

MINUTES OF FIRST MEETING OF
BOARD OF DIRECTORS OF
[REDACTED] COUNSELING [REDACTED]

The Directors of the above named corporation, constituting the Board of Directors of said corporation, held their first meeting at the time, on the day and at the place set forth as follows:

TIME: 8:00 p.m.

DATE: December 11, 1980

PLACE: Laguna Hills, CA

There were present at the meeting the following Directors, constituting a quorum of the full Board:

[REDACTED] Story
[REDACTED] Larson
[REDACTED] Graff
[REDACTED] Vahey

There being no further business to come before the meeting, upon motion duly made, seconded and unanimously carried, the meeting was adjourned.


LARSON, Temporary Chairman


LARSON, President and
Chairman

MINUTES OF SPECIAL MEETING OF
BOARD OF DIRECTORS OF

 CHURCH
A California Corporation

The Directors of the above-named corporation, constituting the Board of Directors of said corporation, held a special meeting at the time, on the day and at the place set forth as follows:

TIME: 4:00 P.M.

DATE: July 3, 1985

PLACE: Costa Mesa, California

The meeting adjourned at 6:00 P.M.

 LEE

ANNUAL MEETING

The shareholders and directors conducted an annual meeting on June 1, 1990 at the corporation's Irvine office. All directors and shareholder's participated.

A monthly salary of [REDACTED] for President [REDACTED] was confirmed and approved.

Those present reviewed the business plans of the corporation for the next year and authorized the officer to proceed.

The meeting then adjourned.

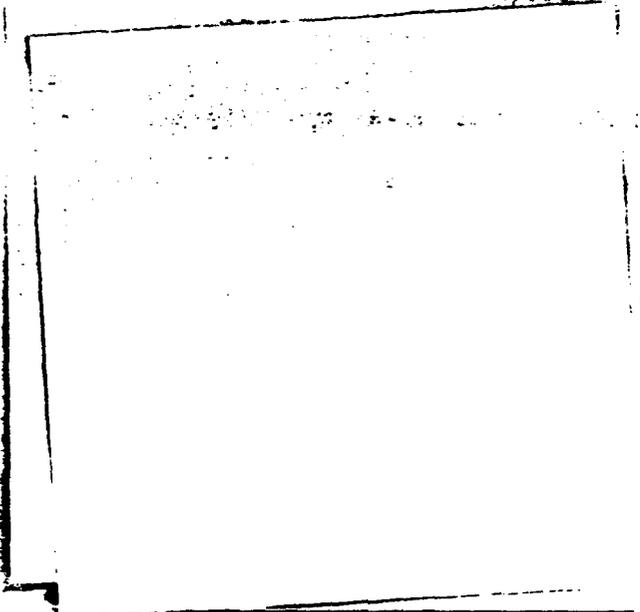
[REDACTED]

[REDACTED] Secretary

[REDACTED]

JOINT ANNUAL MEETING OF SHAREHOLDERS AND DIRECTORS
OF
SAHARA [REDACTED]

A joint annual meeting of the shareholders and directors of Sahara [REDACTED] for 1986 was held as provided in the corporate by-laws with all shareholders and directors participating.



Donald [REDACTED]

JOINT SPECIAL MEETING
OF
SHAREHOLDERS AND DIRECTORS OF
[REDACTED] INC.

A joint special meeting of the shareholders and directors of [REDACTED] INC. was held December 27, 1986, with all directors and shareholders participating.

[REDACTED]
TAYLOR

THE G [REDACTED]

SPECIAL MEETING
BOARD OF DIRECTORS
AUGUST 13, 1990

A special meeting of the Board of Directors of the Ga [REDACTED]
[REDACTED] was held on August 13, 1990 at Costa Mesa,
California. All directors were present with the exception of Chris
[REDACTED]

The directors considered the financial activities and reports
of the corporation since its inception and approved same.

THE GA

Michael
President

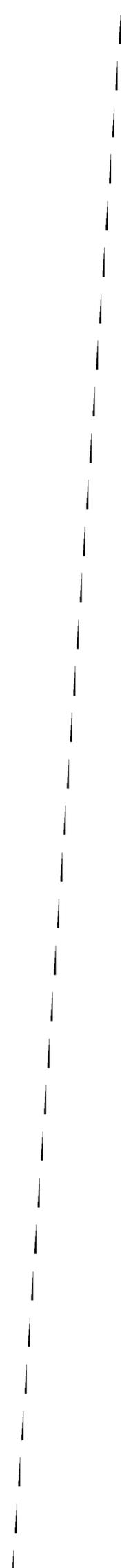
APPROVAL AND CONSENT OF ABSENT DIRECTOR

I hereby approve the above-referenced meeting and consent and confirm all of the actions of the Board of Directors at said meeting as set forth in these minutes.

