

NOTE: The failure to include an explanatory providing full particulars in connection with a "No" response may result in dismissal of the application. See Instructions, paragraph L for additional information regarding completion of explanatory exhibits.

SECTION II - Legal and Financial

1.	Certification. Applicant certifies that it has answered each question in this application based on its review of the application instructions and worksheets. Applicant further certifies that where it has made an affirmative certification below, this certification constitutes its representation that the application satisfies each of the pertinent standards and criteria set forth in the application instructions and worksheets.	<input checked="" type="radio"/> Yes <input type="radio"/> No
2.	<p>Eligibility. Each application must answer "Yes" to one and "No" to two of the three following certifications. An applicant should not submit an explanatory exhibit in connection with these Question 2 "No" responses.</p> <p>The applicant certifies that it is:</p> <p>a. a nonprofit educational institution; or</p> <p>b. a governmental entity other than a school; or</p> <p>c. a nonprofit educational organization, other than described in a. or b.</p>	<p><input type="radio"/> Yes <input checked="" type="radio"/> No</p> <p><input type="radio"/> Yes <input checked="" type="radio"/> No</p> <p><input checked="" type="radio"/> Yes <input type="radio"/> No</p>
3.	For applicants checking "Yes" to question 2(c) and applying for a new noncommercial educational television station only, the applicant certifies that the applicant's officers, directors and members of its governing board are broadly representative of the educational, cultural, and civic segments of the principal community to be served.	<p><input type="radio"/> Yes <input type="radio"/> No</p> <p><input checked="" type="radio"/> N/A</p>
4.	<p>a. The applicant certifies that the Commission has previously granted a broadcast application identified here by file number that found this applicant qualified as a noncommercial educational entity with a qualifying educational program, and that the applicant will use the proposed station to advance a program similar to that the Commission has found qualifying in applicant's previous application.</p> <p>b. Applicants who answered "No" to Question 4(a), must include an exhibit that describes the applicant's educational objective and how the proposed station will be used to advance an educational program that will further that objective according to 47 C.F.R. Section 73.503 (for radio applicants) and 47 C.F.R. Section 73.621 (for television applicants).</p>	<p><input type="radio"/> Yes <input checked="" type="radio"/> No</p> <p>FCC FileNumber -</p> <p>[Exhibit 2]</p>
5.	The applicant certifies that its governing documents (e.g., articles of incorporation, by-laws, charter, enabling statute, and/or other pertinent organizational document) permit the applicant to advance an educational program and that there is no provision in any of those documents that would restrict the applicant from advancing an educational program or complying with any Commission rule, policy, or provision of the Communications Act of 1934, as amended.	<input checked="" type="radio"/> Yes <input type="radio"/> No
6.	<p>a. Parties to the Application. List separately each party to the application including, as applicable, the applicant, its officers, directors, five percent or greater stockholders, non-insulated partners, members, and all other persons and entities with attributable interests. If another entity hold an attributable interest in the applicant, list separately, as applicable, its officers, directors, five percent or greater stockholders, non-insulated partners, and board members. Create a separate row for each individual or entity. Attach additional pages if necessary.</p> <p>[Enter Parties/Owners Information]</p> <p>_____</p> <p>_____</p> <p>b. Applicant certifies that equity and financial interests not set forth above are non-attributable pursuant to 47 C.F.R. Section 73.3555 and that there are no agreements or understandings with any non-party that would give influence over the applicant's programming, personnel, or finances to that non-party.</p>	<p><input type="radio"/> Yes <input type="radio"/> No</p> <p>[Exhibit 3]</p>
7.	Other Authorizations. List call signs, locations, and facility identifiers of all other broadcast stations in which applicant or any party to the application has an attributable interest pursuant to the notes to 47 C.F.R. Section 73.3555.	<p><input type="checkbox"/> N/A</p> <p>[Exhibit 4]</p>
8.	<p>Character Issues. Applicant certifies that neither applicant nor any party to the application has or has had any interest in or connection with:</p> <p>a. any broadcast application in any proceeding where character issues were left unresolved or were resolved adversely against the applicant or party to the application; or</p>	<p><input type="radio"/> Yes <input type="radio"/> No</p> <p>See Explanation in [Exhibit 5]</p>

