

**RESOLUTIONS
OF THE DIRECTORS OF
SHENANDOAH VALLEY EDUCATIONAL TELEVISION CORPORATION**

WHEREAS, having determined it is in the best interest of the Corporation, the Directors approved the creation of a Virginia limited liability company named “WVPY, LLC” (the “Subsidiary”); and

WHEREAS, having determined it is in the best interest of the Corporation, the Directors desire to authorize (i) the preparation and execution of the Operating Agreement of the Subsidiary, substantially in the form of Exhibit A attached hereto (the “Operating Agreement”), (ii) the preparation, execution and filing of such other and further documents or instruments as are necessary or desirable in furtherance of the organization of the Subsidiary, (iii) an application to the Federal Communications Commission for consent to assignment of the license for WVPY to WVPY, LLC (the “FCC Application”), and (iv) the preparation, execution and filing of such other and further documents or instruments as are necessary or desirable to assign the license for WVPY to the Subsidiary upon approval of the FCC Application by the FCC (together, the “Related Documents”); and

WHEREAS, having determined it is in the best interest of the Corporation, the Directors desire to authorize David Mullins, as President of the Corporation, to see to the preparation and execution of the Operating Agreement and Related Documents, and to execute such documents on behalf of the Corporation as he deems necessary or desirable in furtherance the organization of the Subsidiary.

NOW, THEREFORE, BE IT RESOLVED, that the Directors shall, and hereby do authorize the organization of the Subsidiary and the preparation and execution of the Operating Agreement and Related Documents.

FURTHER RESOLVED, that the Directors shall, and hereby do authorize and direct David Mullins, as President of the Corporation and on behalf of the Corporation, to see to the organization of the Subsidiary and the preparation of the Operating Agreement and Related Documents, to execute any such documents on behalf of the Corporation, and to cause the filing of the FCC Application and the assignment of the license for WVPY to the Subsidiary following FCC approval of the FCC Application.

FURTHER RESOLVED, that the Directors shall, and hereby do authorize and direct David Mullins, as President of the Corporation, to take all such other and further actions as are necessary, incidental or convenient to, or in the furtherance of the foregoing.

FURTHER RESOLVED, that any action heretofore taken by David Mullins, as President of the Corporation and on behalf of the Corporation, in furtherance of the matters authorized by the foregoing resolutions is hereby ratified, approved and confirmed as the act and deed of the Corporation.