Dated: _____

Chris

B



NATIONAL MINORITY T.V., INC.

ACTION BY WRITTEN CONSENT

The Board of Directors of NATIONAL MINORITY T.V., INC., takes the following action by unanimous written consent of all the directors:

RESOLVED, to the fullest extent permitted by law, this corporation shall indemnify its directors and officers, including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any claim, lawsuit or proceeding, including an action by or in the right of the corporation.

RESOLVED, FURTHER, that upon written request to the Board of Directors by any person seeking indemnification, the board shall promptly determine in accordance with applicable laws whether the applicable standard of conduct has been met and, if it has, the board shall authorize indemnification.

RESOLVED, FURTHER, that to the fullest extent permitted by law and except as is otherwise determined by the board in a specific instance, expenses incurred by a person seeking indemnification pursuant to these Resolutions shall be advanced by the corporation prior to final disposition of the claim, lawsuit or proceeding.

Dated:

6-17-87

Paul F. Crouch
PAUL F. CROUCH

Dated:

6-17-87

Jane Duff
JANE DUFF

Dated:

6-20-87

David Espinosa
DAVID ESPINOSA

ACTION BY WRITTEN CONSENT
OF BOARD OF DIRECTORS OF
TRANSLATOR T.V., INC.

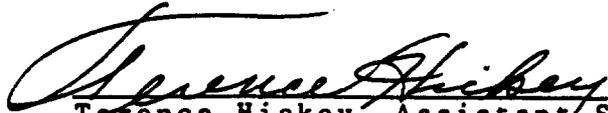
The undersigned, being all of the directors of TRANSLATOR T.V., INC., take the following action by unanimous written consent as of January 26, 1987:

RESOLVED, the officers of this corporation are authorized and empowered to execute all documents, contracts, promissory notes and to take all action required for the acquisition and/or transfer of assets, consents, permits, licenses and authorizations for the operation of a UHF television station in the Midland/Odessa, Texas area.

RESOLVED FURTHER, that TRINITY BROADCASTING NETWORK, INC. is hereby authorized and empowered to act as accounting agent for this corporation; provided, that such authorization shall include, but shall not be limited to, the processing of donations, payment of accounts payable, the receipt of payments due this corporation and the preparation of financial statements until further written notice to the contrary is given TRINITY BROADCASTING NETWORK, INC.



Paul F. Crouch, President



Terence Hickey, Assistant Secretary



Jane Duff, Director

David Espinoza, Director

SPECIAL MEETING
OF BOARD OF DIRECTORS OF
TRANSLATOR T.V., INC.

A special meeting of the Board of Directors of TRANSLATOR T.V., INC. was held on February 2, 1987 with all directors participating.

Pursuant to unanimous vote it was moved, seconded and passed that the following resolution be adopted:

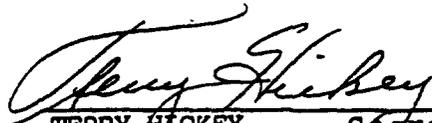
RESOLVED, that Article I of the Articles of Incorporation of this corporation be amended to read as follows:

The name of this corporation is NATIONAL
MINORITY T.V., INC.

The meeting then adjourned.

Dated: _____

2/10/87



TERRY HICKEY, Secretary

ENDORSED
FILED
In the office of the Secretary of State
of the State of California
FEB 23 1987
MARCH FONG EU, Secretary of State

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
TRANSLATOR T.V., INC.

PAUL F. CROUCH and TERRY HICKEY certify:

1. That they are the President and Secretary, respectively, of TRANSLATOR T.V., INC., a California non-profit corporation.

2. That at a meeting of the Board of Directors of said corporation held on February 2, 1987, the following resolution was unanimously adopted:

RESOLVED, that Article I of the Articles of Incorporation of this corporation be amended to read as follows:

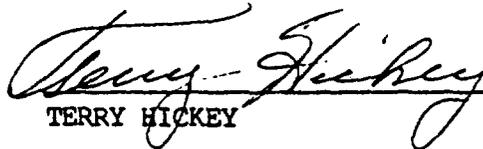
The name of this corporation is NATIONAL MINORITY T.V., INC.

3. That the number of directors who voted affirmatively for the adoption of said resolution is three and the number of directors constituting a quorum is two.

4. The corporation has no members.



PAUL F. CROUCH



TERRY HICKEY

Each of the undersigned declares under penalty of perjury that the matters set forth in the foregoing Certificate are true and correct. Executed at Tustin, California on the 10th day of February, 1987.