	b. any pending broadcast application in which character issues have been raised.	
9.	<p>Adverse Findings. Applicant certifies that, with respect to the applicant, any party to the application, and any non-party equity owner in the applicant, no adverse finding has been made, nor has an adverse final action been taken by any court or administrative body in a civil or criminal proceeding brought under the provisions of any law related to any of the following: any felony; mass media-related antitrust or unfair competition; fraudulent statements to another government unit; or discrimination.</p> <p>If the answer is "No," attach as an Exhibit a full disclosure concerning the persons and matters involved, including an identification of the the court or administrative body and the proceeding (by dates and file numbers), and a description of the disposition of the matter. Where the requisite information has been earlier disclosed in connection with another application or as required by 47 C.F.R. Section 1.65, the applicant need only provide: (i) an identification of that previous submission by reference to the file number in the case of an application, the call letters of the station regarding which the application or Section 1.65 information was filed, and the date of filing; and (ii) the disposition of the previously reported matter.</p>	<input type="radio"/> Yes <input type="radio"/> No See Explanation in [Exhibit 6]
10.	<p>Alien Ownership and Control. Applicant certifies that it complies with the provisions of Section 310 of the Communications Act of 1934, as amended, relating to interests of aliens and foreign governments.</p>	<input type="radio"/> Yes <input type="radio"/> No See Explanation in [Exhibit 7]
11.	<p>Program Service Certification. Applicant certifies that it is cognizant of and will comply with its obligations as a commission licensee to present a program service responsive to the issues of public concern facing the station's community of license and service area.</p>	<input type="radio"/> Yes <input type="radio"/> No
12.	<p>Local Public Notice. Applicant certifies compliance with the public notice requirements of 47 C.F.R. Section 73.3580.</p>	<input type="radio"/> Yes <input type="radio"/> No
13.	<p>Anti-Drug Abuse Act Certification. Applicant certifies that neither applicant nor any party to the application is subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862.</p>	<input type="radio"/> Yes <input type="radio"/> No
14.	<p>Equal Employment Opportunity (EEO). If the applicant proposes to employ five or more full-time employees, applicant certifies that it is filing simultaneously with this application a Model EEO Program Report on FCC Form 396-A.</p>	<input type="radio"/> Yes <input type="radio"/> No <input type="radio"/> N/A
QUESTIONS 15, 16 AND 17 APPLY ONLY TO APPLICANTS FOR NEW STATIONS. OTHER APPLICANTS CAN PROCEED TO QUESTION 18.		
15.	<p>Financial. The applicant certifies that sufficient net liquid assets are on hand or that sufficient funds are available from committed sources to construct and operate the requested facilities for three months without revenue.</p> <p>If "No" to 15., answer question 16. and 17.</p>	<input checked="" type="radio"/> Yes <input type="radio"/> No See Explanation in [Exhibit 8]
16.	<p>Is this application contingent upon receipt of a grant from the National Telecommunications and Information Administration?</p>	<input type="radio"/> Yes <input checked="" type="radio"/> No
17.	<p>Is this application contingent upon receipt of a grant from a charitable organization, the approval of the budget of a school or university, or an appropriation from a state, county, municipality or other political subdivision?</p>	<input type="radio"/> Yes <input checked="" type="radio"/> No
<p>NOTE: If Yes to 16. or 17., the application cannot be granted unconditionally until all of the necessary funds are committed or appropriated. In the case of grants from the National Telecommunications and Information Administration, no further action on the applicant's part is required. If the applicant relies on funds from a source specified in Question 17., the applicant must advise the Commission when the funds are committed or appropriated. This should be accomplished by letter amendment to the application. Applicants should take note that the Commission's construction period is not considered "tolled" by funding difficulties and that any permit granted conditionally on funding will expire if the station is not constructed for any reason, including lack of funding.</p>		
QUESTIONS 18 AND 19 DO NOT APPLY TO APPLICATIONS FOR NEW STATIONS. APPLICANTS FOR NEW FM STATIONS CAN PROCEED TO SECTION III. APPLICANTS FOR NEW TV STATIONS CAN PROCEED TO SECTION IV.		
Holding Period.		
18.	<p>Applicant certifies that this application does not propose a modification to an authorization that was awarded on the basis of a preference for fair distribution of service pursuant to 47 U.S.C. Section 307(b).</p> <p>If "No," answer a. and b. below. If applicant answers "No" to 18. above and cannot answer "Yes" to either</p>	<input type="radio"/> Yes <input type="radio"/> No

Exhibit 2**Description:** QUALIFICATIONS OF APPLICANT TO BE AN NCE LICENSEE

MUSIC THAT MATTERS, INC. (MTM, INC.) IS A NOT-FOR-PROFIT DELAWARE CORPORATION WHICH HAS FILED ITS APPLICATION FOR TAX EXEMPTION FROM THE INTERNAL REVENUE SERVICE. (PLEASE SEE THE ATTACHED ARTICLES OF INCORPORATION, AND ACKNOWLEDGEMENT LETTER FROM THE IRS.)

