SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15 (d)
OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2001
Commission File No. 0-25969

RADIO ONE, INC.
(Exact name of registrant as specified in its charter)

Delaware	52-1166660
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

5900 Princess Garden Parkway,
7th Floor
Lanham, Maryland 20706
(Address of principal executive offices)

(301) 306-1111
Registrant's telephone number, including area code

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15 (d) of the Securities Exchange Act of 1934 during the preceding 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

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Class	Outstanding at November 6, 2001
Class A Common Stock, $.001 Par Value	22,464,857
Class B Common Stock, $.001 Par Value	2,867,463
Class C Common Stock, $.001 Par Value	3,132,458
Class D Common Stock, $.001 Par Value	65,728,247

RADIO ONE, INC. AND SUBSIDIARIES

Form 10-Q

For the Quarter Ended September 30, 2001

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PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

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RADIO ONE, INC. AND SUBSIDIARIES

Consolidated Balance Sheets

As of December 31, 2000 and September 30, 2001

	December 31, 2000	September 30, 2001
		(Unaudited)
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	$ 20,879,000	$ 18,978,000
Trade accounts receivable, net of allowance for doubtful accounts of $5,506,000 and $6,633,000, respectively	46,883,000	58,832,000
Prepaid expenses and other	6,557,000	5,117,000
Income tax receivable	2,476,000	2,000,000
Deferred income taxes	2,187,000	2,476,000
Total current assets	78,982,000	87,403,000
PROPERTY AND EQUIPMENT, NET	33,376,000	37,191,000
INTANGIBLE ASSETS, NET	1,637,180,000	1,773,870,000
OTHER ASSETS	15,680,000	12,278,000
Total assets	$1,765,218,000	$1,910,742,000
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES:		
Accounts payable	$ 17,683,000	$ 8,010,000
Accrued expenses	14,127,000	28,471,000
Other current liabilities	4,696,000	2,505,000
Total current liabilities	36,506,000	38,986,000
LONG-TERM DEBT AND DEFERRED INTEREST	646,956,000	780,049,000
SWAP AGREEMENTS LIABILITY	--	14,084,000
DEFERRED INCOME TAX LIABILITY	24,687,000	3,306,000
Total liabilities	708,149,000	836,425,000
COMMITMENTS AND CONTINGENCIES		
STOCKHOLDERS' EQUITY:		
Common stock - Class A, $.001 par value, 30,000,000 shares authorized, 22,789,000 and 22,541,000 shares issued and outstanding	23,000	23,000
Common stock - Class B, $.001 par value, 150,000,000 shares authorized, 2,867,000 shares issued and outstanding	3,000	3,000
Common stock - Class C, $.001 par value, 150,000,000 shares authorized, 3,132,000 shares issued and outstanding	3,000	3,000
Common stock - Class D, $.001 par value, 150,000,000 shares authorized, 58,246,000 and 65,651,000 shares issued and outstanding	58,000	66,000
Convertible preferred stock, $.001 par value, 1,000,000 shares authorized and 310,000 shares issued and outstanding; liquidation preference of $1,000 per share plus cumulative dividends at 6-1/2% per year, which were $4,198,000 as of December 31, 2000, and $4,196,000 as of September 30, 2001	--	--
Accumulated comprehensive income adjustments	--	(9,485,000)
Stock subscriptions receivable	(9,005,000)	(30,110,000)
Additional paid-in capital	1,105,681,000	1,208,492,000
Accumulated deficit	(39,694,000)	(94,675,000)
Total stockholders' equity	1,057,069,000	1,074,317,000
Total liabilities and stockholders' equity	$1,765,218,000	$1,910,742,000

RADIO ONE, INC. AND SUBSIDIARIES

Consolidated Statements of Operations

For the Three Months and Nine Months Ended September 30, 2000 and 2001

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2000	2001	2000	2001
	(Unaudited)		(Unaudited)	
REVENUE:				
Broadcast revenue, including barter revenue of $670,000, $932,000, $1,952,000 and $2,136,000, respectively	$48,914,000	$ 75,033,000	$111,269,000	$200,236,000
Less: agency commissions	6,028,000	8,827,000	13,588,000	23,820,000
Net broadcast revenue	42,886,000	66,206,000	97,681,000	176,416,000
OPERATING EXPENSES:				
Program and technical, exclusive of depreciation and amortization shown separately below	6,404,000	10,531,000	15,341,000	28,538,000
Selling, general and administrative	14,167,000	21,238,000	33,958,000	57,444,000
Corporate expenses	1,825,000	2,353,000	4,225,000	5,876,000
Stock-based compensation	--	238,000	--	713,000
Depreciation and amortization	17,726,000	31,662,000	30,397,000	94,037,000
Total operating expenses	40,122,000	66,022,000	83,921,000	186,608,000
Broadcast operating income (loss)	2,764,000	184,000	13,760,000	(10,192,000)
INTEREST EXPENSE, including amortization of deferred financing costs	8,970,000	15,993,000	16,217,000	46,411,000
(LOSS) GAIN ON SALE OF ASSETS, net	--	(44,000)	--	4,228,000
OTHER INCOME, net	9,735,000	630,000	19,442,000	630,000
Income (loss) before (provision) benefit for income taxes and extraordinary loss	3,529,000	(15,223,000)	16,985,000	(51,745,000)
(PROVISION) BENEFIT FOR INCOME TAXES	(7,550,000)	5,134,000	(13,368,000)	17,076,000
(Loss) income before extraordinary loss	(4,021,000)	(10,089,000)	3,617,000	(34,669,000)
EXTRAORDINARY LOSS ON DEBT RETIREMENT, net of taxes of $2,564,000	--	--	--	5,207,000
NET (LOSS) INCOME	$(4,021,000)	$(10,089,000)	$ 3,617,000	$(39,876,000)
NET LOSS APPLICABLE TO COMMON STOCKHOLDERS	$(8,219,000)	$(15,124,000)	$ (581,000)	$(54,981,000)
BASIC AND DILUTED LOSS PER COMMON SHARE:				
Net loss before extraordinary loss	$(0.10)	$(0.16)	$(0.01)	$(0.56)
Extraordinary loss	--	--	--	(0.06)
Net loss	$(0.10)	$(0.16)	$(0.01)	$(0.62)
WEIGHTED AVERAGE SHARES OUTSTANDING:				
Basic and diluted	85,494,000	91,687,000	83,862,000	88,936,000

RADIO ONE, INC. AND SUBSIDIARIES

Consolidated Statement of Changes in Stockholders' Equity

for the Nine Months Ended September 30, 2001 (Unaudited)

	Common Stock Class A	Common Stock Class B	Common Stock Class C	Common Stock Class D	Convertible Preferred Stock	Comprehensive Income
BALANCE, as of December 31, 2000	$23,000	$3,000	$3,000	$58,000	$ --	
Comprehensive income:						
Net loss	--	--	--	--	--	$(39,876,000)
Cumulative effect of change in accounting principle for derivatives, net of taxes	--	--	--	--	--	(2,630,000)
Valuation adjustment for swap fair value, net of taxes	--	--	--	--	--	(6,855,000)
Comprehensive loss:						$(49,361,000)
Preferred stock dividends	--	--	--	--	--	
Stock sold to officer	--	--	--	2,000	--	
Issuance of common stock for acquisition	--	--	--	6,000	--	
Employee exercise of options	--	--	--	--	--	
Preferred stock issuance costs	--	--	--	--	--	
BALANCE, as of September 30, 2001 (Unaudited)	$23,000	$3,000	$3,000	$66,000	$ --	

