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URBAN TELEVISION NETWORK CORP  
Form 8-K  
February 28, 2005

U.S. SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 8-K

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

Date of Report: February 28, 2005

URBAN TELEVISION NETWORK CORPORATION

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(Exact Name of registrant as specified in its Charter)

Nevada

33-58972

22-2800078

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(State of Incorporation)

Commission File No.

(IRS Employer  
Identification No.)

2707 South Cooper St. Suite 119 Arlington, TX

76015

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(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, ( 817 ) 303 - 7449  
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(Registrant's former name and address)

Item 5.02 Departure of Directors or Principal Officers; Election of Directors;  
Appointment of Officers.

(b) Resignation of a Director

On February 25, 2004, we accepted the resignation of Clay Wilkinson as a member of our Board of Directors, to be effective on February 25, 2005. Mr. Wilkinson's resignation was not the result of any disagreement between us and him. Mr. Wilkinson's voluntary resignation came as the result of his desire to focus more

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time and attention to other business interest.

A copy of the press release issued by the Company announcing the resignation of Mr. Wilkinson is filed as Exhibit (99) to this Form 8-K.

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits.

(99) Urban Television Network Corporation New Release dated February 28, 2005.

SIGNATURES

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 hereunto duly authorized.

Dated: February 28, 2005

Urban Television Network Corporation

/s/ Randy Moseley

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By: Randy Moseley

Title: Chief Financial Officer