MTM'S PURPOSE IS RELIGIOUS AND EDUCATIONAL IN NATURE. (SEE ATTACHED BY-LAWS FOR MTM,INC.)

AS STATED IN MTM,INC.'S BY-LAWS, MTM, INC. PLANS TO INCORPORATE PROGRAMMING PROVIDED BY RELEVANT RADIO, INC. RELEVANT RADIO PROGRAMMING IS CURRENTLY AIRED ON STATION WOVM BY STARBOARD MEDIA FOUNDATION, INC., THE ASSIGNOR IN THIS TRANSACTION; STARBOARD ORIGINALLY QUALIFIED ITSELF AS AN NCE LICENSEE ON THE BASIS OF ITS PROPOSED RELEVANT RADIO PROGRAMMING. SAMPLES OF ADDITIONAL RELIGIOUS EDUCATIONAL PROGRAMMING PLANNED TO BE AIRED ON THE STATION BY ASSIGNEE IS ALSO ATTACHED.

Attachment 2

Description
MTM, Inc. Certificate of Incorporation
MTM, Inc. By-Laws (exceptrts)
IRS Acknowledgement Letter
MTM, Inc. Sample Educational Programming

STATE of DELAWARE
CERTIFICATE of INCORPORATION
of MUSIC THAT MATTERS, INC.
A NON-STOCK CORPORATION

- **First:** The name of the corporation is Music That Matters, Inc.
- **Second:** Its Registered Office in the State of Delaware is to be located at Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle, and Zip Code 19801.

The name of its registered agent is The Corporation Trust Company.

- **Third:** The corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- **Fourth:** No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Third paragraph. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- **Fifth:** Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively

for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

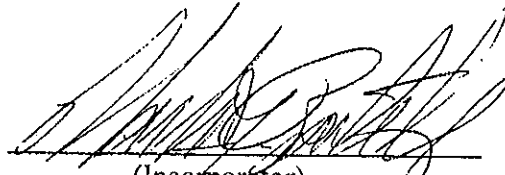
- **Sixth:** The corporation shall not have any capital stock.
- **Seventh:** The corporation may have members, but not shareholders, and shall be governed by a Board of Directors who shall be selected in the manner provided in the Bylaws.
- **Eighth:** The name and mailing address of the incorporator are as follows:

Name: Mark A. Bartels

Mailing Address: 444 Reid Street, Suite 200
P.O. Box 5637
De Pere, WI 54115

- **I, The Undersigned,** for the purpose of forming a corporation under the laws of the State of Delaware, do make, file and record this Certificate, and do certify that the facts herein stated are true, and I have accordingly hereunto set my hand this 10th day of April, A.D. 2007.

BY:


(Incorporator)

NAME: Mark A. Bartels

Type or Print

BYLAWS

OF

MUSIC THAT MATTERS, INC.

REFERENCE TABLE
TO
BYLAWS
OF
MUSIC THAT MATTERS, INC.

<u>Section</u>	<u>Subject Matter</u>	<u>Page</u>
I.	<u>OFFICES</u>	1
II.	<u>PURPOSES AND LIMITATIONS</u>	1
	2.01. Purposes.....	1
	2.02. Earnings Limitation	2
	2.03. Lobbying Limitation	2
	2.04. General Limitation.....	2
	2.05. Grant Limitation	3
III.	<u>BOARD OF DIRECTORS</u>	3
	3.01. General Powers and Number	3
	3.02. Tenure and Qualifications.....	3
	3.03. Resignation	3
	3.04. Annual Meeting	3
	3.05. Special Meetings.....	4
	3.06. Notice; Waiver.....	4
	3.07. Quorum	4
	3.08. Manner of Acting.....	4
	3.09. Methods of Conducting Meetings	4
	3.10. Action by Written Consent	5
	3.11. Presumption of Assent.....	5
	3.12. Vacancies	5
	3.13. Committees	5
IV.	<u>EXECUTIVE COMMITTEE</u>	6
	4.01. Appointment	6
	4.02. Authority.....	6
	4.03. Tenure	6
	4.04. Meetings	6
	4.05. Quorum.....	7
	4.06. Action Without A Meeting	7
	4.07. Vacancies	7
	4.08. Resignations and Removals.....	7
	4.09. Procedure	7

