(23,722)
Collection on Subscription Receivable	--	39,500
Net Cash Provided by Financing Activities	72,544	347,742
NET (DECREASE) IN CASH AND CASH EQUIVALENTS	(3,374)	(31,135)
Cash at Beginning of Period	3,523	40,369
CASH AND CASH EQUIVALENTS AT END OF PERIOD	$ 149	$ 9,234
SUPPLEMENTAL DISCLOSURES:		
Cash Paid During the Period for:		
Interest	2,151	$ 6,953
Income Taxes	$ --	$ --
Non-Cash Transactions:		
Discounts on liability settlements	$ 1,780	$ --
Common Stock Issued for Services	$ 295,040	$ 190,870
Common stock Issued for Note Conversions	$ 425,000	$ 160,000

The accompanying notes are an integral part of
these financial statements.

Urban Television Network Corporation
NOTES TO FINANCIAL STATEMENTS
June 30, 2007
(UNAUDITED)

1. BASIS OF PRESENTATION:

The unaudited financial statements have been prepared by the Company, pursuant to the rules and regulations of the Securities and Exchange Commission. Certain information and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles have been omitted pursuant to such SEC rules and regulations; nevertheless, the Company believes that the disclosures are adequate to make the information presented not misleading. These financial statements and the notes hereto should be read in conjunction with the financial statements and notes thereto included in the Company's Form

10-KSB for the year ended September 30, 2006, which was filed January 16, 2007 and 10-KSB/A which was filed July 9, 2007. In the opinion of the Company, all adjustments, including normal recurring adjustments necessary to present fairly the financial position of Urban Television Network Corporation as of June 30, 2007 and the results of its Operations and cash flows for the nine months then ended, have been included. The results of operations for the interim period are not necessarily indicative of the results for the full year.

ACCOUNTING POLICIES:

There have been no changes in accounting policies used by the Company during the quarter ended June 30, 2007.

2. Significant Accounting Policies

Description of Business

Urban Television Network Corporation (the "Company") formerly known as Waste Conversion Systems, Inc. was incorporated under the laws of the state of Nevada on October 21, 1986. The principal office of the corporation is located at 300 RadioShack Circle, Ste. T3-381, Fort Worth, Texas 76102.

In January 2002, the Company underwent a change of control in connection With Urban Television Network Corporation, a Texas corporation, (Urban-Texas) agreeing to deposit $100,000 into an attorneys escrow account in return for receiving a balance sheet with no assets and no liabilities. The directors of the Company appointed Urban-Texas officers as new officers of the Company, and at the same time resigned their board positions and appointed the directors of Urban-Texas as the Company's new board of directors. Urban-Texas agreed to deposit 300,000 shares of the Company's common stock into the attorney's escrow account after the completion of the Stock Exchange Agreement described below, dated February 7, 2003.

On May 1, 2002, the Company entered into an agreement with Urban-Texas to acquire the rights to the Urban-Texas affiliate network signal space which included the assignment of the Urban-Texas broadcast television station affiliates for 16,000,0000 shares of common stock, which became 800,000 after a 1 for 20 reverse stock split.

On February 7, 2003, the Company entered into a Stock Exchange Agreement with the majority shareholders of Urban-Texas. Among other things, the Agreement provided for the Company's purchase of approximately 90% of the issued and outstanding capital stock of Urban-Texas (13,248,000 of 14,759,000 shares) in exchange for the Company's issuance of 13,248,000 shares of its authorized but unissued common stock, $.0001 par value (the "Exchange Shares"), to the majority shareholders of Urban-Texas. In June of 2003, the remaining 10% of Urban-Texas common stock was acquired by the Company.

2. Significant Accounting Policies - continued

Urban-Texas is considered the accounting acquirer, and the accompanying financial statements include the operations of Urban-Texas from the earliest period presented. The Company operated from May 1, 2002 to February 7, 2003 as a 71% subsidiary of Urban-Texas, a predecessor entity to the existing business. The May 1, 2002 and February 7, 2003 transactions with the Company are presented as a recapitalization of Urban-Texas.

The Company is authorized to issue 200,000,000 shares of $.0001 par value stock and 500,000 shares of $1.00 par value preferred stock.

The Company, unitl it ceased airing programming in April of 2006, was engaged in the business of supplying programming to broadcast television stations and cable systems. Formerly the Company's business had been the marketing of thermal burner systems that utilize industrial and agricultural waste products as fuel to produce steam, which generates electricity, air-conditioning or heat.

On September 30, 2005, the Company entered into an agreement with GeoTec Thermal Generators, Inc. to acquire 200,000 tons of mined coal in exchange for 100,000 shares of Preferred Stock, which may be converted into the Company's Common Stock, at the sole discretion of the GeoTec Thermal Generators, Inc., at any time in an amount equal to the purchase price at the stock bid price of $.10 on September 30, 2005.

The Company has pursued the sale of the mined coal reserves to utility companies and other companies that use coal as an alternative fuel, but as of the date of this quarterly report the Company has not been successful. Also the coal reserves have related federal income tax credits resulting from the Super Fund established by The Federal Government that can be sold to other companies and the Company has pursued buyers for these tax credits, but as of the date of this quarterly report, the Company has not been successful. At September 30, 2006, the Company established an impairment reserve of $4,600,000 against the coal reserves, due to its lack of operating capital and Geotec's non-compliance with the terms of the agreement to process the coal reserves and remit the net proceeds to the Company, and as the result the Company is prepared to contest the issuance and conversion of the preferred stock.

Accounting Method

The Company records income and expenses on the accrual method.

Revenue Recognition

The Company's sources of revenues has included the sale of short-form national and local spot advertising long-form program time slots. The Company's policy is to recognize the revenue associated with these sources of revenue at the time that it inserts the short-form advertising spots or airs the long- form program at the network or local level.

Urban Television Network Corporation
NOTES TO FINANCIAL STATEMENTS
June 30, 2007
(UNAUDITED)

2. Significant Accounting Policies - continued

Coal Reserves

The Coal reserves owned by the Company are recorded at lower of cost or net realizable value. Net realizable value is the estimated price at which the coal reserves can be sold in the normal course of business after allowing for the cost of processing and sale. Such cost will be depreciated using the units-of-production method as the coal reserves are sold. See impairment of assets disclosure below for impairment provision against the coal reserves. At September 30, 2006, the Company established an impairment reserve of $4,600,000 against the coal reserves due to its lack of operating capital and Geotec's non-compliance with the terms of the agreement to process the coal reserves and remit the net proceeds to the Company , and as the result the Company is prepared to contest the issuance and conversion of the preferred stock.

Non Goodwill Intangible Assets

Intangible assets other than goodwill consist of network assets acquired by purchase. They are being amortized over their expected lives of 5 years and are reviewed for potential impairment whenever events or circumstances indicate that carrying amounts may not be recoverable. During the quarter ended June 30, 2007, the Company wrote-off the remaining value ($19,262) of the network assets consisting of capitalized cost of establishing the master control facilities as the master control assets have been sequestered by the secured lender by pre-judgment writ of sequestration. On January 1, 2002, the Company adopted Statement of Financial Accounting Standards No. 142, Goodwill and Intangible Assets. This provides that a recognized intangible shall be amortized over its useful life to the reporting entity unless that life is determined to be indefinite. The amount of an intangible asset to be amortized shall be the amount initially assigned to that asset less any residual value.

Impairment of Assets

The Company has adopted SFAS No. 144, "Accounting for the Impairment or Disposal of Long-Lived Assets." SFAS No. 144 addresses the financial accounting and reporting for the impairment of long-lived assets, excluding goodwill and intangible assets, to be held and used or disposed of. In accordance with SFAS No. 144, the carrying values of long-lived assets are periodically reviewed by the Company and impairments would be recognized if the expected future operating non-discounted cash flows derived from an asset were less than its carrying value and if the carrying value is more than the fair value of the asset. At September 30, 2006, the Company concluded that the coal reserves acquired for 100,000 shares of preferred shares and valued at $4,600,000 was impaired and an impairment provision of $4,600,000 was provided at September 30, 2006 due to the lack of operating capital and Geotec's non-compliance with the agreement to process the coal and remit the net proceeds to the Company.

During the quarter ended June 30, 2007, the Company wrote-off the remaining value ($19,231) of fixed assets as the result of the secured lender

obtaining a pre-judgment writ of sequestration.

Issuance of Common Stock

The issuance of common stock for other than cash is recorded by the Company at management's estimate of the fair value of the assets acquired or services rendered.

2. Significant Accounting Policies - continued

Income (Loss) Per Share

Income (loss) per common share is calculated in accordance with Statement of Financial Accounting Standards ("SFAS") No. 128, "Earnings per Share". Basic Income (loss) per share is computed by dividing net income (loss) by the weighted average number of common shares outstanding. Diluted net income (loss) per share is computed similar to basic net income (loss) per share, except that the denominator is increased to include the number of additional common shares that would have been outstanding if the potential common shares had been issued and if the additional common shares were dilutive. Stock options and warrants are anti-dilutive, and accordingly, are not included in the calculation of income (loss) per share.

Comprehensive Income

Comprehensive income (loss) and net income (loss) are the same for the Company.

Cash

For purposes of the statement of cash flows, the Company considers unrestricted cash and all highly liquid debt instruments purchased with an original maturity of three months or less to be cash.

Concentration of Credit Risk

The Company at times maintains cash in excess of federally insured limits. The amount in excess of the federally insured limits at June 30, 2007 was $-0-.

Advertising Costs

The Company expenses non-direct advertising costs as incurred. The Company did not incur any direct response advertising costs for the nine months ended June 30, 2007 and 2006.