	Accumulated Comprehensive Income Adjustments	Stock Subscriptions Receivable	Additional Paid-In Capital	Accumulated Deficit	Total Stockholders' Equity
BALANCE, as of December 31, 2000	$ --	$ (9,005,000)	$1,105,681,000	$(39,694,000)	$1,057,069,000
Comprehensive income:					
Net loss	--	--	--	(39,876,000)	(39,876,000)
Cumulative effect of change in accounting principle for derivatives, net of taxes	(2,630,000)	--	--	--	(2,630,000)
Valuation adjustment for swap fair value, net of taxes	(6,855,000)	--	--	--	(6,855,000)
Comprehensive loss:					
Preferred stock dividends	--	--	--	(15,105,000)	(15,105,000)
Stock sold to officer	--	(21,105,00)	21,103,000	--	--
Issuance of common stock for acquisition	--	--	81,327,000	--	81,333,000
Employee exercise of options	--	--	390,000	--	390,000
Preferred stock issuance costs	--	--	(9,000)	--	(9,000)
BALANCE, as of September 30, 2001 (Unaudited)	$(9,485,000)	$(30,110,000)	$1,208,492,000	$(94,675,000)	$1,074,317,000

RADIO ONE, INC. AND SUBSIDIARIES

Consolidated Statements of Cash Flows

For the Nine Months Ended September 30, 2000 and 2001

	2000	2001
	(Unaudited)	
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income (loss)	$ 3,617,000	$ (39,876,000)
Adjustments to reconcile net income (loss) to net cash from operating activities:		
Depreciation and amortization	30,397,000	94,037,000
Amortization of debt financing costs, unamortized discount and deferred interest	2,361,000	1,454,000
Deferred income taxes	7,550,000	(18,838,000)
Non-cash compensation to officer	--	713,000
Loss on sale of investments	254,000	1,206,000
Gain on sale of assets	--	(4,228,000)
Non-cash advertising revenue in exchange for equity investments	(683,000)	--
Extraordinary loss on debt retirement	--	7,771,000
Effect of change in operating assets and liabilities-		
Trade accounts receivable	(13,285,000)	(4,508,000)
Income tax receivable	--	476,000
Prepaid expenses and other	118,000	(565,000)
Other assets	180,000	(138,000)
Accounts payable	6,893,000	(10,193,000)
Accrued expenses and other	6,808,000	8,654,000
Net cash flows from operating activities	44,210,000	35,965,000
CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchase of property and equipment	(2,316,000)	(4,810,000)
Equity investments	(934,000)	(447,000)
Proceeds from sale of investments, net	245,803,000	69,432,000
Deposits and payments for station purchases	(1,458,516,000)	(205,540,000)
Net cash flows from investing activities	(1,215,963,000)	(141,365,000)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Repayment of debt	(65,000)	(308,719,000)
Proceeds from debt issuances	--	300,000,000
Payment of preferred stock issuance costs	--	(9,000)
Payment of preferred stock dividends	--	(15,105,000)
Deferred financing costs	(6,069,000)	(8,058,000)
Proceeds from issuance of common stock, net of issuance costs	335,982,000	--
Proceeds from exercise of stock options	900,000	390,000
Proceeds from issuance of preferred stock, net of issuance costs	299,935,000	--
Proceeds from credit facility	570,000,000	135,000,000
Net cash flows from financing activities	1,200,683,000	103,499,000
INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	28,930,000	(1,901,000)
CASH AND CASH EQUIVALENTS, beginning of period	6,221,000	20,879,000
CASH AND CASH EQUIVALENTS, end of period	$ 35,151,000	$ 18,978,000
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:		
Cash paid for-		
Interest	$ 5,602,000	$ 31,349,000
Income taxes	$ 6,192,000	$ 1,280,000

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:

Organization and Business

Radio One, Inc. (a Delaware corporation referred to as Radio One) and subsidiaries (collectively referred to as the Company) were organized to acquire, operate and maintain radio broadcasting stations. The Company owns and/or operates radio stations in the Washington, D.C.; Baltimore, Maryland; Philadelphia, Pennsylvania; Detroit, Michigan; Atlanta and Augusta, Georgia; Columbus, Dayton, Cincinnati and Cleveland, Ohio; St. Louis, Missouri; Richmond, Virginia; Boston, Massachusetts, Charlotte and Raleigh, North Carolina; Indianapolis, Indiana; Houston and Dallas, Texas; Miami, Florida; Los Angeles, California; Minneapolis, Minnesota; and Lexington and Louisville, Kentucky markets.

The Company has been making and may continue to make significant acquisitions of radio stations, which may require it to incur new debt. The service of this debt could require the Company to make significant debt service payments. The Company's operating results are significantly affected by its share of the audience in markets where it has stations.

Basis of Presentation

The accompanying consolidated financial statements include the accounts of Radio One and its subsidiaries. All significant intercompany accounts and transactions have been eliminated in consolidation. The accompanying consolidated financial statements are presented on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States. The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as of the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

Interim Financial Statements

The interim consolidated financial statements included herein for Radio One and subsidiaries have been prepared by the Company, without audit, pursuant to the rules and regulations of the Securities and Exchange Commission. In management's opinion, the interim financial data presented herein include all adjustments (which include only normal recurring adjustments) necessary for a fair presentation. Certain information and footnote disclosures normally included in the financial statements prepared in accordance with accounting principles generally accepted in the United States have been condensed or omitted pursuant to such rules and regulations.

Results for interim periods are not necessarily indicative of results to be expected for the full year. It is suggested that these consolidated financial statements be read in conjunction with the Company's December 31, 2000 financial statements and notes thereto included in the Company's annual report on Form 10-K/A.

2. ACQUISITIONS AND DIVESTITURES:

In August 2001, the Company completed the acquisition of Blue Chip Broadcasting, Inc., owner and/or operator of sixteen radio stations (WIZF-FM, licensed to Erlanger, Kentucky, WMJM-FM, licensed to Jeffersontown, Kentucky, WDJX-FM and WULV-FM, licensed to Louisville, Kentucky, WLRS-FM, licensed to Shepherdsville, Kentucky, WLXO-FM, licensed to Stamping Ground, Kentucky, WGZB-FM, licensed to Corydon, Indiana, KTTB-FM, licensed to Glencoe, Minnesota, WDHT-FM (formerly WING-FM), licensed to Dayton, Ohio, WING-AM, licensed to Springfield, Ohio, WGTZ-FM, licensed to Eaton, Ohio, WKSW-FM, licensed to Urbana, Ohio, WJYD-FM, licensed to London, Ohio, WCKX-FM, licensed to Columbus, Ohio, WXMG-FM, licensed to Upper Arlington, Ohio and WBLO-FM, licensed to Charlestown, Kentucky, which was operated under a local marketing agreement (LMA)), for approximately $106.0 million in cash, 5,773,824 shares of class D common stock and the assumption of outstanding debt. The Company financed the acquisition with common stock of the Company and cash drawn from its bank credit facility. In connection with the transaction, the Company also entered into an LMA with Blue Chip Communications, Inc. for WDBZ-AM, licensed to Cincinnati, Ohio. This acquisition resulted in the recording of approximately $175.4 million of intangible assets. This purchase price allocation is based upon preliminary estimates made by management.

In August 2001, the Company completed the acquisition of three radio stations (WCDX-FM, licensed to Mechanicsville, Virginia, WRHH-FM (formerly WPLZ-FM) and WGCV-AM, licensed to Petersburg, Virginia) from Sinclair Telecable, Inc. and one station WJMO-FM (formerly WJRV-FM), licensed to Richmond, Virginia, from Commonwealth Broadcasting, LLC for approximately $34.0 million in cash.