PAUL F. CROUCH

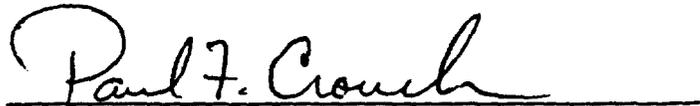


TERRY HICKEY

ACTION BY WRITTEN CONSENT
OF BOARD OF DIRECTORS OF
TRANSLATOR T.V., INC.

The undersigned, being all of the directors of TRANSLATOR T.V., INC., hereby take the following action by written consent as of February 8, 1987.

RESOLVED, Jane Duff is hereby elected to the position of Assistant Secretary.


PAUL F. CROUCH


TERENCE HICKEY


JANE DUFF

SPECIAL MEETING
NATIONAL MINORITY T.V., INC.
AUGUST 15, 1990

A special meeting of the Board of Directors of National Minority T.V., Inc. was held on August 15, 1990 at Newport Beach, California. Those present included board members Paul Crouch and Jane Duff. Phillip Aguilar was also present and was accompanied by his son.

The President reported that he was in receipt of a letter of resignation from Rev. David Espinoza. Mr. Crouch explained that Rev. Espinoza had asked that his resignation be accepted as the demands of his parish ministry made it extremely difficult to continue as an active officer and director of the corporation. It was moved, seconded and passed that the resignation of Rev. Espinoza be accepted and that a letter of appreciation be mailed to Rev. Espinoza expressing gratitude for his dedicated service to National Minority T.V.

The board then considered the possibility of electing Phillip Aguilar to the Board of Directors as a replacement for David Espinoza. The responsibilities of board membership was explained to Mr. Aguilar and Mr. Aguilar indicated he would be able to meet the demands of a director and officer.

It was then moved and seconded and passed that Phillip Aguilar be elected to the office of Vice President in place of Jane Duff and to the Board of Directors of the corporation. Mr. Aguilar accepted the office of Vice President and agreed to serve as a director. The board proceeded to elect Jane Duff Secretary and Treasurer of the corporation. Mrs. Duff accepted the two offices.

The board members discussed the current broadcast interests of the corporation and its financial status.

The meeting then adjourned.



JANE DUFF, SECRETARY

DOCUMENT OFF-LINE

This page has been substituted for one of the following:

o An oversize page or document (such as a map) which was too large to be scanned into the RIPS system.

o Microfilm, microform, certain photographs or videotape.

o Other materials which, for one reason or another, could not be scanned into the RIPS system.

The actual document, page(s) or materials may be reviewed by contacting an Information Technician. Please note the applicable docket or rulemaking number, document type and any other relevant information about the document in order to ensure speedy retrieval by the Information Technician.

TESTIMONY OF JAMES G. McCLELLAN

1. My name is James Grant McClellan. My residence address is 3540 S.E. El Camino Drive, Gresham, Oregon, 97080. I am employed by National Minority TV, Inc. ("NMTV") as the station manager of KNMT-TV, Portland, Oregon ("KNMT") since January 1, 1990. I am married, and my wife, Connie, works with me at KNMT as the station's public affairs director and traffic manager. I have two children.

2. I was born in Long Beach, California on December 2, 1943. I grew up in a troubled home. My mother was married twice, and I was the victim of physical and sexual abuse. Until I was in the third grade we grew up in a poor and working class neighborhood in South Central Los Angeles, and we lived through high school in the South San Gabriel-Rosemead-Alhambra area. When I was 9 I contracted polio, and was in an iron lung for several months. When I was finally released from the iron lung, I was told that my lungs would be chronically weak, and that I would be unable to take part in normal sports activities. I didn't accept that, and I worked hard enough to become a trombone player in my high school marching band. Some of the neighborhoods in which we lived were racially mixed. Many of my friends and schoolmates were African-American or Latino, so I learned early what problems members of minority groups faced in

Federal Communications Commission

Docket No. 93-75 Exhibit No. IOF 109

Presented by TOPA

Disposition { Identified 12.2.93
Received 12.2.93
Rejected _____

Reporter A. W. G. M. S. R.

Date 12.2.93

our society. These two experiences--my successful bout with an iron lung and my association with many friends of different races and ethnicity--created in me a desire to serve the Lord and a sympathy and feeling for the problems of members of minority groups. Neither of these feelings has left me to this day.

3. I accepted the Lord as a teenager in a local Baptist Church, and attended college at the California Baptist College in Riverside, California from 1962-1964. I was a neighborhood retail bread truck driver for Helms Bakeries on the La Puente route in a predominantly Hispanic area, as well on several routes in South Central Los Angeles. I volunteered to work at missions and churches in the South Central LA area, at various food ministries feeding the homeless and needy, and drove a school bus for handicapped students. I was ordained to the ministry by the First Baptist Church, Auburn, California, on April 25, 1965.