V.	<u>OFFICERS</u>	7
	5.01. Number	7
	5.02. Election and Term of Office	7
	5.03. Removal.....	8
	5.04. Vacancies.....	8
	5.05. Chairperson.....	8
	5.06. Vice Chairperson	8
	5.07. President	8
	5.08. Vice President.....	8
	5.09. Secretary	8
	5.10. Treasurer.....	9
VI.	<u>CONTRACTS BETWEEN CORPORATION AND RELATED PERSONS</u>	9
VII.	<u>INVESTMENT MANAGEMENT POLICY</u>	9
	7.01. Investment Policy	9
	7.02. Appointment of Investment Advisor	9
	7.03. Distributions.	10
VIII.	<u>CONFLICT OF INTEREST POLICY</u>	10
	8.01. Conflict of Interest Policy.....	10
	8.02. Annual Statements.....	10
IX.	<u>CONTRACTS, LOANS, CHECKS AND DEPOSITS:</u> <u>SPECIAL CORPORATE ACTS</u>	10
	9.01. Contracts	10
	9.02. Loans.....	10
	9.03. Checks, Drafts, Etc.	11
	9.04. Deposits	11
	9.05. Gifts	11
X.	<u>INDEMNIFICATION</u>	11
XI.	<u>GENERAL</u>	11
	11.01. Fiscal Year.....	11
	11.02. Corporate Seal	11
	11.03. Amendment of Bylaws	12
	11.04. Dissolution.....	12
	11.05. Procedure	12

**BYLAWS
OF
MUSIC THAT MATTERS, INC.**

**ARTICLE I
OFFICES**

The principal office of the Corporation shall be located in the Village of Ashwaubenon, County of Brown, and State of Wisconsin. The Corporation may have such other office or offices, either within or without the State of Wisconsin, as the Board of Directors may from time to time designate or as the purposes of the Corporation may require from time to time.

**ARTICLE II
PURPOSES AND LIMITATIONS**

Section 2.01. Purposes. The Corporation is organized and shall be operated exclusively for charitable, religious, educational and scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any successor statute thereto (the "Code"), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Code, and including the following specific purposes:

(a) To own and operate Beta Test radio stations; to research the influence of music on the morality and behavior of people and communicate the results of this research in an effective manner; and to develop and broadcast radio broadcast programming that provides a positive platform that helps all people find God and live His ultimate Truth in life.

In fulfilling this purpose, the Corporation recognizes and acknowledges that:

(1) all people struggle with a hunger and thirst for true contentment, which ultimately is a deeper, more complete understanding of the absolute Truth, which is God;

(2) in the frenetic, overworked, and overscheduled society in which we exist, most people recognize that they have this "hunger and thirst" for something more, but often do not recognize that which they are seeking;

(3) these same people often reach out in a world that has worked hard to roundly reject the very Truth they seek and to eliminate it from their reach, often leading them down a path toward a modern mentality and various other lifestyles; and

(4) that the lack of substance in these modern mentalities and lifestyles ultimately increase the hunger for Truth in these people causing them to wander about looking for answers that continue to seem out of reach.

In recognition of these unique conditions, the corporation provides a researched music and talk format for radio that can serve as a primer to reintroduce God and His omnipotent influence into the everyday lives of people in a subtle, effective and entertaining way. The Corporation will adhere to the following principles in carrying out its purposes:

(1) *Spread the Good News.* In fidelity to God, the Corporation will create, promote and endorse programming in accordance with the Universal Christian Faith for the benefit of all people. Given the personal and emotive nature of music, the corporation will provide outstanding programming that addresses man's innermost need.

(2) *Relevant and Contemporary Programming.* The Corporation's radio programming will play a crucial role in helping all people integrate a Christian perspective into their daily lives and guide them in asking the fundamental questions about the meaning of life. Through personal listener-interactive programs that focus on current issues and events, the corporation seeks to incorporate Christian beliefs into music and dialogue that lead to maturation of faith.

The corporation will present fundamental elements of Christian beliefs in a manner that can satisfy all Christians, and all who sincerely seek the Truth that makes life meaningful.

The programming format will incorporate a principle long accepted universally, but ignored in recent times, that God can be found everywhere and in all things, especially art. The corporation will utilize modern media tools – such as modern hit music, HD radio, and talk radio formats – as a bridge to communicate the universal nature of God by demonstrating His presence in so-called “mainstream programming.” On-air hosts will share information on the music, particularly its lyrics, to demonstrate its relevance to their lives and their daily routines in an effort to help them discover that God speaks to us in many ways, even through hit music.