In August 2001, the Company commenced the operation of WAMJ-FM (formerly WAWE-FM), licensed to Mableton, Georgia, under an LMA with the Mableton Investment Group, LLC, an entity in which one of the Company's executive officers and one of its directors have an interest.

In July 2001, the Company sold the assets of WJZZ-AM, licensed to Kingsley, Michigan, for approximately $225,000 in cash.

In June 2001, the Company entered into an agreement to acquire WHTA-FM (formerly WPEZ-FM), licensed to Macon, Georgia, which is now serving the Atlanta, Georgia market, for approximately $55.0 million in cash. The Company began operating this station under an LMA in October 2001.

In April 2001, the Company acquired WTLC-AM, licensed to Indianapolis, Indiana, for approximately $1.1 million in cash.

In March 2001, the Company completed the sale of KJOI-AM (formerly KLUV-AM), licensed to Dallas, Texas, for approximately $16.0 million in cash.

In February 2001, the Company acquired the intellectual property of WTLC-FM, licensed to Indianapolis, Indiana, for approximately $7.2 million in cash.

In February 2001, the Company acquired KTXQ-FM (formerly KDGE-FM), licensed to Gainsville, Texas, for approximately $52.5 million in cash.

In February 2001, the Company completed the sale of WDYL-FM in Richmond, Virginia, and two radio stations, WJMZ-FM and WPEK-FM, licensed to Anderson and Seneca, South Carolina, respectively, for approximately $52.5 million in cash and WARV-FM licensed to Petersburg, Virginia for approximately $1.0 million in cash.

In February 2001, the Company acquired Nash Communications Corporation, which owned WILD-AM, licensed to Boston, Massachusetts, for approximately $4.5 million in cash and 63,492 shares of class A common stock.

3. RECENT ACCOUNTING PRONOUNCEMENTS:

The Company adopted Statement of Financial Accounting Standards No. 133, "Accounting for Derivative Instruments and Hedging Activities" (SFAS No. 133), as amended by SFAS No. 137, "Accounting for Derivative Instruments and Hedging Activities - Deferral of the Effective Date of FASB Statement No. 133" and SFAS 138, "Accounting for Certain Derivative Instruments and Certain Hedging Activities" on January 1, 2001. This standard requires the Company to recognize all derivatives, as defined in the Statement, on the balance sheet at fair value. Derivatives, or any portion thereof, that are not effective hedges must be adjusted to fair value through income. If derivatives are effective hedges, depending on the nature of the hedges, changes in the fair value of the hedged assets, liabilities or firm commitments must be adjusted through other comprehensive income, a component of stockholders' equity.

During 2000, the Company entered into swap agreements to reduce exposure to interest rate fluctuations on certain debt commitments. The Company recorded an adjustment of approximately $2.6 million, net of an income tax benefit of approximately $1.2 million on January 1, 2001, to record the liability related to the fair value of these swap agreements. This amount was recorded as a cumulative effect of change in accounting principle, which is included as a component of accumulated comprehensive income adjustments in the accompanying consolidated balance sheet. The Company then recorded a $6.9 million valuation adjustment, net of an income tax benefit of approximately $3.3 million, to record the swaps at fair market value as of September 30, 2001. This amount is also recorded as a component of accumulated comprehensive income adjustments.

In July 2001, the Financial Accounting Standards Board (FASB) issued Statement of Financial Accounting Standards No. 141 (SFAS 141) "Business Combinations," which is effective for all business combinations initiated after June 30, 2001. This pronouncement requires all business combinations to be accounted for using the purchase method and broadens the criteria for recording intangible assets separate from goodwill. Recorded goodwill and intangibles will be evaluated against this new criteria and may result in certain intangibles being subsumed into goodwill, or alternatively, amounts initially recorded as goodwill may be separately identified and recognized apart from goodwill.

Also, in July 2001, FASB issued Statement of Financial Accounting Standard No. 142 (SFAS 142) "Goodwill and Other Intangible Assets." This pronouncement requires a non-amortization approach to account for purchased goodwill and certain other intangible assets. Under a nonamortization approach, goodwill and certain intangibles will not be amortized into results of operations but, instead, would be reviewed for impairment and written down and charged to results of operations only in the periods in which the recorded value of goodwill and certain intangibles is more than their fair value. The provisions of each statement, which apply to goodwill and intangible assets acquired prior to June 30, 2001, will be adopted by the Company on January 1, 2002. The adoption of these accounting standards may result in certain of the intangibles being subsumed into goodwill and would have the impact of reducing the amortization of goodwill and intangibles commencing January 1, 2002; however impairment reviews may result in future periodic write-downs or in write-down upon adoption.

4. DEBT:

In May 2001, the Company sold $300.0 million of 8-7/8% Senior Subordinated Notes (Notes) due 2011, through a private offering, receiving net proceeds of approximately $292.0 million. There were approximately $7.9 million in deferred offering costs recorded in connection with the sale, which are being amortized to interest expense over the life of the Notes using the effective interest rate method.

The proceeds of the Notes were primarily used to repay amounts owed on the Company's bank credit facility and the entire balance of the 12% Senior Subordinated Notes due 2004 (Former Notes). The Company recognized an extraordinary loss of $5.2 million, net of income tax benefit of approximately $2.6 million, in the accompanying consolidated income statement related to the early retirement of the Former Notes. This loss encompassed the write-off of the remaining deferred offering costs, underwriter's discount and prepayment penalties associated with the Former Notes.

5. STOCKHOLDERS' EQUITY:

In April 2001, the Company sold 1.5 million shares of its class D common stock, at the then fair market value, to its Chief Executive Officer, in exchange for a full recourse promissory note for the purchase of the shares. This promissory note has been recorded in the stock subscriptions receivable caption in the equity section of the accompanying consolidated balance sheet as of September 30, 2001.

Also, on April 9, 2001, the Company granted options to purchase an aggregate of 1.25 million shares of its class D common stock, at the then fair market value, to its Chairperson, Chief Executive Officer and Chief Operating Officer.

6. SUBSEQUENT EVENT:

In October 2001, the Company completed the sale of WLXO-FM, serving the Lexington, Kentucky market, for approximately $400,000. All proceeds of the sale were paid to the former stockholders of Blue Chip Broadcasting, Inc. As a result, the Company no longer owns or operates a radio station in the Lexington, Kentucky market.

CONDENSED CONSOLIDATING FINANCIAL STATEMENTS

The Company conducts a portion of its business through its subsidiaries. All of the Company's subsidiaries (Subsidiary Guarantors) have fully and unconditionally guaranteed the Company's 8-7/8% Senior Subordinated Notes due 2011.

Set forth below are condensed consolidating financial statements for the Company and the Subsidiary Guarantors as of September 30, 2001 and December 31, 2000, and for the three month and nine month periods ended September 30, 2001 and 2000. The equity method of accounting has been used by the Company to report its investments in subsidiaries. Separate financial statements for the Subsidiary Guarantors are not presented based on management's determination that they do not provide additional information that is material to investors.