4. My interest in ministry and in preaching led naturally to an interest in radio and television, and I attended the Don Martin School of Radio and Television Arts and Sciences in Hollywood, California from 1970 through 1971. For the experience, on a volunteer basis I created, produced and hosted a children's Bible program for Trinity Broadcasting Network ("Trinity" or "TBN") called One Way Game. After watching my work on that

show, in May 1976 Jan and Paul Crouch hired me to work at Trinity Broadcasting Network as the Praise the Lord program producer and announcer. I continued to do the same program once I became a salaried employee. I also worked as the producer of the Kid's PTL program. After working for almost a year, I quit TBN to pastor a congregation called the Shekinah Christian Center in Long Beach, California. I held other pastoral and business positions until I was called to pastor the New Life Southern Baptist Church in Rosemead, California in January, 1980. This church was a multi-racial, multi-ethnic church that had an English speaking and Spanish-speaking congregation worshipping in the same building.

5. I left New Life to return to TBN in 1982 to help produce and host two television programs, One Way Game and Joy in the Morning. Joy was a magazine format program that featured guests, music, and ministering to the needs of the family at home, such as segments on how to raise children. Over the years I have continued to help produce and host Joy, except for a short hiatus when I first took the job as station manager in Portland, and I continued to produce and host One Way Game until I went to Portland. The basic format of Joy has remained the same over the years, but the show's emphasis has become increasingly more public affairs oriented. When I say I "helped produce" the program, in the case of Joy

that means that I did some research, helped determine who was going to be a guest, and on occasion booked guests. Because of my background in minority communities I made sure that Joy's guests frequently included members of these communities. I did everything with respect to The One Way Game, booked the schools, made sure they got appropriate gifts, etc.

6. While I worked for TBN I also did voice-overs, announcements, and worked with the road crew on productions in other locations. My role was to ensure that travel, hotel and technical arrangements were completed at each site, to serve as an advance man to negotiate and finalize arrangements at the site where production was scheduled, and to supervise the road crew. Since the road crew consisted of some young men who were traveling away from home for long stretches of time, I was responsible for carrying the money, making sure the hotel reservations were correct, and generally served as the crew's "dad." I received nine Religion in Media Silver Angel Awards for my work on Joy and the One Way Game, as well as a Golden Angel Award, a Golden Eagle Award, and, a Golden Halo Award from the Southern California Motion Picture Council.

7. While working for TBN I was involved in other pastoral and ministerial work on a personal basis. For example, I served as the Pastor of the Living Hope Church

in Stanton, California between October 1987 and December, 1989. A section of Stanton is a Barrio. When I began my part-time ministry the church had 17 members, when I left there were 250 in the church. We had a jail ministry while I was pastor, and our church had an outreach ministry to Hispanic gangs while I pastored there. A Korean Women's Bible Study Group met in our building, and a friend, Barry Bruce, had a ministry called "The Way Out" and he began to help residents of the Stanton Barrio. I also volunteered my time to assist "A Place for Us," a marriage ministry providing fellowship and personal/marriage and family counseling for partners in interracial relationships. I worked as a volunteer announcer and a spokesperson for The Tree of Life, a program produced by African-American pastor Ed Smith to minister to the needs of the African-American community. I helped to raise funds and solicited gifts, and travelled to Mexico to speak at a prison and orphanage on behalf of the "Come Unto Me" and "Welcome Home" ministries, which tried to alleviate the truly horrendous conditions of abandoned children in Mexico, and children housed in Orphanages in Mexico. While I worked for Trinity I also began my involvement with the "Project Impact" ministry, to which I was elected to the Board of Directors in 1992. Project Impact is an outreach ministry to the inner city youth in urban areas. When I

first became involved I was interested, of course, in the Los Angeles metro area. The project concentrates on providing job training and placement classes, diversion counseling, school drop-out prevention and personal development workshops, parent education classes, drug and alcohol abuse awareness, and crisis intervention, particularly for gang members. Most of the those helped by Project Impact are African-American and Latino youths.

8. I first became aware of the job opening for the station manager's job in Portland in late September or early October, 1989, when I was having lunch with, among others, Ben Miller and Terry Hickey. I was discussing my desire to look for a television position or a pastorate of a church in a more rural area of California, such as San Luis Obispo, Paso Robles or Atascadero, because I wanted to raise my family in a better atmosphere than was possible in Los Angeles. Ben mentioned that the station manager's job was open in Portland and told me to see Jane Duff if I were interested. Until that conversation I never heard of National Minority TV, Inc. ("NMTV"). I asked Ben Miller and Terry Hickey what a station manager's responsibilities were, and they said that it would be a great deal like pastoring a church. I felt encouraged, because I had pastored churches before.

9. I did speak to Mrs. Duff about the job later