Stock Based Compensation

The Company accounts for equity instruments issued to employees for services based on the fair value of the equity instruments issued and accounts for equity instruments issued to other than employees based on the

fair value of the consideration received or the fair value of the equity instruments, whichever is more reliably measurable. The determined value is recognized as an expense in the accompanying consolidated statements of operations.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

2. Significant Accounting Policies - continued

Recent accounting pronouncements

In July 2006, the FASB issued FASB Interpretation No.48, Accounting for Uncertainty in Income Taxes (FIN48). FIN 48 clarifies the accounting for income taxes by prescribing a minimum probability threshold that a tax position must meet before a financial statement benefit is recognized. The minimum threshold is defined in FIN48 as a tax position that is more likely than not to be sustained upon examination by the applicable taxing authority, including resolution of any related appeals or litigation processes, based on the technical merits of the position. The tax benefit to be recognized is measured as the largest amount of benefit that is greater than fifty percent likely of being realized upon ultimate settlement. FIN 48 must be applied to all existing tax positions upon initial adoption. The cumulative effect of applying FIN 48 at adoption, if any, is to be reported as an adjustment to opening retained earnings for the year of adoption. FIN 48 is effective for the Company's year end 2007, although early adoption is permitted. The Company is assessing the potential effect of FIN 48 on its financial statements.

In 2006, the Financial Accounting Standards Board issued the following:

- SFAS No. 155: Accounting for Certain Hybrid Financial Instruments

- SFAS No. 156: Accounting for Servicing of Financial Assets

- SFAS No. 157: Fair Value Measurements

- SFAS No. 158: Employers' Accounting for Defined Benefit Pension and Other Postretirement Plans

Management has reviewed these new standards and believes that they have no

impact on the financial statements of the Company.

Reclassification of Prior Year Amounts

Certain prior year amounts have been reclassified to conform with current year presentation.

3. Accounts receivable

Accounts receivable consists of normal trade receivables. The Company assesses the collectibility of its accounts receivable regularly. Based on this assessment, an allowance for doubtful accounts is recorded. At June 30, 2007, the Company had no accounts receivable and no allowance for doubtful accounts was recorded.

4. Coal Reserves

By agreement dated September 30, 2005 with GeoTec Thermal Generators, Inc., the Company acquired 200,000 tons of mined coal in exchange for 100,000 shares of preferred Stock, which may, per the agreement, be converted into the Company's common stock, at the sole discretion of the GeoTec Thermal Generators, Inc., at any time in an amount equal to the purchase price, which based on the bid price of $.10 price on September 30, 2005, was valued at $4,600,000. GeoTec Thermal Generators, Inc. has other coal in other locations in the United States and the agreement allows the Company to

4. Coal Reserves - Continued

substitute coal in these other locations, which the Company may exercise this right if it for example would expedite the delivery process. In evaluating the coal assets in accordance with SFAS No. 144 "Accounting for Impairment or Disposal of Long-Lived Assets" as discussed in Note 1 - Significant Accounting Policies, the Company has recorded an impairment reserve of $4,600,000 against the coal assets due to the lack of operating capital and Geotec's non-compliance with the agreement to process the coal and remit the net proceeds to the Company , and as the result the Company is prepared to contest the issuance and conversion of the preferred stock.

5. Related Party Transactions

In May 2002, the Company issued 16,000,000 (800,000 after the 1 for 20 reverse) shares to Urban Television Network Corporation, a Texas corporation for asset purchase of network assets - See footnote 1.

In fiscal years 2003 and 2004, the Company leased office space from one its shareholders and director for $2,000 per month. The total rental expense for the year ended September 30, 2004 was $24,000.

In year 2003, the Company began using the services of a company owned by shareholders, one being a director of the Company, that provides the Company with the equipment and master control services to put the Company's programming on the satellite for the broadcast affiliates to receive and rebroadcast to their local markets. During the period ended September 30, 2004, the total expense paid out for these services was $430,367.

The Company uses the services of a company owned by shareholders to provide it with technology services including Internet and affiliate relations. During the periods ended June 30, 2007 and 2006, the total expense paid out for these services was $19,840 and $96,914, respectively.

During the period ended September 2003, the Company executed an interest bearing note with a shareholder. The principal borrowed of $168,765 plus accrued interest of $29,750 were converted to a non-interest note payable to the shareholder. As discussed below, the shareholder agreed to reduce the Company's payable by $198,515 to apply towards the purchase of common stock by Wright Entertainment LLC during the period ended September 30, 2004. In December 2004, this payable was reinstated in conjunction with the termination of the Wright Entertainment LLC subscription agreement and the execution of the World One Media Group, Inc. subscription Agreement discussed later in this Note 8. This note was converted to 1,000,000 shares of common stock in February of 2005.

The Company executed an interest bearing note with a shareholder of the Company during the period ended September 30, 2003 to pay operating expenses. During the period ended September 30, 2003 the amounts loaned totaled $132,200. During the period ended September 30, 2004, the Company repaid $130,000 and the remaining $2,200 was repaid during the year ended September 30, 2005.

5. Related Party Transactions - Continued

The Company executed an interest bearing note with a shareholder of the Company during the year ended September 30, 2004 to pay operating expenses. During the year ended September 30, 2004 the amounts loaned totaled $400,000. In September 2005, $228,290 of this note was converted to 2,282,900 shares of common stock by the noteholder and the remaining balance of $171,710 was extended to March 31, 2006 and the balance at March 31, 2006 had increased to $191,005. See Note 8 disclosure of terms, interest rate and conversion privileges.

On October 30, 2003, the Company completed a stock subscription agreement

with Wright Entertainment, LLC, a Nevada limited liability company, whose owner and managing director is Lonnie G. Wright, Chairman and Chief Executive Officer of the Company. Wright Entertainment, LLC entered into the stock subscription agreement for Fourteen Million (14,000,000) common shares for Seven Million ($7,000,000) Dollars or Fifty ($0.50) Cents per share. The stock sale was structured as an installment stock sale. The terms of the stock sale are as follows: $500,000 down, the $6,500,000 balance payable on a promissory note at $875,000 Dollars quarterly, including 6% interest on the declining balance. A portion ($200,000) of the $500,000 down payment was satisfied by one of the Company's lenders forgiving $198,515 of advances due the lender and $1,485 of accrued interest on a note payable to the lender. As part of the definitive agreement, between the Company, Wright Entertainment LLC and World One Media Group, Inc. discussed in the next paragraph this stock subscription agreement for 14,000,000 shares was termination and the 4,000,000 shares that had been issued to Wright Entertainment LLC's for management services and to be vested upon Wright Entertainment LLC's completed the payment for its subscription agreement were cancelled. The definitive agreement calls for the Company to pay Wright Entertainment LLC, owned by Lonnie G. Wright, $300,000 ($60,000 at the signing and $15,000 per month for nineteen months beginning January 15, 2005) and issue Wright Entertainment LLC 1,000,000 shares of the Company's restricted common stock.

On December 13, 2004, we entered into a definitive agreement with World One Media Group, Inc., a Nevada corporation. The definitive agreement called for World One to purchase 70,000,000 restricted common shares for $7,000,000. The subscription agreement signed on December 23, 2004 set the terms of the installment purchase at $100,000 being paid on December 23, 2004 and with a promissory note bearing no interest being executed for the remaining $6,900,000 and being paid at the rate of $150,000 every 45 days beginning on January 31, 2005 until promissory note has been paid in full.

All the shares were pledged as collateral for the promissory note and were physically held by the Company. Additionally, World One was to be issued warrants for 30,000,000 (reduced by mutual agreement from the original 80,000,000 warrants) shares of common stock that were exercisable for $.01 per share at any time after the Company's stock price maintained a $10 bid price for 20 consecutive trading days.

On July 26, 2005, the Board of Directors voted to (1) terminate the stock subscription agreement with Dove Media Group, Inc. (formerly known as World One Media Group, Inc.) due to its nonpayment of required installment payments, (2) cancel the 70,000,000 shares issued and held by the Company as security on the stock subscription agreement and the 30,000,000 warrants, (3) reissue 2,500,000 shares to Dove Media Group, Inc. for $250,000 that it paid towards the stock subscription Agreement and (4) cancel the 5,000,000 shares that had been authorized for Dr. Ajibike Akinkoye for services to be rendered.

5. Related Party Transactions - Continued

On July 29, 2005, we entered into a stock subscription agreement with Miles Investment Group, Inc., a Texas limited liability company controlled by Jacob R. Miles III, a shareholder and the Company's Chief Executive Officer. The agreement calls for Miles Investment Group, LLC to purchase 69,000,000 restricted common shares for $6,900,000 on an installment basis over a 28 month period with the terms being $100,000 as a down payment and $250,000 per month beginning on September 1, 2005 and the first each month thereafter until the total of $6,800,000 has been paid in full. The Company has deferred payments on the stock subscription agreement until June 30, 2006, in consideration for Miles Investment Group LLC bringing the coal reserves deal to the Company. All the shares are pledged as collateral for the promissory note and will be physically held by the Company. Additionally, Miles Investment Group, LLC will be issued warrants for 30,000,000 shares of restricted common stock that can be exercised for $.01 per share in various amounts depending on the future stock price of the Company's stock.

During the fiscal years ended September 30, 2005, Randy Moseley, CFO advanced the Company $30,900 for operating expenses.

During the fiscal year ended September 30, 2006, Jacob R. Miles, CEO advanced the Company $30,000 for operating expenses.

During the fiscal year ended September 30, 2006, Randy Moseley, CFO advanced the Company $43,500 for operating expenses and received reimbursements of $22,000.

During the nine months ended June 30, 2007, Randy Moseley, CFO advanced the Company $9,980 for operating expenses.

On September 29, 2006, the Board of Directors voted to terminate the stock subscription agreement and warrants with Miles Investment Group, LLC due to non-performance on the payment terms as called for in the subscription agreement, after allowing Miles Investment Group, LLC a number of extension to come into compliance with the subscription agreement. The impact of this action was to (1) remove 67,000,000 shares from the issued $0.0001 par value common stock, which reduced the number of issued and outstanding from 144,822,277 shares to 77,822,277 shares and (2) cancel the 30,000,000 warrants.

6. Notes Payable and Advances

	June 30, 2007
Note payable to stockholder at 20% interest payable on or before September 20, 2008 (1)	$ 151,580
Notes payable to stockholders at 6% due upon sale of coal reserves	160,000
Note payable to stockholder at no interest, payable $15,000 per month, on 15th of the month, final payment was due April 15, 2006	90,000
Note payable to vendor at 12% interest (18% on past due amounts) payable on April 30, 2006 (2)	63,511
Advances from shareholders (3)	45,545
Advances from a non-related party that has been assumed by a receiver (4)	665,000
	$1,175,636

(1) The holders of the September 20, 2008 note and vendor note have a UCC-1 lien against the Company's assets, expressly subordinated to the Westar Satellite Services note discussed below.