RADIO ONE, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATING BALANCE SHEET

AS OF SEPTEMBER 30, 2001

(UNAUDITED, IN THOUSANDS)

	Combined Guarantor Subsidiaries	Radio One, Inc.	Eliminations	Consolidated
ASSETS				
CURRENT ASSETS:				
Cash and cash equivalents	$ 167	$ 18,811	$ --	$ 18,978
Trade accounts receivable, net of allowance for doubtful accounts	11,936	46,896	--	58,832
Due from Combined Guarantor Subsidiaries	--	1,689,024	(1,689,024)	--
Prepaid expenses and other	1,034	4,083	--	5,117
Income tax receivable	--	2,000	--	2,000
Deferred tax asset	165	2,311	--	2,476
Total current assets	13,302	1,763,125	(1,689,024)	87,403
PROPERTY AND EQUIPMENT, net	12,872	24,319	--	37,191
INTANGIBLE ASSETS, net	1,549,101	224,769	--	1,773,870
OTHER ASSETS	2,614	9,664	--	12,278
Total assets	$1,577,889	$2,021,877	$(1,689,024)	$1,910,742
LIABILITIES AND STOCKHOLDERS' EQUITY				
CURRENT LIABILITIES:				
Accounts payable	$ 1,142	$ 6,868	$ --	$ 8,010
Accrued expenses	3,498	24,973	--	28,471
Other current liabilities	326	2,179	--	2,505
Due to the Company	1,689,024	--	(1,689,024)	--
Total current liabilities	1,693,990	34,020	(1,689,024)	38,986
INVESTMENT IN SUBSIDIARIES	--	138,965	(138,965)	--
LONG-TERM DEBT AND DEFERRED INTEREST	18	780,031	--	780,049
SWAP AGREEMENTS LIABILITY	--	14,084	--	14,084
DEFERRED INCOME TAX LIABILITY	22,846	(19,540)	--	3,306
Total liabilities	1,716,854	947,560	(1,827,989)	836,425
COMMITMENTS AND CONTINGENCIES			--	
STOCKHOLDERS' EQUITY:				
Common stock	--	95	--	95
Accumulated comprehensive income adjustments	--	(9,485)	--	(9,485)
Stock subscriptions receivable	--	(30,110)	--	(30,110)
Additional paid-in capital	--	1,208,492	--	1,208,492
Accumulated deficit	(138,965)	(94,675)	138,965	(94,675)
Total stockholders' equity	(138,965)	1,074,317	138,965	1,074,317
Total liabilities and stockholders' equity	$1,577,889	$2,021,877	$(1,689,024)	$1,910,742

RADIO ONE, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATING BALANCE SHEET

AS OF DECEMBER 31, 2000

(IN THOUSANDS)

ASSETS	Combined Guarantor Subsidiaries (Unaudited)	Radio One, Inc. (Unaudited)	Eliminations (Unaudited)	Consolidated
CURRENT ASSETS:				
Cash and cash equivalents	$ 105	$ 20,774	$ --	$ 20,879
Trade accounts receivable, net of allowance for doubtful accounts	5,100	41,783	--	46,883
Due from Combined Guarantor Subsidiaries	--	1,667,894	(1,667,894)	--
Prepaid expenses and other	234	6,323	--	6,557
Income tax receivable	--	2,476	--	2,476
Deferred tax asset	165	2,022	--	2,187
Total current assets	5,604	1,741,272	(1,667,894)	78,982
PROPERTY AND EQUIPMENT, net	6,033	27,343	--	33,376
INTANGIBLE ASSETS, net	1,613,123	24,057	--	1,637,180
OTHER ASSETS	2,634	13,046	--	15,680
Total assets	$1,627,394	$1,805,718	$ (1,667,894)	$1,765,218
LIABILITIES AND STOCKHOLDERS' EQUITY				
CURRENT LIABILITIES:				
Accounts payable	$ 676	$ 17,007	$ --	$ 17,683
Accrued expenses	1,589	12,538	--	14,127
Other current liabilities	431	4,265	--	4,696
Due to the Company	1,667,894	--	(1,667,894)	--
Total current liabilities	1,670,590	33,810	(1,667,894)	36,506
INVESTMENT IN SUBSIDIARIES	--	65,569	(65,569)	--
LONG-TERM DEBT AND DEFERRED INTEREST	28	646,928	--	646,956
DEFERRED INCOME TAX LIABILITY	22,345	2,342	--	24,687
Total liabilities	1,692,963	748,649	(1,733,463)	708,149
COMMITMENTS AND CONTINGENCIES				
STOCKHOLDERS' EQUITY:				
Common stock	--	87	--	87
Stock subscriptions receivable	--	(9,005)	--	(9,005)
Additional paid-in capital	--	1,105,681	--	1,105,681
Accumulated deficit	(65,569)	(39,694)	65,569	(39,694)
Total stockholders' equity	(65,569)	1,057,069	65,569	1,057,069
Total liabilities and stockholders' equity	$1,627,394	$1,805,718	$ (1,667,894)	$1,765,218

RADIO ONE, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATING STATEMENT OF OPERATIONS

FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2001

(UNAUDITED, IN THOUSANDS)

	Combined Guarantor Subsidiaries	Radio One, Inc.	Eliminations	Consolidated
REVENUE:				
Broadcast revenue, including barter revenue	$ 30,217	$ 170,019	$ --	$ 200,236
Less: agency commissions	3,330	20,490	--	23,820
Net broadcast revenue	26,887	149,529	--	176,416
OPERATING EXPENSES:				
Program and technical	5,078	23,460	--	28,538
Selling, general and administrative	12,237	45,207	--	57,444
Corporate expenses	--	6,589	--	6,589
Depreciation and amortization	82,763	11,274	--	94,037
Total operating expenses	100,078	86,530	--	186,608
Broadcast operating (loss) income	(73,191)	62,999	--	(10,192)
INTEREST EXPENSE, including amortization of deferred financing costs	210	46,201	--	46,411
GAIN ON SALE OF ASSETS, net	--	4,228	--	4,228
OTHER INCOME, net	10	620	--	630
(Loss) income before benefit for income taxes and extraordinary loss	(73,391)	21,646	--	(51,745)
BENEFIT FOR INCOME TAXES	--	17,076	--	17,076
EQUITY IN LOSSES OF SUBSIDIARY	--	(73,391)	73,391	--
NET LOSS BEFORE EXTRAORDINARY LOSS	(73,391)	(34,669)	73,391	(34,669)
EXTRAORDINARY LOSS ON DEBT RETIREMENT, net of taxes	--	5,207	--	5,207
NET LOSS	$ (73,391)	$ (39,876)	$ 73,391	$ (39,876)
NET LOSS APPLICABLE TO COMMON STOCKHOLDERS	$ (73,391)	$ (54,981)		$ (54,981)

RADIO ONE, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATING STATEMENT OF OPERATIONS

FOR THE THREE MONTHS ENDED SEPTEMBER 30, 2001

(UNAUDITED, IN THOUSANDS)

	Combined Guarantor Subsidiaries	Radio One, Inc.	Eliminations	Consolidated
REVENUE:				
Broadcast revenue, including barter revenue	$ 13,777	$ 61,256	$ --	$ 75,033
Less: agency commissions	1,508	7,319	--	8,827
Net broadcast revenue	12,269	53,937	--	66,206
OPERATING EXPENSES:				
Program and technical	2,544	7,987	--	10,531
Selling, general and administrative	5,598	15,640	--	21,238
Corporate expenses	--	2,591	--	2,591
Depreciation and amortization	28,986	2,676	--	31,662
Total operating expenses	37,128	28,894	--	66,022
Broadcast operating (loss) income	(24,859)	25,043	--	184
INTEREST EXPENSE, including amortization of deferred financing costs	170	15,823	--	15,993
LOSS ON SALE OF ASSETS, net	--	44	--	44
OTHER INCOME, net	3	627	--	630
(Loss) income before benefit for income taxes	(25,026)	9,803	--	(15,223)
BENEFIT FOR INCOME TAXES	--	5,134	--	5,134
EQUITY IN LOSSES OF SUBSIDIARIES		(25,026)	25,026	--
NET LOSS	$ (25,026)	$ (10,089)	$ 25,026	$ (10,089)
NET LOSS APPLICABLE TO COMMON STOCKHOLDERS	$ (25,026)	$ (15,124)		$ (15,124)

RADIO ONE, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATING STATEMENT OF OPERATIONS

FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2000

(UNAUDITED, IN THOUSANDS)

	Combined Guarantor Subsidiaries	Radio One, Inc.	Eliminations	Consolidated
REVENUE:				
Broadcast revenue, including barter revenue	$ 23,247	$ 88,022	$ --	$111,269
Less: agency commissions	2,763	10,825	--	13,588
Net broadcast revenue	20,484	77,197	--	97,681
OPERATING EXPENSES:				
Program and technical	3,541	11,800	--	15,341
Selling, general and administrative	8,351	25,607	--	33,958
Corporate expenses	--	4,225	--	4,225
Depreciation and amortization	25,373	5,024	--	30,397
Total operating expenses	37,265	46,656	--	83,921
Broadcast operating (loss) income	(16,781)	30,541	--	13,760
INTEREST EXPENSE, including amortization of deferred financing costs	91	16,126	--	16,217
OTHER INCOME, net	9	19,433		19,442
(Loss) income before provision for income taxes	(16,863)	33,848	--	16,985
PROVISION FOR INCOME TAXES	--	(13,368)		(13,368)
EQUITY IN LOSSES OF SUBSIDIARIES	--	(16,863)	16,863	--
NET (LOSS) INCOME	$(16,863)	$ 3,617	$16,863	$ 3,617
NET LOSS APPLICABLE TO COMMON STOCKHOLDERS	$(16,863)	$ (581)		$ (581)

RADIO ONE, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATING STATEMENT OF OPERATIONS

FOR THE THREE MONTHS ENDED SEPTEMBER 30, 2000

(UNAUDITED, IN THOUSANDS)

	Combined Guarantor Subsidiaries	Radio One, Inc.	Eliminations	Consolidated
REVENUE:				
Broadcast revenue, including barter revenue	$ 9,057	$ 39,857	$ --	$48,914
Less: agency commissions	1,094	4,934	--	6,028
Net broadcast revenue	7,963	34,923	--	42,886
OPERATING EXPENSES:				
Program and technical	1,258	5,146	--	6,404
Selling, general and administrative	3,382	10,785	--	14,167
Corporate expenses	--	1,825	--	1,825
Depreciation and amortization	15,045	2,681	--	17,726
Total operating expenses	19,685	20,437	--	40,122
Broadcast operating (loss) income	(11,722)	14,486	--	2,764
INTEREST EXPENSE, including amortization of deferred financing costs	91	8,879	--	8,970
OTHER INCOME, net	2	9,733	--	9,735
(Loss) income before provision for income taxes	(11,811)	15,340	--	3,529
PROVISION FOR INCOME TAXES	--	(7,550)	--	(7,550)
EQUITY IN LOSSES OF SUBSIDIARIES	--	(11,811)	11,811	--
NET LOSS	$(11,811)	$ (4,021)	$11,811	$(4,021)
NET LOSS APPLICABLE TO COMMON STOCKHOLDERS	$(11,811)	$ (8,219)		$(8,219)

RADIO ONE, INC. AND SUBSIDIARIES

CONSOLIDATING STATEMENT OF CASH FLOWS

FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2001

(UNAUDITED, IN THOUSANDS)

	Combined Guarantor Subsidiaries	Radio One, Inc.	Eliminations	Consolidated
CASH FLOWS FROM OPERATING ACTIVITIES:				
Net loss	$ (73,391)	$ (39,876)	$ 73,391	$ (39,876)
Adjustments to reconcile net loss to net cash from operating activities:				
Depreciation and amortization	82,763	11,274	--	94,037
Amortization of debt financing costs, unamortized discount and deferred interest	--	1,454	--	1,454
Deferred income taxes and reduction in valuation reserve on deferred taxes	500	(19,338)	--	(18,838)
Non-cash compensation to officer	--	713	--	713
Loss on write-off of investments	--	1,206	--	1,206
Gain on sale of assets, net	--	(4,228)	--	(4,228)
Extraordinary loss on debt retirement	--	7,771	--	7,771
Effect of change in operating assets and liabilities-				
Trade accounts receivable	(6,836)	2,328	--	(4,508)
Due to Corporate/from Subsidiaries	(3,495)	3,495	--	--
Income tax receivable	--	476	--	476
Prepaid expenses and other	(800)	235	--	(565)
Other assets	(26)	(112)	--	(138)
Accounts payable	466	(10,659)	--	(10,193)
Accrued expenses and other	1,107	7,547	--	8,654
Net cash flows from operating activities	288	(37,714)	73,391	35,965
CASH FLOWS FROM INVESTING ACTIVITIES:				
Purchase of property and equipment	(226)	(4,584)	--	(4,810)
Investment in Subsidiaries	--	73,391	(73,391)	--
Equity investments	--	(447)	--	(447)
Proceeds from sale of assets	--	69,432	--	69,432
Deposits and payments for station purchases	--	(205,540)	--	(205,540)
Net cash flows from investing activities	(226)	(67,748)	(73,391)	(141,365)
CASH FLOWS FROM FINANCING ACTIVITIES:				
Repayment of debt	--	(308,719)	--	(308,719)
Proceeds from debt issuances	--	300,000	--	300,000
Payment of preferred stock issuance costs	--	(9)	--	(9)
Payment of preferred stock dividends	--	(15,105)	--	(15,105)
Deferred financing costs	--	(8,058)	--	(8,058)
Proceeds from exercise of stock options	--	390	--	390
Proceeds from credit facility	--	135,000	--	135,000
Net cash flows from financing activities	--	103,499	--	103,499
INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	62	(1,963)	--	(1,901)
CASH AND CASH EQUIVALENTS, beginning of period	105	20,774	--	20,870
CASH AND CASH EQUIVALENTS, end of period	$ 167	$ 18,811	$ --	$ 18,978

RADIO ONE, INC. AND SUBSIDIARIES

CONSOLIDATING STATEMENT OF CASH FLOWS

FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2000

(UNAUDITED, IN THOUSANDS)

	Combined Guarantor Subsidiaries	Radio One, Inc.	Eliminations	Consolidated
CASH FLOWS FROM OPERATING ACTIVITIES:				
Net (loss) income	$(16,863)	$ 3,617	$ 16,863	$ 3,617
Adjustments to reconcile net (loss) income to net cash from operating activities:				
Depreciation and amortization	26,441	3,956	--	30,397
Amortization of debt financing costs, unamortized discount and deferred interest	--	2,361	--	2,361
Deferred income taxes and reduction in valuation reserve on deferred taxes	200	7,350	--	7,550
Loss on sale of investments	--	254		254
Non-cash advertising revenue in exchange for equity investments	--	(683)	--	(683)
Effect of change in operating assets and liabilities-				
Trade accounts receivable	(1,459)	(11,826)	--	(13,285)
Due to corporate/from subsidiaries	(8,589)	8,589	--	--
Prepaid expenses and other	(75)	193	--	118
Other assets	17	163	--	180
Accounts payable	155	6,738	--	6,893
Accrued expenses and other	248	6,560	--	6,808
Net cash flows from operating activities	75	27,272	16,863	44,210
CASH FLOWS FROM INVESTING ACTIVITIES:				
Purchase of property and equipment	--	(2,316)	--	(2,316)
Investment in subsidiary	--	16,863	(16,863)	--
Equity investments	--	(934)	--	(934)
Proceeds from sale of investments, net	--	245,803	--	245,803
Deposits and payments for station purchases	--	(1,458,516)	--	(1,458,516)
Net cash flows from investing activities	--	(1,199,100)	(16,863)	(1,215,963)
CASH FLOWS FROM FINANCING ACTIVITIES:				
Repayment of debt	--	(65)	--	(65)
Proceeds from credit facility	--	570,000		570,000
Deferred financing costs	--	(6,069)		(6,069)
Proceeds from issuance of common stock, net of issuance costs	--	335,982	--	335,982
Proceeds from exercise of stock options	--	900		900
Proceeds from issuance of preferred stock, net of issuance costs	--	299,935	--	299,935
Net cash flows from financing activities	--	1,200,683	--	1,200,683
INCREASE IN CASH AND CASH EQUIVALENTS	75	28,855	--	28,930
CASH AND CASH EQUIVALENTS, beginning of period	31	6,190	--	6,221
CASH AND CASH EQUIVALENTS, end of period	$ 106	$ 35,045	$ --	$ 35,151

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following information should be read in conjunction with the unaudited consolidated financial statements and notes thereto included in this Quarterly Report and the audited financial statements and Management's Discussion and Analysis contained in the Company's Annual Report on Form 10-K/A for the year ended December 31, 2000.

