

EXHIBIT A

**RESOLUTIONS ADOPTED BY UNANIMOUS WRITTEN CONSENT OF
SHAREHOLDERS AND DIRECTORS IN LIEU OF ANNUAL MEETING**

**TEXAS TELEVISION, INC.
Effective September 20, 2002**

The undersigned, being all the Shareholders and Directors of record of the Corporation organized under the laws of the State of Texas, in lieu of holding an annual meeting, hereby adopt, confirm and ratify the following resolutions of said Shareholders and Directors, and the following resolutions shall be deemed to be adopted to the same extent, and to have the same force and effect, as if adopted at a duly called formal meeting of the Shareholders and Directors of the Corporation.

RESOLVED, that Texas Television, Inc. is hereby authorized and directed to sell, assign, transfer, and deliver to Channel 3 of Corpus Christi, Inc. all the properties, assets, goodwill, and business of every kind and description, both real and personal, tangible and intangible, owned by it and used in operating the K-III TV television broadcasting station in Corpus Christi, Texas, and a proportionate part of the investment assets of Texas Television, Inc., as described in Exhibit A attached to the AGREEMENT AND PLAN OF REORGANIZATION AND CORPORATE SEPARATION, in consideration for the agreement of Channel 3 of Corpus Christi, Inc., to pay, perform, or discharge all debts, liabilities, contracts, and obligations as set forth on Exhibit B attached to the AGREEMENT AND PLAN OF REORGANIZATION AND CORPORATE SEPARATION, whether accrued, contingent, or otherwise; and it was

RESOLVED FURTHER, that Texas Television, Inc. is hereby authorized to distribute all of its stock in Channel 3 of Corpus Christi, Inc. (which will constitute all of the stock outstanding in said Corporation), to the holders of Texas Television, Inc. common stock in accordance with the schedule set forth in Exhibit A attached hereto, subject to prior final approval of this stock transfer by the Federal Communications Commission; and

RESOLVED FURTHER, that the Shareholders and Directors of the Corporation do hereby approve and adopt the AGREEMENT AND PLAN OF REORGANIZATION AND CORPORATE SEPARATION and authorize and direct the president or any vice president of the Corporation to execute said AGREEMENT AND PLAN OF REORGANIZATION AND CORPORATE SEPARATION and authorize and direct the President or any vice-president of the Corporation to execute any and all documents required to consummate the transfer of all real property and all tangible and intangible personal property from Texas Television, Inc. to Channel 3 of Corpus Christi, Inc., in the manner specified in said Agreement.

We, the undersigned Shareholders and Directors of the Corporation direct that this consent be filed with the minutes of the proceedings of the Shareholders and Board of Directors of the Corporation.

This unanimous written consent may be executed on any number of separate counterparts and all of the said counterparts taken together shall be deemed to constitute one and the same instrument.

This consent is executed pursuant to the Texas Revised Statutes and pursuant to the Bylaws of this Corporation which authorize the taking of action by the Board of Directors and by the Shareholders by unanimous written consent without a meeting.

DATED effective September 20, 2002.

DIRECTORS:

Michael D. McKinnon

Michael Dean McKinnon

Mark McKinnon

James A. Gillece

C. Dan McKinnon

SHAREHOLDERS:

Michael D. McKinnon

C. Dan McKinnon

Michael Dean McKinnon

Mark Daniel McKinnon