The September 20, 2008 note originally due on August 31, 2005 has been extended by the noteholder various times in consideration for the Company issuing the noteholder 200,000 shares of common stock, which the Company valued at $20,000 and changing the conversion ratio to the current price of $.011 per share. In September 2006 the note was made part of an increased bridge loan of $492,400 of which $358,016 had been advanced at September 30, 2006. The note is associated with a stock subscription agreement with R.J. Halden Holdings, Inc. discussed in Note 8.

(2) Westar Satellite Services, the superior lienholder, was granted 100,000 warrants at an exercise price $0.12 per share for a period of three years from November 7, 2005. The noteholder has filed suit against the Company for payment of this note and accrued interes. The noteholder has also purported to declare default and accelerate indebtedness under the satellite services agreement, which the note represented partial repayment thereof. See Note 10 - Commitments and Contingencies for a discussion of this liability.

(3) The advances from shareholders are due on demand and do not bear interest.

(4) See Note 10 - Commitments and Contingencies - Legal Matters for a discussion of the dismissal without predijuce of a lawsuit regarding this liability by the presiding judge in a receivership case for Mega Fund Corporation.

Urban Television Network Corporation
NOTES TO FINANCIAL STATEMENTS
June 30, 2007
(UNAUDITED)

7. Income Tax

The Company accounts for income taxes under the provisions of Statement of Financial Accounting Standards No. 109, "Accounting for Income Taxes". This standard requires, among other things, recognition of future tax consequences, measured by enacted tax rates attributable to taxable and deductible temporary differences between financial statement and income tax bases of assets and liabilities. Valuation allowances are established, when necessary, to reduce deferred tax assets to the amount expected to be realized. Income tax expense is the tax payable for the period and the change during the period in the deferred tax asset and liability.

Temporary differences between the financial statement carrying amounts and tax basis of assets and liabilities did not give rise to significant portions of deferred taxes at June 30, 2007.

The (provision) benefit for income tax consist of the following:

	June 30, 2007
Current	$ 0
Deferred	0
	$ 0

The Company's utilization of any tax loss carryforward available to it will be significantly limited under Internal Revenue Code Section 382, if not totally, by recent stock issuances and changes in control. The Company has established a 100% valuation allowance until such time as it is decided that any tax loss carryforwards might be available to it. The Company accounts for income taxes pursuant to the Statement of Financial Accounting Standards No.109. The Company has no current or Deferred income tax component. For the year ended September 30, 2006, the Valuation Allowance increased by approximately $350,000. During the nine months ended June 30, 2007, the Valuation Allowance increased by approximately $200,000.

8. Capital Stock

The Company has authorized 200,000,000 common shares with a par value of $0.0001 per share. Each common share entitles the holder to one vote, in person or proxy, on any matter on which action of the stockholders of the corporation is sought.

The Company began operations by completing the acquisition of Urban Television Network Corporation, a Texas corporation, in two steps; (1) in May of 2002 the Company issued 16,000,000 shares (800,000 after the 1 for

20 reverse)and (2) in February of 2003, the Company entered into an Exchange Agreement with the majority shareholders of Urban Television Network Corporation, a Texas corporation (Urban-Texas) to acquire 90% of the issued and outstanding capital stock of Urban-Texas in return for 13,248,000 shares of the Company's common stock - See footnote 1.

In September 2002, the Company issued 100,000 (5,000 after the 1 for 20 reverse) shares to Hispanic Television Network, Inc. as part of the mutual settlement agreement between the two companies to cancel the Satellite Transponder Service Agreement and notes payable/receivable.

Urban Television Network Corporation
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8. Capital Stock - continued

On November 21, 2002 the Company completed a 1:20 reverse stock split and amending its Articles of Incorporation to increase its authorized common shares to 200,000,000 and adjust its par value to $0.0001 per share.

During the years ended September 30, 2003, 2004, 2005 and 2006 the Company issued shares of its common stock for consulting, legal and management services as follows;

	Number of Shares Issued	Company Valuation of Shares Issued
Year ended September 30, 2003	7,275,000	$ 811,250
Year ended September 30, 2004	21,308,000	$4,771,450
Year ended September 30, 2005	4,150,000	$ 427,000
Year ended September 30, 2006	6,129,000	$ 190,870

During the years ended September 30, 2003, 2004, 2005 and 2006 the Company issued common stock for Bridge Loan conversions as follows;

	Number of Shares Issued	Amount of Bridge Loans Converted
Year ended September 30, 2003	1,957,300	$ 978,650
Year ended September 30, 2004	4,135,441	$1,852,648
Year ended September 30, 2005	10,276,100	$1,136,922
Year ended September 30, 2006	2,482,000	$ 85,000

In the fiscal years ended September 30, 2004, 2005 and 2006 the Company entered into three stock subscription agreements with three different minority groups for a majority ownership interest in the Company's common stock have been terminated. Following is a summary of the stock transactions involved in those agreements, which or more fully described in Note 5 - Related Party Transactions;

Date of Agreement	Name of Group	Number of Shares Issued	Value Assigned To Shares	Note Value	Warrants Issued
10/30/03	Wright Entertainment	18,000,000	$ 9,000,000	$ 6,800,000	
12/13/04	Wright Entertainment	(18,000,000)	$ (9,000,000)	$ (6,800,000)	
12/13/04	World One Media Group	70,000,000	$ 7,000,000	$ 6,750,000	30,000,000
7/26/05	World One Media Group	(67,500,000)	$ (6,750,000)	$ (6,750,000)	(30,000,000
7/29/05	Miles Investment Group	69,000,000	$ 6,900,000	$ 6,690,000	30,000,000
7/29/06	Miles Investment Group	(67,000,000)	$ (6,700,000)	$ (6,690,000)	(30,000,000
Net Effect at 9/30/06		4,500,000	$ 450,000	$ --	--

In September 2005, the Company issued 200,000 shares of its common stock to the noteholder of the $171,710 note payable discussed in Note 8 as part of the consideration for the noteholder agreeing to extend the note to March 31, 2006.

Urban Television Network Corporation
NOTES TO FINANCIAL STATEMENTS
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8. Capital Stock - continued

On September 29, 2006, the Board of Directors voted to terminate the stock subscription agreement and warrants with Miles Investment Group, LLC due to non-performance on the payment terms as called for in the subscription agreement, after allowing Miles Investment Group, LLC a number of extension to come into compliance with the subscription agreement. The impact of this action was to (1) remove 67,000,000 shares from the issued $0.0001 par value common stock, which reduced the number of issued and outstanding from 144,822,277 shares to 77,822,277 shares and (2) cancel the 30,000,000 warrants.

On September 29, 2006, the Board of Directors approved effective as of September 23, 2006, a subscription agreement R. J. Halden Holdings, Inc. ("RJHH"). RJHH is one of the largest, if not largest shareholder in the Company. The Subscription Agreement calls for RJH to fund $1.5 million on or before January 31, 2007. RJHH is entitled to purchase 64% interest in the Company, or a total of 136,104,486 shares. The subscription vest with pro rata advances in increments of a minimum of 500,000 shares as paid. The Company's currently authorized shares of 200,000,000 will have to be

amended in the future to allow for the full issuance of the 136,104,486 shares, should R.J. Halden Holdings, Inc. fund the entire $1,500,000. RJH is currently in material default of the Subscription Agreement, and the Company may, at any time, elect to terminate the Subscription Agreement and issue stock as earned by any partial performance.

In December of 2006, the Company issued 3,960,000 shares of its common stock for consulting and management services, which the Company valued at $95,041.

In December of 2006, the Company issued 20,231,461 shares of its common stock to Bridge Loan lenders for the election to convert $225,000 to common stock.

In January of 2007, the Company issued 18,147,300 shares of its common stock to Bridge Loan Lenders for the election to convert $200,000 to common stock.

In March of 2007, the Company issued 10,000,000 shares of its common stock to Circle R Media in return for space, equipment and personnel at its facilities. The Company valued the shares at $.02 per share.

Warrants

In connection with a vendor converting a payable to note payable, the Company issued the vendor 100,000 warrants that can be exercised over a five year period at the exercise price of $.25 per share.

The Company issued management 950,000 warrants in March 2006 which are vested immediately and exercisable at $0.05 per shares on or before December 31, 2007 in return for loans made to the Company for operating expenses. The Company has not recognized any expense related to these warrants as the market price of the Company's stock at issuance was equal to the exercise price.

Non-Qualified Stock Grant and Option Plan

The Company is authorized to issue up to 6,800,000 shares of common stock under its 2003 Non-Qualified Stock Grant and Option Plan (the "Plan") through an S-8 registration, as amended. This Plan is intended to serve as an incentive to and to encourage stock ownership by certain directors, officers, employees of and certain persons rendering service to the Company, so that they may acquire or increase their proprietary interest in

8. Capital Stock - continued

the success of the Company, and to encourage them to remain in the Company's service. During the year ended September 30, 2003, the Company had distributed 1,900,000 of the shares through grants. During the year ended September 30, 2004, the Company had distributed 1,586,000 of the shares through grants. During the year ended September 30, 2005, the Company distributed 200,000 of the shares through grants. During the nine months ended June 30, 2007, the Company distributed 3,960,000 of the shares through grants.

9. Preferred Stock

The Articles of Incorporation of the Company authorize issuance of a maximum of 500,000 shares of nonvoting preferred stock with a par value of $1.00 per share. The Articles of Incorporation grant the Board of Directors of the Company authority to determine the designations, preferences, and relative participating, optional or other special rights of any preferred stock issued.

On September 30, 2005, the Company entered into an agreement with GeoTec Thermal Generators, Inc. to acquire 200,000 tons of coal in exchange for 100,000 shares of preferred Stock (See Note 4 - Coal Reserves), which may be converted into the Company's common stock, at the sole discretion of the GeoTec Thermal Generators, Inc., at any time in an amount equal to the purchase price at the stock bid price of $.10 on September 30, 2005. The 100,000 shares of preferred stock do not have any voting rights or preferences, except for the conversion privilege.