The table below includes information regarding (a) broadcast cash flow, (b) EBITDA, and (c) after-tax cash flow. Broadcast cash flow, EBITDA, and after-tax cash flow are not measures of performance or liquidity calculated in accordance with GAAP, however we believe that these measures are useful to an investor in evaluating the Company because these measures are widely used in the broadcast industry as a measure of a radio broadcasting company's performance. Nevertheless, broadcast cash flow, EBITDA and after-tax cash flow should not be considered in isolation from nor as substitutes for operating income, net income, cash flow, or other consolidated income or cash flow statement data computed in accordance with GAAP, nor as a measure of the Company's profitability or liquidity. Despite their limitations, broadcast cash flow and EBITDA are widely used in the broadcasting industry to measure a company's operating performance without regard to items such as depreciation and amortization, which can vary depending upon accounting methods and the book value of assets, particularly in the case of acquisitions. By eliminating such effects, broadcast cash flow provides a meaningful measure of comparative radio station performance, and EBITDA provides a meaningful measure of overall Company performance after taking into account corporate operating expenses related to the employment of the senior management team and other overhead costs associated with running a large, publicly-traded broadcasting company.

RESULTS OF OPERATIONS

Comparison of periods ended September 30, 2000
to the periods ended September 30, 2001
(all periods are unaudited - all numbers in 000s except per share data).

	Three months ended September 30, 2000	Three months ended September 30, 2001	Nine months ended September 30, 2000	Nine months ended September 30, 2001
STATEMENT OF OPERATIONS DATA:				
REVENUE:				
Broadcast revenue	$48,914	$ 75,033	$111,269	$200,236
Less: Agency commissions	6,028	8,827	13,588	23,820
Net broadcast revenue	42,886	66,206	97,681	176,416
OPERATING EXPENSES:				
Programming and technical	6,404	10,531	15,341	28,538
Selling, G&A	14,167	21,238	33,958	57,444
Corporate expenses	1,825	2,353	4,225	5,876
Non-cash compensation	-	238	-	713
Depreciation & amortization	17,726	31,662	30,397	94,037
Total operating expenses	40,122	66,022	83,921	186,608
Operating income (loss)	2,764	184	13,760	(10,192)
INTEREST EXPENSE	8,970	15,993	16,217	46,411
(LOSS) GAIN ON SALE OF ASSETS, net	-	(44)	-	4,228
OTHER INCOME, net	9,735	630	19,442	630
Income (loss) before (provision) benefit for income taxes	3,529	(15,223)	16,985	(51,745)
(PROVISION) BENEFIT FOR INCOME TAXES	(7,550)	5,134	(13,368)	17,076
Net (loss) income before extraordinary item	(4,021)	(10,089)	3,617	(34,669)
EXTRAORDINARY LOSS ON DEBT RETIREMENT, net of taxes	-	-	-	5,207
Net (loss) income	$(4,021)	$(10,089)	$ 3,617	$(39,876)
Net loss applicable to common shareholders	$(8,219)	$(15,124)	$ (581)	$(54,981)
BASIC AND DILUTED PER SHARE DATA:				
Net loss before extraordinary item	$ (0.10)	$ (0.16)	$ (0.01)	$ (0.56)
Extraordinary item	-	-	-	(0.06)
Net loss	$ (0.10)	$ (0.16)	$ (0.01)	$ (0.62)

	Three months ended September 30, 2000	Three months ended September 30, 2001	Nine months ended September 30, 2000	Nine months ended September 30, 2001
OTHER DATA:				
Broadcast cash flow (a)	$22,315	$34,437	$48,382	$ 90,434
Broadcast cash flow margin	52.0%	52.0%	49.5%	51.3%
EBITDA (b)	$20,490	$32,084	$44,157	$ 84,558
EBITDA margin	47.8%	48.5%	45.2%	47.9%
After-tax cash flow (c)	$17,057	$12,210	$36,784	$ 28,288
Capital expenditures	919	1,970	2,316	4,810
Weighted average shares outstanding - basic (d)	85,494	91,687	83,862	88,936
Weighted average shares outstanding - diluted (d)	85,684	91,687	84,061	88,936
SAME STATION RESULTS (e):				
Net revenue	$40,230	$43,027	$95,000	$100,266
Broadcast cash flow	20,250	21,949	46,561	50,747
Broadcast cash flow margin	51.0%	51.0%	49.0%	50.6%

Net broadcast revenue increased to approximately $66.2 million for the quarter ended September 30, 2001 from approximately $42.9 million for the quarter ended September 30, 2000 or 54%. Net broadcast revenue increased to approximately $176.4 million for the nine months ended September 30, 2001 from approximately $97.7 million for the nine months ended September 30, 2000 or 81%. These increases in net broadcast revenue were the result of continuing broadcast revenue growth in many of the Company's markets in which it has operated for at least one year, as the Company benefited from historical ratings increases at certain of its radio stations.

Operating expenses excluding depreciation, amortization and non-cash compensation increased to approximately $34.1 million for the quarter ended September 30, 2001 from approximately $22.4 million for the quarter ended September 30, 2000 or 52%. Operating expenses excluding depreciation, amortization and non-cash compensation increased to approximately $91.9 million for the nine months ended September 30, 2001 from approximately $53.5 million for the nine months ended September 30, 2000 or 72%. These increases in expenses were related to the Company's rapid expansion within the markets in which it operates including increased variable costs associated with increased revenue, as well as start-up and expansion expenses for its newer markets.

Broadcast operating income was approximately $0.2 million for the quarter ended September 30, 2001 compared to broadcast operating income of $2.8 million for the quarter ended September 30, 2000. Broadcast operating loss was approximately $10.2 million for the nine months ended September 30, 2001 compared to the broadcast operating income of $13.8 million for the quarter ended September 30, 2000. These decreases in net broadcast operating income were attributable to higher revenue as described above, more than offset by higher depreciation and amortization expenses associated with the Company's several acquisitions made in 2000 and 2001.

Interest expense increased to approximately $16.0 million for the quarter ended September 30, 2001 from approximately $9.0 million for the quarter ended September 30, 2000 or 78%. Interest expense increased to approximately $46.4 million for the nine months ended September 30, 2001 from approximately $16.2 million for the nine months ended September 30, 2000 or 186%. These increases related primarily to borrowings associated with the acquisition of radio stations from Clear Channel Communications and AMFM and the acquisition of Blue Chip Broadcasting, Inc.

Other income decreased to approximately $0.6 million for the quarter ended September 30, 2001 compared to approximately $9.7 million for the quarter ended September 30, 2000. Other income decreased to $0.6 for the nine months ended September 30, 2001 from approximately $19.4 million for the nine months ended September 30, 2000. These decreases were due to the Company having normalized cash balance levels during the first nine months of 2001, as compared to high cash and investment balances resulting from follow-on equity offerings in November 1999, March 2000 and July 2000, completed in anticipation of the acquisition of radio stations from Clear Channel Communications and AMFM, which was consummated in August 2000. An additional decrease resulted from an approximately $1.2 million write-down of the Company's investment in NetNoir, Inc. during the second quarter of 2001.