(b) To exercise any, all and every power that a nonprofit corporation organized under the provisions of the Delaware Code for charitable, educational, religious and scientific purposes, all for the public welfare, can be authorized to exercise by not any other purpose. Any gifts, grants scholarships and other rewards made by the Corporation shall be given or awarded in such manner as does not violate the restrictions under Code section 501 (c)(3).

Internal Revenue Service
Director, EO Rulings & Agreements
P.O. Box 2508
Cincinnati, OH 45201

Department to the Treasury

Employer Identification Number:
20-8883546

Document Locator Number:
17053-058-00404-8

Toll Free Number: 877-829-5500

Application Form: 1023

User Fee Paid: \$750.00

Date: February 28, 2008

MARK A BARTELS
STELLPLUG JANSSEN HAMMER
PO BOX 5637
DE PERE, WI 54115

RE: MUSIC THAT MATTERS INC

Acknowledgement of your application

We received your application for exemption from federal income tax. When communicating with us, please refer to the employer identification number and document locator number shown above.

When can you expect to hear from us about your application?

Your application was entered into our computer system and has been sent for initial review. Applications are initially separated into three groups: (1) those that can be processed immediately based on information submitted, (2) those that need minor additional information to be resolved, and (3) those that require additional development.

If your application falls in the first or second group, you will receive your exemption letter or a request for additional information, via phone, fax, or letter, within approximately 60 days of the date the application was submitted.

If your application falls within the third group, you will be contacted when your application has been assigned to an Exempt Organizations specialist. We assign applications in the order we receive them. If, after additional development, we conclude that you qualify for exemption, we will send you a letter stating that you are exempt from federal income tax. If we conclude that you do not qualify for exemption, we will send you a letter explaining why we believe you do not qualify and will include a complete explanation of your appeal rights.

The IRS does not issue "tax exempt numbers" or "tax exempt certificates" for state or local sales or income taxes. If you need exemption from these taxes, contact your state or local tax offices.

Where can you learn more about the status of your application?

Unfortunately, we are experiencing delays in working applications that require further development. Please click on the **Where Is My Exemption Application?** link found at www.irs.gov/eo for the dates of cases currently being assigned.

SAMPLE EDUCATIONAL PROGRAMMING FOR WOVM-FM, 91.1

APPLETON , WISCONSIN

"Personally Speaking with Msgr. Jim Lisante"

Msgr. Lisante's weekly program features prominent people from the worlds of entertainment, religion, politics, sports, journalism and literature talking about their fields of expertise and some of the most personal aspects of their lives, including their faith. We learn that no matter what our calling in life, it can and should be rooted in a strong faith base.

The program is two hours in length and airs Saturday evening and Sunday afternoon.

"Catholic Bookmarks Radio"

Catholic Bookmarks presents a Catholic sensibility of books and their authors. Host Frank Morock interviews authors from various genres and provides the Catholic Book Publishers' Association weekly top-ten bestsellers.

The program is one hour in length and airs Saturday evening and Sunday afternoon.

"Fathers & Sons"

Fathers and Sons is a program focusing on male spirituality and a man's relationships with his heavenly Father, his earthly father and his family and friends. It's about courage, fidelity, honesty and integrity, and how to live those values in today's world. The program will help listeners discover hope, healing and support in the real-life stories and everyday victories in the spiritual walk of other fathers and sons.

This program is one-hour long and airs Saturday morning and Sunday evening. (Total air time is two-hours.)

“Word on Fire”

Word on Fire is a series of sermons which relate to Bible passages used in the current week’s church services. Father Barron explains scripture in a way that’s both meaningful and educational to listeners. He discusses readings that are 2000 years old and shows how they are relevant in today’s world.

Program length is 30 minutes and airs Saturday and Sunday evening. (Total air time is one-hour.)

“Holy Sacrifice of the Mass”

Each Sunday we’re broadcasting the Holy Sacrifice of the Mass from St. Francis Xavier Cathedral in Green Bay, Wisconsin. The Mass serves as the basis for Catholic beliefs and is the foundation upon which Catholicism is built.

The program is one-hour long and airs Sunday morning. (Total air time is one-hour.)

“Movies in Review”

Every Thursday and Friday WOVM will present Movies in Review, a look at movies currently in Theaters and being released on DVD. A weekly feature will be “Family Pick of the Week”, designed to educate parents and grandparents about which moves are safe for children to watch.

The program is 30 minutes in length and airs Thursday evening and Friday morning. (Total air time is one-hour.)

Other noncommercial educational programs produced by the Starboard/Relevant Radio™ that will be aired on WOVM include: “Light of the East”, “American Catholic Radio”, “The Vatican Radio Hour” and “The Body of Truth”.