10. Commitments and Contingencies

Satellite Transponder Lease

In December 2005, the Company renewed its Satellite space segment service agreement with Intelsat, Inc. for 6 MHz of satellite bandwidth on Intelsat 5 for a period of five years ending on October 31, 2010 at the rate of $17,850 per month. This agreement was terminated by Intelsat in April 2006 for non-payment by the Company. For the nine months ended June 30, 2007 and 2006, the amounts expensed were $-0- and $125,028, respectively.

Signal Uplink Lease

The Company renewed its Full Time Broadcast Agreement with Westar Satellite Services, LP on October 15, 2005 for a full time redundant 6 MHz digital C-band uplink service for a period of five years ending on October 31, 2010 at the rate of $8,800 per month plus taxes. For nine months ended June 30, 2007 and 2006 the amounts expensed for Uplink services were $79,200 and $79,200, respectively.

Westar Satellite Services, LP has sued the Company for non-payment of this contract. Future lease payments due during the term of the master service agreement ending on October 31, 2010 will equal $334,400 and be due as follows:

Year ended September 30, 2007	$ 26,400
Year ended September 30, 2008	$105,600
Year ended September 30, 2009	$105,600
Year ended September 30, 2010	$ 96,800

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10. Commitments and Contingencies - continued

Facilities Space Lease

The Company entered into a lease for office and uplink space on March 1, 2004 for a period of one year ending on February 28, 2005 and the lease renewed automatically with the current lease period scheduled to end on February 28, 2008 at the rate of $2,569 per month plus a monthly allocation for water usage. The Company moved out of the space in April of 2007 and has continued to record the monthly liability until the point that it is confirmed that the lessor has released the space. For nine months ended June 30, 2007 and 2006, the amount expensed for this office space lease was $23,321 and $22,491, respectively.

Future lease payments due through February 28, 2008 should the lessor not release the space will be approximately $21,480.

The Company entered into a lease for additional space at the its corporate headquarters facilities on April 1, 2005 for one year ending on March 31, 2006, at the rate of $4,100 per month. The Company exercised its option to terminate this lease on its March 31, 2006 anniversary date. For the nine months ended June 30, 2007 and 2006, the amount expensed for this office space lease was $-0- and $12,300, respectively.

Employment Agreements

Mr. Randy Moseley is employed pursuant to a five-year employment agreement that commenced on October 2, 2002. The agreement provides for a base annual salary equal to $200,000 and a possible annual cash bonus as determined by the Board of Directors and/or the Compensation Committee. In October 2003, the employment agreement of Mr. Moseley was extended and amended to allow for the naming of a new President and Chief Executive Officer for the Company. Mr. Moseley accepted the officer position of Executive Vice President and Chief Financial Officer and agreed to defer the payment of his salary for the period from October 2, 2002 to September 30, 2003 with this deferred year being added to the end of the original employment term to make the term of the employment agreement now end on September 30, 2008. During the periods ended September 30, 2006 and 2005, $150,000 and $126,000 of Mr. Moseley's annual compensation was accrued as a payable. During the nine months ended June 30, 2007, $84,160 of Mr. Moseley's annual compensation was accrued as a payable. At June 30, 2007, a total of $510,160 in compensation was accrued as a payable to Mr. Moseley. Mr. Moseley has agreed to the suspension of the accrual of his salary until such time as the Company recapitalizes and has the funds to pay his salary.

Mr. Jacob R. Miles III, is employed as the Company's President and Chief Executive Officer pursuant to a three-year employment agreement that commenced effective January 1, 2006. The agreement provides for a base annual salary equal to $225,000 with a minimum of annual increases of 5% and a possible annual cash bonus as determined by the Board of Directors and/or the Compensation Committee.During the period ended September 30, 2006, $142,500 of Mr. Miles' annual compensation was accrued as a payable. At September 30, 2006, a total of $178,000 in compensation was accrued as a payable to Mr. Miles. During the nine months ended June 30, 2007, $96,660

of Mr. Miles's annual compensation was accrued as a payable. At June 30, 2007, a total of $274,660 in compensation was accrued as a payable to Mr. Miles. Mr. Miles has agreed to the suspension of the accrual of his salary until such time as the Company recapitalizes and has the funds to pay his salary.

10. Commitments and Contingencies - continued

Legal Matters

The Company's motion to dismiss was granted on February 23, 2006 by the United States District Court, Central District of California, Los Angeles Division in a legal action styled Walter E. Morgan, Jr. vs. Urban Television Network Corporation et al. The Company claimed that the Plaintiff claims should have been brought in a previous case wherein the Company took a judgment against Mr. Morgan in excess of $1,500,000 in June 2204 in the U.S. District Court for the Northern District of Texas, Fort Worth Division. Mr. Morgan and his related companies appealed the judgment which was dismissed sua sponte by the U.S. Court of Appeals for the Fifth Circuit. The Company has made the decision not to record the default judgment as an asset until at such time as it is confident that asset value can be recovered from the defendants.

The Company was party to legal action pending in the United States District Court for the Northern District of Texas. In a lawsuit styled Michael J. Quilling, Receiver For MegaFund Corporation and Stanley A. Leitner vs.Urban Television Network Corporation, the Receiver filed a complaint against the Company to recover advances in the amount of $665,000 to the Company by Mega Fund Corporation. The Company recorded these advances as a liability on its financial statements and on December 6, 2006, the presiding judge signed an Agreed Order of Dismissal that dismissed without prejudice the lawsuit of Michael J. Quilling, the Receiver for Mega Fund Corporation.

The Company is party to legal action pending in the 162nd District Court, Dallas, Texas. The Company has been served with a summons in a civil case styled Westar Satellite Services, L.P. vs. Urban Television Network Corporation. The Plaintiff has filed complaint against the Company to recover amounts due Plaintiff under a promissory note and Master Service Agreement. The Company has recorded the related liabilities for the promissory note and master service agreement on its financial statements. The ultimate disposition could have a material adverse effect on the Company's consolidated financial position, results of operations and liquidity, if the Company does not secure adequate working capital.

11. Going Concern

The Company has suffered recurring losses from operations and has a deficit in both working capital and stockholders' equity. In order for the Company to sustain operations and execute its television broadcast and programming business plan , capital will need to be raised to support operations as the

company executes its business plan. These conditions raise substantial doubt about the Company's ability to continue as a going concern.

The Company may raise additional capital through operating cash flows, the sale of its equity securities, or debt securities. Subsequent to June 30, 2007, the Company has raised additional capital of approximately $6,000 from shareholder advances.

Item 2. Management's Discussion and Analysis or Plan of Operation.

This Form 10-QSB contains statements that constitute "forward-looking statements." These forward-looking statements can be identified by the use of predictive, future-tense or forward-looking terminology, such as "believes," "anticipates," "expects," "estimates," "plans," "may," "will," or similar terms. These statements appear in a number of places in this report and include statements regarding the intent, belief or current expectations of the Company, its directors or its officers with respect to, among other things: (i) trends affecting the Company's financial condition or results of operations for its limited history; (ii) the Company's business and growth strategies; (iii) the Internet and Internet commerce; and, (iv) the Company's financing plans. Investors are cautioned that any such forward-looking statements are not guarantees of future performance and involve significant risks and uncertainties, and that actual results may differ materially from those projected in the forward- looking statements as a result of various factors. Factors that could adversely affect actual results and performance include, among others, the Company's limited operating history, dependence on key management, financing requirements, government regulation, technological change and competition. Consequently, all of the forward-looking statements made in this Quarterly Form 10-QSB are qualified by these cautionary statements and there can be no assurance that the actual results or developments anticipated by the Company will be realized or, even if substantially realized, that they will have the expected consequence to or effects on the Company or its business or operations. The Company assumes no obligations to update any such forward-looking statements.

Readers are urged to carefully review and consider the various disclosures made by us in this Quarterly Report on Form 10-QSB and our Form 10-KSB and Form 10-KSB/A for the period ended September 30, 2006 and our other filings with the U.S. Securities and Exchange Commission. These reports and filings attempt to advise interested parties of the risks and factors that may affect our business, financial condition and results of operations and prospects. The forward-looking statements made in this Quarterly Form 10-QSB speak only as of the date hereof and we disclaim any obligation to provide updates, revisions or amendments to any forward-looking statements to reflect changes in our expectations or future events.

Background

Urban Television Network Corporation (the "Company") formerly known as Waste Conversion Systems, Inc. was incorporated under the laws of the state of Nevada

on October 21, 1986. The principal office of the corporation is located at 300 Radio Shack Circle, Suite T3-381, Fort Worth, Texas 76102.

In January 2002, the Company underwent a change of control with the directors of the Company appointing the directors and officers of Urban Television Network Corporation, a Texas corporation, (Urban-Texas) as the new directors and officers of the Company, and at the same time resigning their board positions.

On May 1, 2002, the Company entered into an agreement with Urban-Texas to acquire the rights to the Urban-Texas affiliate network signal space which included the assignment of the Urban-Texas broadcast television station affiliates for 16,000,0000 shares of common stock, which became 800,000 shares after the 1 for 20 reverse split in November 2002.

On February 7, 2003, the Company entered into a Stock Exchange Agreement with the majority shareholders of Urban-Texas to acquire approximately 90% of the issued and outstanding capital stock of Urban-Texas (13,248,000 of 14,759,000 shares) in exchange for the Company's issuance of 13,248,000 shares of its authorized but unissued common stock, $.0001 par value (the "Exchange Shares"), to the majority shareholders of Urban-Texas. The remaining 10% was contributed to the Company in June of 2003.

Urban-Texas is considered the accounting acquirer, and the accompanying financial statements include the operations of Urban-Texas from the earliest period presented. The May 2002 and February 2003 transactions with the Company are presented as a recapitalization of Urban-Texas.

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The consideration exchanged in Stock Exchange Agreement was negotiated between the Company and Urban-Texas in a transaction with management. The management of the Company and Urban- Texas, were the same individuals. The transaction did not represent an arms-length transaction.