(Loss) income before (provision) benefit for income taxes was approximately $(15.2) million for the quarter ended September 30, 2001 compared to approximately $3.5 million for the quarter ended September 30, 2000. (Loss) income before provision for income taxes was approximately $(51.7) million for the nine months ended September 30, 2001 compared to approximately $17.0 million for the nine months ended September 30, 2000. These changes were due to lower operating income due to higher non-cash charges and higher interest expense due to higher levels of debt outstanding as outlined above.

Net loss was approximately $10.1 million for the quarter ended September 30, 2001 compared to $4.0 million for the quarter ended September 30, 2000, an increase of 153%. Net (loss) income was approximately $(39.9) million for the nine months ended September 30, 2001 compared to approximately $3.6 million for the nine months ended September 30, 2000. These changes were due to the loss before benefit for income taxes versus income before provision for income taxes in the previous year's periods as well as an extraordinary charge for the nine month period of 2001, incurred in connection with the Company's refinancing of its 12% Senior Subordinated Notes due 2004 (Former Notes) with a new offering of 8-7/8% Senior Subordinated Notes due 2011 (Notes) in May 2001, partially offset by a tax benefit for both the quarter and the nine month period, compared to tax provisions during last year's periods.

Broadcast cash flow increased to approximately $34.4 million for the quarter ended September 30, 2001 from approximately $22.3 million for the quarter ended September 30, 2000 or 54%. Broadcast cash flow increased to approximately $90.4 million for the nine months ended September 30, 2001 from approximately $48.4 million for the nine months ended September 30, 2000 or 87%. These increases were attributable to the increases in broadcast revenue partially offset by higher operating expenses as described above. EBITDA increased to approximately $32.1 million for the quarter ended September 30, 2001 from approximately $20.5 million for the quarter ended September 30, 2000 or 57%. EBITDA increased to approximately $84.6 million for the nine months ended September 30, 2001 from approximately $44.2 million for the nine months ended September 30, 2000 or 91%. These increases were attributable to the increase in broadcast revenue partially offset by higher operating expenses as described above.

(a) "Broadcast cash flow" is defined as broadcast operating income plus corporate expenses (including non-cash compensation) and depreciation and amortization of both tangible and intangible assets.

(b) "EBITDA" is defined as earnings before interest, taxes, depreciation, amortization, non-cash and stock-based compensation.

(c) "After-tax cash flow" is defined as income before income taxes and extraordinary items plus depreciation, amortization and non-cash compensation, non-cash interest expense and non-cash loss/(gain) on investments, less the current income tax liability/(benefit) and preferred stock dividends.

(d) As of September 30, 2001 the Company had 91,687,000 shares of common stock outstanding on a weighted average basis for the quarter and the same number of shares of common stock outstanding for fully diluted purposes.

(e) Same station results include results only for those stations owned and/or operated by the Company for the full one-year period in question.

LIQUIDITY AND CAPITAL RESOURCES

The Company's primary source of liquidity is cash provided by operations and, to the extent necessary, commitments available under the Company's bank credit facility. The Company has entered into a bank credit facility under which it has borrowed $350.0 million in term loans and may borrow up to $250.0 million on a revolving basis, and from which the Company has historically drawn down funds as capital was required, primarily for acquisitions. As of September 30, 2001, the Company had $120.0 million available to be drawn, subject to the covenant restrictions described below.

The credit facility contains covenants limiting the Company's ability to incur additional debt and additional liens, to make dividend and other payments with respect to the Company's equity securities, to make new investments and to sell assets. The credit facility also requires compliance with financial tests based on financial position and results of operations, including a leverage ratio, an interest coverage ratio and a fixed charge coverage ratio, all of which could effectively limit the Company's ability to borrow under the credit facility or to otherwise raise funds in the debt and equity markets.

The Company has used, and may continue to use, a significant portion of the Company's capital resources to consummate acquisitions. These acquisitions were or will be funded from (i) the Company's credit facility (ii) the proceeds of the historical offerings of the Company's common and preferred stock, (iii) the proceeds of future equity or debt offerings, and (iv) internally generated cash flow.

The Company's balance of cash and cash equivalents was approximately $20.9 million as of December 31, 2000. The Company's balance of cash and cash equivalents was approximately $19.0 million as of September 30, 2001. This decrease resulted primarily from (i) preferred dividend and credit facility interest and principal payments, (ii) the acquisition of Blue Chip Broadcasting, Inc., (iii) an escrow deposit on the acquisition of radio station WHTA-FM (formerly WPEZ-FM) and (iv) operating activities during the nine months of 2001, partially offset by proceeds from the sales of stations, proceeds from the May 2001 sale of the Company's Notes and draws on the Company's credit facility.

Net cash flows from operating activities decreased to approximately $36.0 million for the nine months ended September 30, 2001 compared to approximately $44.2 million for the nine months ended September 30, 2000 or 19%. This decrease was due to lower net income (partially due to lower interest income), lower deferred income taxes, higher trade accounts receivable and lower accounts payable, partially offset by an extraordinary loss associated with the Company's retirement of its Former Notes and higher depreciation and amortization charges. Non-cash expenses of depreciation and amortization increased to approximately $94.0 million for the nine months ended September 30, 2001 from approximately $30.4 million for the nine months ended September 30, 2000 or 209% due primarily to acquisitions in 2000 and 2001, particularly the Company's August 2000 acquisition of stations from Clear Channel Communications and AMFM and the August 2001 acquisition of Blue Chip Broadcasting, Inc.

Net cash flows used in investing activities decreased to approximately $141.4 million for the nine months ended September 30, 2001 compared to approximately $1,216.0 million for the nine months ended September 30, 2000 or 88%. During the nine months ended September 30, 2001 the Company acquired Nash Communications Corporation, owner and operator of WILD-AM in the Boston, Massachusetts market for an approximately $5.0 million combination of cash and shares of the Company's class A common stock. The Company acquired WTLC-AM and the intellectual property of WTLC-FM in the Indianapolis, Indiana market for approximately $8.2 million. The Company also acquired KTXQ-FM (formerly KDGE-FM) in the Dallas, Texas market for approximately $52.5 million. Also during the nine months ended September 30, 2001 the Company completed the sale of KJOI-AM (formerly KLUV-AM) in Dallas, Texas, for approximately $16.0 million. The Company also completed the sale of WDYL-FM in Richmond, Virginia, and two radio stations, WJMZ-FM and WPEK-FM, in the Greenville, South Carolina market for approximately $52.5 million and WARV-FM in the Richmond, Virginia market for approximately $1.0 million. The Company also made escrow deposits of $2.8 million on the anticipated acquisition of WHTA-FM (formerly WPEZ-FM), in the Atlanta, Georgia market and completed the acquisition of radio stations WCDX-FM, WRHH-FM (formerly WPLZ-FM), WGCV-AM, and WJMO-FM (formerly WJRV-FM) in the Richmond, Virginia market for approximately $34.0 million. The Company also completed the acquisition of Blue Chip Broadcasting, Inc., owner and/or operator of sixteen radio stations in six markets, for an approximately $190.0 million combination of cash and shares of class D common stock. During the nine months ended September 30, 2001, the Company made purchases of capital equipment totaling approximately $4.8 million. During the nine months ended September 30, 2000, the Company acquired WPLY-FM in the Philadelphia, Pennsylvania market for approximately $80.0 million. The Company also acquired Davis Broadcasting, Inc., owner and operator of six radio stations in the Charlotte, North Carolina and Augusta, Georgia markets for an approximately $24.2 million combination of cash and shares of the Company class A and class D common stock and three radio stations and one low power television station in the Indianapolis, Indiana market for an approximately $40.0 million combination of cash and shares of the Company's class A common stock. The Company also acquired twelve radio stations in seven markets from Clear Channel Communications and AMFM for approximately $1.3 billion and radio station KJOI-AM (formerly KLUV-AM) in the Dallas, Texas market for approximately $16.0 million.