On October 30, 2003, the Company completed a stock subscription agreement with Wright Entertainment, LLC, a Nevada limited liability company, whose owner and managing director is Lonnie G. Wright, Chairman and Chief Executive Officer of the Company. Wright Entertainment, LLC entered into the stock subscription agreement for Fourteen Million (14,000,000) common shares for Seven Million ($7,000,000) Dollars or Fifty ($0.50) Cents per share. The stock sale was structured as an installment stock sale. The terms of the stock sale are as follows: $500,000 down, the $6,500,000 balance payable on a promissory note at $875,000 Dollars quarterly, including 6% interest on the declining balance. A portion ($200,000) of the $500,000 down payment was satisfied by one of the Company's lenders forgiving $198,515 of advances due the lender and $1,485 of accrued interest on a note payable to the lender. In December 2004, this subscription agreement was terminated by mutual agreement between the Company and Wright Entertainment LLC as well as the termination of 4,000,000 shares that has been issued to Wright Entertainment and were to be vested to Wright Entertainment upon the full payment of the subscription agreement.

On December 13, 2004, we entered into a definitive agreement with World One Media Group, Inc., a Nevada corporation. The definitive agreement called for World One to purchase 70,000,000 restricted common shares for $7,000,000. The subscription agreement signed on December 23, 2004 set the terms of the installment purchase at $100,000 being paid on December 23, 2004 and with a promissory note bearing no interest being executed for the remaining $6,900,000 and being paid at the rate of $150,000 every 45 days beginning on January 31, 2005 until promissory note has been paid in full. All the shares are pledged as

collateral for the promissory note and will be physically held by the Company. Additionally, World One was to be issued warrants for 30,000,000 (reduced by mutual agreement from the original 80,000,000 warrants) shares of common stock that can be exercised for $.01 per share at any time after the Company's stock price maintained a $10 bid price for 20 consecutive trading days.

As part of the definitive agreement, Wright Entertainment LLC which had previously entered into a stock subscription agreement for 14,000,000 shares agreed to the termination and cancellation of that agreement by the Company and further agreed to the termination and cancellation of 4,000,000 shares that had been issued in Wright Entertainment LLC's name and were to be vested when Wright Entertainment LLC completed the payment for its subscription agreement. The definitive agreement calls for the Company to pay Wright Entertainment LLC, owned by Lonnie G. Wright, $300,000 ($60,000 at the signing and $15,000 per month for nineteen months beginning January 15, 2005) and issue Wright Entertainment LLC 1,000,000 shares of the Company's restricted common stock.

On July 26, 2005, the Board of Directors voted to (1) terminate the stock subscription agreement with Dove Media Group, Inc. (formerly known as World One Media Group, Inc.)due to its nonpayment of required installment payments, (2) cancel the 70,000,000 shares issued and held by the Company as security on the stock subscription agreement, (3) reissue 2,500,000 shares to Dove Media Group, Inc. for $250,000 that it paid towards the stock subscription Agreement and (4) cancel the 5,000,000 shares that had been authorized for Dr. Ajibike Akinkoye for services to be rendered.

On July 29, 2005, we entered into a stock subscription agreement with Miles Investment Group, Inc., a Texas limited liability company controlled by Jacob R. Miles III, a shareholder and the Company's Chief Executive Officer. The agreement called for Miles Investment Group, LLC to purchase 69,000,000 restricted common shares for $6,900,000 on an installment basis over a 28 month period with the terms being $100,000 as a down payment and $250,000 per month beginning on September 1, 2005 and the first each month thereafter until the total of $6,800,000 has been paid in full. Additionally, Miles Investment Group, LLC had the right to warrants for 30,000,000 shares of restricted common stock that could be exercised for $.01 per share in varying amounts depending on the Company's stock price on the OTCBB exchange.

On September 29, 2006, the Board of Directors voted to terminate the stock subscription agreement and warrants with Miles Investment Group, LLC due to non-performance on the payment terms as called for in the subscription agreement, after allowing Miles Investment Group, LLC a number of extension to come into compliance with the subscription agreement. The impact of this action was to (1) remove 67,000,000 shares from the issued $0.0001 par value common stock, which reduced the number of issued and outstanding from 144,822,277 shares to 77,822,277 shares and (2) cancel the 30,000,000 warrants.

On September 29, 2006, the Board of Directors approved effective as of September 23, 2006, a subscription agreement R. J. Halden Holdings, Inc. ("RJHH"). RJHH is one of the largest, if not the largest shareholder in the Company. The Subscription Agreement called for RJHH to fund $1.5 million on or before January 31, 2007. RJHH is entitled to purchase 64% interest in the Company, or a total of 136,104,486 shares. The subscription vest with pro rata advances in increments of a minimum of 500,000 shares as paid.

Although the Company is currently not airing programming to affiliates as

discussed later in this Item 2 in the Liquidity and Capital Resources Section, the Company's business plan continues to be the suppling of programming to independent broadcast television stations and cable systems. Formerly as Waste Conversion Systems, Inc., the Company's business had been the marketing of thermal burner systems that utilize industrial and agricultural waste products as fuel to produce steam, which generates electricity, air-conditioning or heat.

In 2001, the Company acquired a general market television network affiliate base from Hispanic Television Network, Inc. (HTVN) and rebranded it towards the Urban market. The Company's business plan is to provide ethnic television programming to the minority programming interests of the African-American and English-speaking Hispanic population markets across the United States. The Company at the time of going dark in April 2006 included approximately 74 broadcast television station affiliates in various parts of the country. Upon successfully securing new financing to resume airing programming and maintaining its Nielsen Market Research agreement, the Company's goal is to attract the larger of these 74 affiliates along with independent full power stations as affiliates.

We plan to target the minority markets, primarily the African American and Hispanic Markets, because we believe that they present vast marketing opportunities and that are currently under-served by our competition. The African American market, composes approximately 13% of the U.S. population with a spending power in excess of $600 billion. The Hispanic population is also approximately 13% of the U.S. total with a spending power also in the $600+ billion range. With few competitors in broadcast television that are exclusively devoted to programming to the minority markets, we feel that there are attractive opportunities to provide a quality broadcasting service to the African American and Hispanic (especially bi-lingual and English speaking Hispanic programming) populations that together make up in excess of 25% of the U.S. population.

On July 10, 2004, the Company received a certificate from Nevada Minority Business Council, an affiliate of the National Minority Supplier Development Council, indicating that the Company qualifies as a Minority Owned and Managed Company, which has met the certification criteria established by the National Minority Supplier Development Council. The certification was renewed on February 1, 2005 for a one year period. On January 31, 2006, the Company renewed its certification with the Dallas/Fort Worth Minority Business Council, Inc. for a one year period ending January 31, 2007. The Company did not apply for renewal of the certification after it expired on January 31, 2007.

Our financial results depend on a number of factors, including the ability to attract new financing for the Company's relaunch and growth, maintaining a Nielsen Market Research agreement, the strength of the national economy and the local economies served by affiliate stations, total advertising dollars dedicated to the markets served by affiliate stations, advertising dollars dedicated to the African American and Hispanic consumers in the markets served by affiliate stations, the affiliate stations' audience ratings, our ability to provide interesting minority focused programming, local market competition from other television stations and other media, and government regulations and policies, such as the multiple ownership rules, the ability of Class A affiliate stations to be considered must carry for cable systems to increase their distribution and the deadlines for television stations converting to digital signals.

Management, assuming that it can attract new capital for a relaunch of the network, has developed a revenue generation plan that includes program syndication, securing network advertising at the best available rate, uplinking other party's signals to the satellite, plus implementing a technology plan to

assist its affiliates with sale of their local advertising time. Management's plan is to increase rates as affiliate stations are added to the network. The implementation of this comprehensive plan is expected to have a positive affect upon sales revenues. In addition, the Company has added a focus to seek affiliations with independent full power stations that have must carry privileges with cable and digital distribution companies, but do not have the financial capability to subscribe to Nielsen ratings in its local market.

Revenues

The Company's business plan, assuming that it can attract new capital for a relaunch of the network, includes multiple sources of revenues that are now available to companies that have the ability to reach viewers through television, the Internet and wireless devices that are delivering programming and messages viewers that have access to these sources. Following is a discussion of these potential revenue sources:

1. Advertising spots and programming time on the network and local stations. Our revenues are affected primarily by the advertising rates that we are able to charge for national advertising commercials on the Urban TV network and local spots that the Company may obtain on local stations, as well as the overall demand for African-American and English-speaking Hispanic television advertising time by advertisers.

National Spot Advertising. National advertisers have the opportunity to buy "spot" advertising on a network wide basis or in specific markets. For example, an advertising agency in New York could purchase advertising spots on a program airing in a particular time period on all the affiliate stations or purchase advertising spots for a program airing on affiliate stations in particular markets where the Network has an affiliate station.

The Company's plan is to have the yet to be established sales personnel located in all major markets that have a large concentration of advertising agencies targeting the African-American and English-speaking Hispanic markets. The sales of the local spot advertising would them be generated by these local sales staff personnel.

Local Spot Advertising. Advertising agencies and businesses located in specific markets will buy commercial air-time in their respective market. This commercial time will be sold in the market by a local sales force or as a specific buy from a national client. Local spot advertising also includes event marketing. In conjunction with a spot buy, the station incorporates events that may be held on the premise of a business or advertiser for the purpose of driving traffic to that place of business.

Program Time Sales. Also known as long-form programs are sold on the network and on locally managed stations to companies wanting to purchase the television time and air their own programs.

Advertising rates in general are determined primarily by:

- the markets covered by broadcast television affiliates,
- the number of competing African-American television stations in the same market as our affiliate stations,
- the television audience share in the demographic groups targeted by advertisers, and
- the supply and demand for African-American advertising time.

Seasonal fluctuations are also common to the broadcast industry and are due

primarily to fluctuations in advertising expenditures by national and local advertisers. The first calendar quarter typically produces the lowest broadcast revenues for the year because of the normal post-holiday decreases in advertising.

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Historically most of our network advertising has being sold to direct response and per inquiry advertisers. Going forward, we plan to deploy a network advertising team consisting of account executives that will solicit advertising directly from national advertisers as well as soliciting advertising from national advertising agencies. Locally managed stations will also have account executives that will solicit local and national advertising directly from advertisers and from advertising agencies in the local markets.

We plan, assuming that the Company receives sufficient funding to relaunch, to market our advertising time on the Urban Television network to:

- Advertising agencies and independent advertisers. We market commercial time to advertising agencies and independent advertisers. The monetary value of this time is based upon the estimated size of the viewing audience; the larger the audience, the more we are able to charge for the advertising time.

  To measure the size of a viewing audience, networks and stations generally subscribe to nationally recognized rating services, such as Nielsen. We have executed an agreement with Nielsen Media Research To measure the viewing audience of certain of our programs that are Aired in the must carry programming on our affiliate network. This Agreement will allow us to approach the larger advertising agencies. Currently, a number of Urban Television's affiliate stations are located in the smaller market areas of the country, which is also not as desirable to the larger advertising clients. Our goal is to enter into affiliate agreements full-power television stations located in the top demographic market areas do not have the ability to obtain Nielsen ratings for their individual station. Urban Television believes that it can offer these stations a proposal that will give them the benefit of Nielsen ratings on a local basis while giving the UATV Network the ability to cumulate local ratings into a national rating for its national advertisers.

- Affiliate Stations. In exchange for providing programming and advertising time to affiliate stations, we retain advertising time and gain access to the affiliate stations' markets. In a traditional broadcasting contract, an affiliate station would retain all available advertising time, which it would then sell to outside advertisers, and the network would receive a fee from the affiliate station. As mentioned above, our goal is to move our network from its predominate low-power station affiliates to a full-power affiliate base. The basic plan would continue to share to advertising time in return for providing the programming. By aggregating a number of the affiliate stations and accumulating a large household coverage base, Urban Television will be able to sell its national advertising spots for the best rate possible.

- Program Owners: In exchange for licensing rights to select programming, the program owner retains a portion (usually half) of the available advertising time in each program and we as the network get the other half of the available advertising time in each program. The program owner is then able to sell the advertising time he retains to outside agencies and corporate advertisers. We obtain programming by

contracting with program owners at the annual National Association of Television Program Executives convention and by contracting with program owners who during the year are looking for distribution sources. In the future, to acquire certain exclusive, original or first-run usage and licenses for programming, we may be required to incur upfront programming expenses.

2. Syndication: The Company also plans, assuming that it receives sufficient funding to relaunch, to become a leading syndicator to independent stations outside the Urban Television Network and advertising agencies of television programming targeting African-American, English-speaking Hispanics, and Asian urban households. The Company's long-term strategic objective is to be the dominant integrated urban media company; developing, producing, and distributing entertainment content in the television and other media channels that target the wide audience of consumers who

enjoy urban entertainment content, including African-Americans, English-speaking Hispanics, Asian, suburban and urban consumers. The Company believes that it is well positioned to achieve this objective, given the strength of its management leadership, operating discipline, long-standing relationships, product mix, and executional capabilities.

The size of the syndication television market is currently estimated to be $2.6 billion. (1) African-American households represent 13,171,160 of the total household universe of 109,600,000 or roughly 12%.(2) The value of Company's market segment, focused on African-American household television advertising dollars, is thus conservatively estimated by the Company at $312 million, representing 12% of the aforementioned $2.6 billion in advertising sales in broadcast syndication. The Company believes that a similar size market is on the horizon for English speaking Hispanic-Americans. According to HispanIntelligence,(3) a national media organization focused on Hispanic advertising, the overall size of the market for advertising directed to Hispanics is $2.8 billion per year. Ninety percent (90%) of these dollars are dedicated to Spanish-language programming, leaving the size of the English speaking market at 10%, or approximately $279 million per year. However, 52% of Hispanics surveyed by HispanIntelligence, with the results reported in the same publication, indicated that they prefer English as the communication medium for advertisements across a broad base of programming, including the Internet. Thus, HMG believes that this segment is poised to experience explosive growth in the near future.

3. Multi-Platform Strategy in Wireless and other Digital Applications

After over five years of operations of the Urban Television Network, the Company believes upon successfully obtaining new financing for a relaunch of the network, that it has assembled a seasoned management team with the experience to develop the Company into a diversified multi-platform distribution media company generating multiple cash flow streams from produced and acquired urban focused content. The Company believes that this platform would extend the Company's offerings to its targeted urban consumers by enabling those consumers to access UATV content through alternative distribution channels. To achieve this end, the Company intends to expand its distribution to other media platforms such as cable television, video-on-demand ("VOD"), wireless, broadband internet, internet protocol TV ("IPTV"), home video, personal digital appliances ("PDA's), cellular phones utilizing G-3 broadband streaming infrastructure, and like digital and wireless applications now known and hereinafter conceived and/or

invented. The Company intends to create equity value by monetizing cost-efficiently produced content across multiple distribution channels generating multiple revenue streams, while building a library of content assets that will have annuity value.

Expenses

Our most significant operating expenses when the Company is uplinking programming to the satellite for distribution to affiliates are satellite and uplink transmission costs, master control costs, technology expenses, employee compensation, advertising and promotional expenses, and production and programming expenses. In cases, where we may in the future incur upfront programming expenses to procure exclusive programming usages and licenses, upfront payments will, in most cases, be amortized over the applicable contract term. Until cash flow permits, we do not expect to acquire exclusive programming usages and licenses that require up front costs. Assuming that the Company is successful in attracting new capital for a relaunch, it will maintain tight controls over our operating expenses by contracting master control and centralizing network programming, finance, human resources and management information system functions. Depreciation of fixed assets and amortization of costs associated with the acquisition of additional stations are also significant elements in determining our total expense level.

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1 Television Week, March 7, 2006, p. 30, citing to data provided by Syndicated National Television Association

2 Black Hispanic DMA Market Demographic Rank, Nielsen Media Research, September 2004, p.40.

3 Volume 4, #68, April 27, 2004.

In the process of attracting key officers and personnel to Urban Television, we may offer stock grants or options as an alternate form of compensation. In the event that the strike price of the stock option is less than the fair market value of the stock on the date of grant, any difference will be amortized as compensation expense over the vesting period of the stock options.

Assuming that the Company is successful in attracting new capital, it we anticipate that our monthly operating expense level may vary from month to month due primarily to the timing of significant advertising and promotion expenses. We will incur significant advertising and promotion expenses associated with the growth of Urban Television and with the establishment of our presence in new markets associated with any new station lease or acquisition agreements. Increased advertising revenue associated with these advertising and promotional expenses will typically lag behind the incurrence of these expenses.

Results of Operations

Urban Television Network Corporation - Historical Results for the three month and nine month periods ended June 30, 2007 and 2006.

REVENUES. Revenues have been primarily derived from sales of advertising and programming time. Revenues for the three months and nine months ended June 30, 2007 were $ -0- and $3,997 compared to $20,155 and $80,182 for the three months and nine month periods ended June 30, 2006. The reason for the decreases in the three and nine months ended June 30, 2007 compared to the same periods for 2006 is that the Company stopped airing programming to its affiliates in April of 2006. The Company at the time of going dark in April of 2006 included approximately 70 broadcast television station affiliates in various parts of the

country. Upon successfully securing new financing and maintaining its Nielsen Market Research agreement, the Company's goal is to attract the larger of these 70 affiliates along with independent full power stations as affiliates.

The Company is currently not operating its network operations and the Company is dependent upon working capital derived from management, significant shareholders and private investors to provide sufficient working capital to maintain the Company's existence. There is no assurance, however, that the Company will be able to generate the necessary working capital needs from these sources.

OPERATING RESULTS. For the three months ended June 30, 2007 and 2006 the Company had operating cost of $76,400 and $91,617, respectively. For the nine months ended June 30, 2007 and 2006, the Company had operating cost of $186,107 and $523,917, respectively. The major components of cost of operations for the three month and nine month periods ended June 30, 2007 and 2006 were as follows:

	Three months ended		Nine months ended	
	2007	2006	2007	2006
Satellite and uplink services	$ 26,400	$ 54,031	$ 99,600	$252,933
Master control and production	50,000	12,733	66,667	98,047
Affiliate relations	--	(521)	--	31,028
Programming cost	--	374	--	19,996
Technology expenses	--	25,000	19,840	121,913
Total	$ 76,400	$ 91,617	$186,107	$523,917

The expense for satellite and uplink services decreased by $27,631 and $153,333 during the three months and nine months ended June 30, 2007, respectively, as compared to the same periods ended June 30, 2006, primarily because the Company has not been on the air since April of 2006. The expense for the three months and nine months ended June 30, 2007 is an accrual under an uplink contract that has an expiration date of October 31, 2010.

The Company was not on the air during the three and nine months ended June 30, 2007 and did not incur any costs for master control operations, production, affiliate relations and programming during the three months and nine months periods ending June 30, 2007, except for the $50,000 of amortization of its agreement with Circle R Media for equipment and space which was exchanged for the Company's common stock.

Technology costs decreased by $25,000 and $102,073 during the three months and nine months ended June 30, 2007, respectively, as compared to the same periods ended June 30, 2006, primarily because the Company has not been on the air since April of 2006 and did not require the level of technology support that is required when the network is airing programming to an affiliate base.

Administration expenses of $9,750 for the three months ended June 30, 2007 decreased by $200,443 or 95% from the administrative expenses of $210,193 for the three months ended June 30, 2006.

Administration expenses of $375,021 for the nine months ended June 30, 2007 decreased by $344,531 or 48% from the administrative expenses of $719,552 for the nine months ended June 30, 2006.

Following is a comparative of the major expense categories for the three month and nine month periods ending June 30, 2007 and 2006.

	Three months ended		Nine months ended	
	2007	2006	2007	2006
Administrative management	$ --	$ 136,250	$ 220,420	$ 348,500
Stock based compensation	--	7,950	79,200	150,450
Consulting	--	__	--	11,000
Nielsen Market Research	--	32,194	--	42,303
Payroll taxes	--	850	--	8,990
Taxes - Other	4,000	--	11,999	4,215
Travel, conventions	--	5,937	1,740	21,434
Accounting fees	3,000	4,000	19,450	14,137
Public relations costs	--	375	--	3,285
Transfer Agent, permit fees	1,000	1,000	3,100	6,086
Rent and utilities expense	1,707	10,675	25,698	54,959
Internet costs	--	2,933	5,300	10,408
Supplies	--	183	500	4,511
Telephone	--	5,746	5,877	23,132
Postage and shipping	--	673	--	4,202
Other	43	1,427	1,737	11,940
TOTAL	$ 9,750	$ 210,193	$ 375,021	$ 719,552

The expense for administrative management and stock based compensation decreased by $144,200 and $199,330 during the three months and nine months ended June 30, 2007, respectively, as compared to the same periods ended June 30, 2006, primarily because the Company reduced the number of management personnel during 2007 and executives agreed to discontinue the accrual of salaries until the Company is successful in successful in attracting new capital and relaunching its programming to an affiliate base.