Net cash flows from financing activities decreased to approximately $103.5 million for the nine months ended September 30, 2001 compared to approximately $1,200.7 million for the nine months ended September 30, 2000 or 91%. In May 2001, the Company completed the sale of $300.0 million of Notes. The proceeds from the Notes were used to repay $200.0 million of the Company's credit facility and also redeem the Company's Former Notes. In addition, the Company paid approximately $15.1 million in preferred stock dividends. In August, the Company completed the acquisition of four radio stations from Sinclair Telecable, Inc. and Commonwealth Broadcasting, LLC for approximately $34.0 million and the acquisition of Blue Chip Broadcasting, Inc. for approximately $190.0 million. These acquisitions were partially funded with approximately $135.0 million drawn on the $250 million revolving portion of its credit facility. In March 2000, the Company completed a public offering of common stock that raised net proceeds of approximately $336.0 million. In July 2000, the Company completed an offering of 6-1/2% Convertible Preferred Securities that raised net proceeds of approximately $299.9 million. Most of the proceeds, including $570 million drawn on the Company's credit facility, were used to fund the Company's acquisitions in 2000.

As a result of the aforementioned, cash and cash equivalents decreased by $1.9 million during the nine months ended September 30, 2001 compared to an increase of approximately $28.9 million during the nine months ended September 30, 2000.

In July 2001, the Financial Accounting Standards Board (FASB) issued Statement of Financial Accounting Standards No. 141 (SFAS 141) "Business Combinations" and No. 142 (SFAS 142) "Goodwill and Other Intangible Assets." SFAS 141 requires all business combinations to be accounted for using the purchase method. SFAS 142 requires a non-amortization approach to account for purchased goodwill and certain intangibles. Under a non-amortization approach, goodwill and certain intangibles will not be amortized into results of operation, but instead, would be reviewed for impairment and written down and charged to results of operations only in the periods in which the carrying value of goodwill and certain intangibles is more than its fair value. The Company will adopt the provisions of these two statements on January 1, 2002. The adoption of these pronouncements may result in the reduction of amortization of goodwill and intangibles. Management has not quantified the impact of these statements on the statement of operations.

This discussion may include forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Because these statements apply to future events, they are subject to risks and uncertainties that could cause actual results to differ materially, including the absence of a combined operating history with an acquired company or radio station and the potential inability to integrate acquired businesses, need for additional financing, high degree of leverage, granting of rights to acquire certain portions of the acquired company's or radio station's operations, variable economic conditions and consumer tastes, as well as restrictions imposed by existing debt and future payment obligations. Important factors that could cause actual results to differ materially are described in the Company's reports on Forms 10-K and 10-Q and other filings with the Securities and Exchange Commission.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

The Company is from time to time engaged in legal proceedings incidental to its business. The Company does not believe that any legal proceedings that it is currently engaged in, either individually or in the aggregate, will have a material adverse effect on the Company.

Item 2. Changes in Securities and Use of Proceeds

On August 10, 2001, the Company issued 5,773,824 shares of class D common stock to the stockholders of Blue Chip Broadcasting, Inc. as partial purchase price consideration in connection with the Company's acquisition of Blue Chip Broadcasting, Inc. These shares were issued pursuant to the exemption from registration provided by Section 4(2) of the Securities Act of 1933.

Item 3. Defaults Upon Senior Securities

None.

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

None.

Item 5. Other Information

None.

Item 6. Exhibits and Reports on Form 8-K

(a) EXHIBITS

3.1 Amended and Restated Certificate of Incorporation of Radio One, Inc. (dated as of May 4, 2000), as filed with the State of Delaware on May 9, 2000 (incorporated by reference to Radio One's Quarterly Report on Form 10-Q for the period ended March 31, 2000 (File No. 0-25969; Film No. 631638)).

3.1.1 Certificate of Amendment (dated as of September 21, 2000) of the Amended and Restated Certificate of Incorporation of Radio One, Inc. (dated as of May 4, 2000), as filed with the State of Delaware on September 21, 2000 (incorporated by reference to Radio One's Current Report on Form 8-K filed October 6, 2000 (File No. 0-25969; Film No. 736375)).

3.2 Amended and Restated By-laws of Radio One, Inc., amended as of June 5, 2001 (incorporated by reference to Radio One's Form 10-Q filed August 14, 2001 (File No. 0-25969; Film No. 1714323)).

3.3 Certificate Of Designations, Rights and Preferences of the 6 1/2% Convertible Preferred Securities Remarketable Term Income Deferrable Equity Securities (HIGH TIDES) of Radio One, Inc., as filed with the State of Delaware on July 13, 2000 (incorporated by reference to Radio One's Quarterly Report on Form 10-Q for the period ended June 30, 2000 (File No. 0-25969; Film No. 698190)).

4.1 Indenture dated May 18, 2001 among Radio One, Inc., the Guarantors listed therein, and United States Trust Company of New York (incorporated by reference to Radio One's Registration Statement on Form S-4, filed July 17, 2001 (File No. 333-65278; Film No. 1683373)).

4.2 First Supplemental Indenture, dated August 10, 2001, among Radio One, Inc., the Guaranteeing Subsidiaries and other Guarantors listed therein, and the Bank of New York (formerly the United States Trust Company of New York), as Trustee (incorporated by reference to the Radio One's Registration Statement on Form S-4, filed October 4, 2001 (File No. 333-65278; Film No. 1752425)).

4.3 Form of 8 7/8% Senior Subordinated Notes, due 2011 governed by the Indenture dated May 18, 2001 (incorporated by reference to Radio One's Registration Statement on Form S-4, filed July 17, 2001 (File No. 333-65278; Film No. 1683373)).

4.4 Registration Rights Agreement dated May 18, 2001 among Radio One, Inc., the Guarantors, Banc of America Securities LLC, Credit Suisse First Boston Corporation, Deutsche Banc Alex. Brown Inc., Blaylock & Partners, L.P., First Union Securities, Inc., Morgan Stanley & Co. Incorporated and TD Securities (USA) Inc. (incorporated by reference to Radio One's Registration Statement on Form S-4, filed July 17, 2001 (File No. 333-65278; Film No. 1683373)).

(b) REPORTS ON FORM 8-K

The Company filed an Item 5 Form 8-K dated August 3, 2001, for the purpose of (i) releasing its results of operations for the second quarter of 2001, (ii) disclosing updated earnings guidance for the third quarter of 2001 and (iii) announcing its agreement to operate a fourth station in the Atlanta market.

The Company filed an Item 7 Form 8-K dated August 6, 2001, for the purpose of updating certain financial statements and pro forma information related to its acquisition of Blue Chip Broadcasting, Inc.

The Company filed an Item 5 Form 8-K dated August 13, 2001, for the purpose of announcing the closing of its acquisition of Blue Chip Broadcasting, Inc.

The Company filed an Item 7 Form 8-K dated August 23, 2001, for the purpose of updating certain financial statements and pro forma information related to its acquisition of Blue Chip Broadcasting, Inc.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

RADIO ONE, INC.

/s/ Scott R. Royster

November 14, 2001

Scott R. Royster
Executive Vice President and Chief Financial Officer
(Principal Financial Officer)