The Company did not incur any costs for consulting, Nielsen Market Research, payroll taxes, public relations, postage and shipping, Internet and supplies during the three months and nine months periods ending June 30, 2007 because the it was not on the air during these periods.

Travel and conventions expenses decreased by $5,937 and $19,694, respectively for the three and nine months periods ended June 30, 2007 as compared to the same periods in 2006 due to the Company not being on the air during these periods in 2007 and to the Company's reduced travel related cost associated with the minority ownership no longer being located in Las Vegas, Nevada.

The accounting fees increased by $5,313 for the nine months periods ended June 30, 2007 as compared to the same period for 2006,the increase was due primarily to the increase in cost associated with annual audits and quarterly reviews associated with SEC filings.

Transfer agent and permit fees decreased by $-0- and $2,986, respectively for the three and nine months periods ended June 30, 2007 as compared to the same periods in 2006 due to the Company not having the activity in the issuance of stock certificates in the periods in 2007 as compared to 2006.

Rent and utilities expenses decreased by $8,968 and $29,261, respectively for the three and nine months periods ended June 30, 2007 as compared to the same periods in 2006 due to the Company not renewing the lease for production facilities in 2007.

Telephone expense decreased by $5,746 and $17,255, respectively for the three and nine months periods ended June 30, 2007 as compared to the same periods in 2006 due to the Company not being not on the air during these periods in 2007.

Other expense decreased by $1,384 and $10,203, respectively for the three and nine months periods ended June 30, 2007 as compared to the same periods in 2006 due to the Company not being not on the air during these periods in 2007.

Operating Results:

Operating Results. We had a net operating losses of $96,337 and $302,264, for the three months ended June 30, 2007 and 2006, respectively. The decreased loss of $205,927 for 2007 was primarily attributed to the Company not being on the air during the three months ended June 30, 2007 and reducing costs in all of its operating expenses as shown above in the discussions of operating expenses and administrative expenses.

The Company had operating losses for the nine months ended June 30, 2007 and 2006 of $596,924 and $1,225,114, respectively. The decreased loss of $628,190 for 2007 was primarily attributed to the Company not being on the air during the nine months ended June 30, 2007 and reducing costs in all of its operating expenses as shown above in the discussions of operating expenses and administrative expenses.

EARNINGS PER SHARE OF COMMON STOCK. Income (loss) per common share is calculated in accordance with Statement of Financial Accounting Standards ("SFAS") No. 128, "Earnings per Share." Basic Income (loss) per share is computed by dividing the net income (loss) by the weighted average number of common shares outstanding. Diluted net income (loss) per share is computed similar to basic net income (loss) per share, except that the denominator is increased to include the number of additional common shares that would have outstanding if the potential common shares had been issued and if the additional common shares were dilutive. Stock options and warrants are anti-dilutive, and accordingly, are not included in the calculation of income (loss) per share. The basic and diluted net loss per share of common stock was $0.002 and $0.004 for the three months June 30, 2007 and 2006, respectively. The basic and diluted net loss per share of common stock was $0.01 and $0.02 for the nine months June 30, 2007 and 2006, respectively.

LIQUIDITY AND CAPITAL RESOURCES

We have financed our operations through a combination of loans from stockholders, proceeds from convertible promissory notes and revenues generated from operations. The Company has incurred cumulative losses of $25,489,865 from the inception of the Company through June 30, 2007.

Current liabilities at June 30, 2007 were $3,237,900 which exceeded current assets of $153,682 by $3,084,218. The Company's cash position at June 30, 2007 was $149, a decrease of $3,374 from the position at September 30, 2006. As discussed below, the Company's ability to continue its growth will require additional funds from various sources. If adequate funds are not available on acceptable terms, our business, results of operations and financial condition will be materially adversely affected. In a worse case scenario, we might not be able to remain a viable entity. Accrued compensation is the result of management deferring a portion of their annual compensation until the Company has funds available.

The Company is experiencing liquidity needs resulting from an inability to complete a structured financing with existing shareholders or new investors or a strategic investment on acceptable terms to the company.

Due to the lack of necessary capital resources, the Company is not able to pay for satellite space and uplinking services which in turn has resulted in the Company not being able to transmit programming to an affiliate network and in fact seizing to air programming as of April of 2006. The Company has laid-off its master control, production, programming and affiliate relations employees while it seek financing. Management personnel still with the Company are working without pay to seek new financing to relaunch the Company.

The Company has made several concerted efforts to enlist support from its major shareholder groups. However, notwithstanding significant commitment, these efforts have been successful only in raising modest amounts to maintain marginal operations. The Company is continuing to work with certain investors to help meet immediate short-term liquidity needs estimated to be approximately $500 thousand and the funds to execute on its plan of developing an affiliate base of predominately full power stations with associated Nielsen ratings which would lead to advertising revenue from major corporations. As of August 1, 2007, the Company had cash on hand of approximately $134 and as of June 30, 2007, a net working capital deficit of approximately $3,084,000. The Company has a promissory loan agreement with Westar Satellite Services LP totaling approximately $81,000 secured by a blanket lien upon the Company's assets that matured in April 2006 and is now in default and as described in the June 30, 2007 financial statements presented in this Quarterly Form 10-QSB report. Westar Satellite Services, Inc. has filed a lawsuit against the Company for nonpayment of the promissory note plus a master service contract and filed to seize the Company's assets. The ultimate disposition could have a material adverse effect on the Company's consolidated financial position, results of operations and liquidity, if the Company does not secure adequate working capital.

The total outstanding indebtedness, including future contractual obligations, as of August 1, 2007 is approximately $4,353,000. The Company's ability to continue its operations and execute on its business plan will require significant additional funds from various sources. If adequate funds are not available on acceptable terms our business future as a viable entity is in severe jeopardy and the Company might not be able to remain a viable entity.

Our continued growth, will require significant additional funds that may come from a variety of sources, including the stock subscription agreement with R.J. Halden Holdings, Inc., shareholder loans, equity or debt issuances, bank borrowings, capital lease financings, and the sale of the Company's coal reserves, should Geotec Thermal Generators, Inc., the seller, perform in accordance with the Agreement and process, sell and remit the net proceeds to the Company. As discussed in Note 4 to the Consolidated Financial Statements, the Company has established an impairment reserve against the coal assets due to the Company not having the financial ability to clean the coal and Geotec Thermal Generators, Inc. declining to perform on the terms of the exchange

agreement. The Company has not been able to sell the coal reserves as they exist. Also the coal reserves have related federal income tax credits resulting from the Super Fund established by The Federal Government that can be sold to other companies at such time as the coal is processed and sold. The uncertaintity of the coal being processed and sold has been the major reason for not being successful in selling these credits. Should we be successful in obtaining any funds raised through these sources our intent is to fund various aspects of our relaunch of the network, including paying past due notes payable and accounts payable, funding our working capital needs, funding key programming acquisitions, funding sales and marketing, securing cable connections, funding master control/ network equipment upgrades, making strategic investments.

However, management has no basis to believe that the Coal Assets will ever be monetized.

Assuming that the Company is successful in attracting new capital for a relaunch of the network, the Company expects licensing agreements with program suppliers to be generally for a term of 13 to 52 weeks and be cancelable by either party upon thirty (30)days written notice. These license agreements will provide the Company with a source of revenue by the Company's right to share in the commercial spots during the programs. The Company's policy will be to recognize the revenue associated with these sources of revenue at the time that it inserts the advertising spots or airs the long-form program at the network or local level. The cancelable feature of these license agreements could effect the Company's source of revenue generation should a program be cancelled by a licensor and the Company not be able to replace it within the 30 day notice of cancellation period.

The Company's policy is to recognize the revenue associated with these sources of revenue at the time that it inserts the short-form advertising spots or airs the long-form program at the network or local level. As the Company continues to grow, it will enter into new license agreements to replace existing licenses for programs that do not fit into the Company's business model for a minority focused television network. The cancelable feature of these license agreements could effect the Company's source of revenue generation should a program be cancelled by a licensor and the Company not be able to replace it within the 30 day notice of cancellation period.

In summary, until the Company is in a position to generate sufficient cash from the sale of advertising revenue, we will need to rely upon private and institutional sources of debt and equity financing. We will require significant additional cash from the issuance of equity or debt securities in the year ending September 30, 2007 to relaunch the network and finance operations and strategic objectives. No assurances can be given that we will successfully obtain liquidity sources necessary to fund our relaunch and operations to profitability and beyond.

Going Concern

Due to our continuing to be off the air and not having generated revenues, in their notes to our financial statements for the year ended September 30, 2006, our independent auditors included an explanatory paragraph regarding concerns about our ability to continue as a going concern.

The continuation of our business is dependent upon obtaining financing and/or capital to relaunch the network and achieving a break even or profitable level of operations. The issuance of additional equity securities by us could result in a significant dilution in the equity interests of our current or future

stockholders.

There are no assurances that we will be able to either (1) achieve a level of revenues adequate to generate sufficient cash flow from operations; or (2) obtain additional financing through either private placements, public offerings and/or bank financing necessary to support our working capital requirements. To the extent that funds generated from operations and any private placements, public offerings and/or bank financing are insufficient, we will have to seek additional working capital. No assurance can be given that additional financing will be available, or if available, will be on terms acceptable to us. If adequate working capital is not available we may not be able to continue as an entity.

These conditions raise substantial doubt about our ability to continue as a going concern. The financial statements do not include any adjustments relating to the recoverability and classification of asset carrying amounts or the amount and classification of liabilities that might be necessary should we be unable to continue as a going concern.

Contractual Obligations

Future payments due on the Company's contractual obligations as of June 30, 2007 are as follows:

	Total	2007	2008-2010
Operating lease -office space	$ 21,505	$ 8,055	$ 13,450
Advances by shareholders	45,545	45,545	--
Loans from shareholders	487,891	280,755	207,136
Loans from vendors	80,685	80,685	--
Advances from non-related party	665,000	665,000	--
Contractual obligations	1,913,570	1,099,070	814,500
Total	$ 3,214,196	$2,179,110	$1,035,086

We do not believe that inflation has had a material impact on our business or operations.

We are not a party to any off-balance sheet arrangements and do not engage in trading activities involving non-exchange traded contracts. In addition, we have no financial guarantees, debt or lease agreements or other arrangements that could trigger a requirement for an early payment or that could change the value of our assets, other than those disclosed in this quarterly report.

We had net losses $158,538 and $310,209 for the three months ended June 30, 2007 and 2006, respectively and $ 703,312 and $1,246,362 for the nine months ended June 30, 2007 and 2006, respectively. We expect these losses to continue as the Company is currently off the air and we continue to incur operating expenses in maintaining marginal operations and seek new capital to relaunch the network. At this time we cannot anticipate when the Company might begin receiving revenues. Thus, we will need to raise additional funds from financing and equity sales. If adequate funds are not available on acceptable terms, our business, results of operations and financial condition will be materially adversely affected.

Financing activities for the three months ended June 30, 2007 include:

During the three months ended June 30, 2007, management advanced the Company approximately $1,800 for operating costs.

In addition common stock may also be issued for conversion or settlement of debt and/or payables for equity, future obligations which may be satisfied by the issuance of common shares, and other transactions and agreements which may in the future result in the issuance of additional common shares. The common shares that the Company may issue in the future could significantly increase the number of shares outstanding and could be extremely dilutive.

RISK FACTORS

We are subject to a high degree of risk as we are considered to be in unsound financial condition. The following risks, if any one or more occurs, could materially harm our business, financial condition or future results of operations, and the trading price of our common stock could decline. These risks factors include, but are not limited to, our limited operating history, history of operating losses, the inability to obtain for additional capital, the failure to successfully expand our operations, the competition in the television industry from competitors with substantially greater resources, the legal and regulatory requirements and uncertainties related to our industry, the inability to enter into strategic partnerships with major advertisers, the loss of key personnel, adverse economic conditions, the control of our common stock by our management, the classification of our common stock as "penny stock," the absence of any right to dividends, the costs associated with the issuance of and the rights granted to additional securities, the unpredictability of the trading of our common stock.

For a more detailed discussion as to the risks related to Urban Television Network Corporation, our industry and our common stock, please see the section entitled, "Management's Discussion and Analysis or Plan of Operation - Risk Factors," in our Annual Report on Form 10-KSB and Form 10-KSB/A, as filed with the Securities and Exchange Commission on January 16, 2007 and July 9,_2007, respectively.

Impact of Inflation

Management does not believe that general inflation has had or will have a material effect on operations.

Critical Accounting Policies

The discussion and analysis of the financial condition and results of operations are based on the financial statements, which have been prepared in accordance with generally accepted accounting principles. Note 2 of the Notes describes the significant accounting policies essential to the financial statements. The preparation of these financial statements requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ materially from those estimates.

We believe the following to be critical accounting policies and estimates. That is, they are both important to the portrayal of the Company's financial

condition and results, and they require significant management judgment and estimates about matters that are inherently uncertain. As a result of inherent uncertainty, there is a likelihood that materially different amounts would be reported under different conditions or using different assumptions. Although we believe that our judgments and estimates are reasonable, appropriate and correct, actual future results may differ materially from our estimates.

Revenue Recognition

The Company anticipates that its sources of revenues will include the sale of short-term national and local spot advertising and long-form program time slots. The Company's policy is to recognize the revenue associated with these sources of revenue at the time that it inserts the short-form advertising spots or airs the long-form program at the network or local level.

Non Goodwill Intangible Assets

Intangible assets other than goodwill consist of network assets acquired by purchase. They are being amortized over their expected lives of 5 years and are reviewed for potential impairment whenever events or circumstances indicate that carrying amounts may not be recoverable. No impairment loss was recognized during the reporting periods. On January 1, 2002, the Company adopted Statement of Financial Accounting Standards No. 142, Goodwill and Intangible Assets. This provides that a recognized intangible shall be amortized over its useful life to the reporting entity unless that life is determined to be indefinite. The amount of an intangible asset to be amortized shall be the amount initially assigned to that asset less any residual value.

Stock Based Compensation

The Company accounts for equity instruments issued to employees for services based on the fair value of the equity instruments issued and accounts for equity instruments issued to other than employees based on the fair value of the consideration received or the fair value of the equity instruments, whichever is more reliably measurable. The determined value is recognized as an expense in the accompanying consolidated statements of operations.

Contingencies

In the normal course of business, the Company is subject to certain claims and legal proceedings. The Company records an accrued liability for these matters when an adverse outcome is probable and the amount of the potential liability is reasonably estimable. The Company does not believe that the resolution of these matters will have a material effect upon its financial condition, results of operations, or cash flows for an interim or annual period.

Recently Issued Accounting Pronouncements

Recently issued accounting pronouncements and their effect on us are discussed in the notes to the financial statements in our September 30, 2006 audited financial statements.

Other Events

None

Item 3. Controls and Procedures.

(a) Evaluation of Disclosure Controls and Procedures.

Within the 90 days prior to the date of this Quarterly Report for the quarter ended June 30, 2007, we carried out an evaluation, under the supervision and with the participation of our management, including the Company's Chairman and Chief Executive Officer and the Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures pursuant to Rule 13a-4 of the Securities Exchange Act of 1934 (the "Exchange Act"), which disclosure controls and procedures are designed to insure that information required to be disclosed by a company in the reports that it files under the Exchange Act is recorded, processed, summarized and reported within required time periods specified by the SEC's rules and forms.

Limitations on the Effectiveness of Controls

Our management does not expect that our disclosure controls and procedures or our internal controls over financial reporting will prevent all error and all fraud. A control system, no matter how well conceived and operated, can provide only reasonable, but not absolute, assurance that the objectives of a control system are met. Further, any control system reflects limitations on resources, and the benefits of a control system must be considered relative to its costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of a control. The design of a control system is also based upon certain assumptions about the likelihood of future events, there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions; over time, controls may become inadequate because of changes in conditions, or the degree of compliance with the policies or procedures may deteriorate. Although unlikely, due to the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and may not be detected.

Conclusions

Based on this evaluation, our chief executive officer and our president concluded that, subject to the limitations noted above and as of the evaluation date, our disclosure controls and procedures are effective to ensure that the information we are required to disclose in reports that we file or submit under the Exchange Act is recorded, processed, summarized, and reported in such reports within the time periods specified in the Securities and Exchange Commission's rules and forms.

(b) Changes in Internal Control.

Subsequent to the date of such evaluation as described in subparagraph (a) above, there were no significant changes in our internal controls or other factors that could significantly affect these controls, including any corrective action with regard to significant deficiencies and material weaknesses.

PART II-OTHER INFORMATION

Item 1. Legal Proceedings.

The Company's motion to dismiss was granted on February 23, 2006 by the United States District Court, Central District of California, Los Angeles Division in a legal action styled Walter E. Morgan, Jr. vs. Urban Television Network Corporation et al. The Company claimed that the Plaintiff claims should have been brought in a previous case wherein the Company took a judgment against Mr. Morgan in excess of $1,500,000 (as discussed above) in the U.S. District Court for the Northern District of Texas, Fort Worth Division. Mr. Morgan and his related companies appealed the judgment which was dismissed sua sponte by the U.S. Court of Appeals for the Fifth Circuit.

The Company believes that the ultimate disposition will not have a material adverse effect on the Company's consolidated financial position, results of operations and liquidity.

The Company is party to legal action pending in the United States District Court for the Northern District of Texas. The Company has been served with a summons in a civil case styled Michael J. Quilling, Receiver For MegaFund Corporation and Stanley A. Leitner vs.Urban Television Network Corporation. The Receiver filed a complaint against the Company to recover advances in the amount of $665,000 to the Company by Mega Fund Corporation on behalf of Dove Media Group, Inc. related to its stock subscription agreement. The Company recorded these advances as a liability on its financial statements and believes that the ultimate disposition will not have a material adverse effect on the Company's consolidated financial position, results of operations and liquidity. On December 6, 2006, the presiding judge for the United States District Court For the Northern District of Texas, Dallas Division, signed an Agreed Order Of Dismissal that dismissed without prejudice the lawsuit of Michael J. Quilling, Receiver for Megafund Corporation and Stanley A. Leitner.

The Company is party to legal action pending in the 162nd District Court, Dallas, Texas. The Company has been served with a summons in a civil case styled Westar Satellite Services, L.P. vs.Urban Television Network Corporation. The Plaintiff has filed complaint against the Company to Recover amounts due Plaintiff under a promissory note and Master Service Agreement. The Company has recorded the related liabilities for the promissory note and master service agreement on its financial statements and believes that the ultimate disposition will have a material adverse effect on the Company's consolidated financial position, results of operations and liquidity, if the Company does not receive sufficient new capital to satisfy its debts and relaunch the Company.

Item 2. Changes in Securities

Recent Sales of Unregistered Securities

During the quarter ending June 30, 2007, the Company offered and sold the following securities pursuant to securities transaction exemption from the registration requirements of the Securities Act of 1933, as amended.

None

Item 3. Defaults Upon Senior Securities.

None

Item 4. Submission of Matters to a Vote of Security Holders.

No matter was submitted to a vote of security holders, through the solicitation of proxies or Otherwise, during the third quarter of the fiscal year covered by this report.

Item 5. Other Information

None

Item 6. Exhibits and Reports on Form 8-K.

(a) Exhibits

Exhibit No.	Description and Method of Filing
31.1	Certification by Chief Executive Officer, pursuant to 18 USC Section 1350 as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certification by Chief Financial Officer, pursuant to 18 USC Section 1350 as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification by Chief Executive Officer, pursuant to 18 USC Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Certification by Chief Financial Officer, pursuant to 18 USC Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

* Filed with previous filing

(b) Reports on Form 8-K.

None

SIGNATURES

In accordance with the requirements of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Dated: August 20, 2007

Urban Television Network Corporation

By: /s/ Jacob R. Miles III
Jacob R. Miles III
Title: Chief Executive Officer

By: /s/ Randy Moseley
Randy Moseley
Title: Executive Vice President/CFO