

**RESOLUTION OF THE MANAGING OWNERS  
FAIRFAX LPTV, LLC**

**WHEREAS** the Fairfax LPTV, LLC ("FLPTV") Managing Owners ("Managers"), namely A. Wray Fitch III, James A. Gammon, and George R. Grange II, each possess a One-Third (1/3) share in the ownership, control, revenue, and expenses of FLPTV ("ownership interest");

**WHEREAS** the Managers desire to share by spousal gift One-Half (1/2) of their respective One-Third (1/3) ownership interest in FLPTV with their respective spouses, resulting in One-Sixth (1/6) ownership interest for each Manager and One-Sixth (1/6) ownership interest for each spouse named in this resolution;

**WHEREAS** the Managers, having reviewed the corporate documents and purpose statements of FLPTV, agree that such a spousal gift is in keeping with the Articles and corporate documents of FLPTV;

**WHEREAS** the Managers determine that their respective spouses will be non-voting members of FLPTV and A. Wray Fitch III, James A. Gammon, and George R. Grange II will remain as the Managers with all executive, administrative, and managerial decision making for FLPTV;

**THEREFORE**, in consideration of the foregoing:

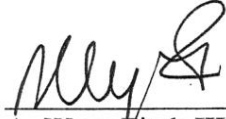
**BE IT RESOLVED** that the Managers instruct a draft spousal gift agreement be prepared for review and signature by the Managers and their respective spouses, with all required amendments to FLPTV corporate documents or policies to support the spousal gift in accordance with this resolution.

**RESOLVED** that A. Wray Fitch III, hereby provides One-Half (1/2) of his One-Third (1/3) ownership interest in FLPTV to his spouse, Elizabeth B. Fitch, resulting in One-Sixth (1/6) ownership in FLPTV for A. Wray Fitch III and One-Sixth (1/6) ownership in FLPTV for his spouse Elizabeth B. Fitch.

**RESOLVED** that James A. Gammon, hereby provides One-Half (1/2) of his One-Third (1/3) ownership interest in FLPTV to his spouse, Joanne M. Gammon, resulting in One-Sixth (1/6) ownership in FLPTV for James A. Gammon and One-Sixth (1/6) ownership in FLPTV for his spouse Joanne M. Gammon.

**RESOLVED** that George R. Grange II, hereby provides One-Half (1/2) of his One-Third (1/3) ownership interest in FLPTV to his spouse, Kathy M. Grange, resulting in One-Sixth (1/6) ownership in FLPTV for George R. Grange II and One-Sixth (1/6) ownership in FLPTV for his spouse Kathy M. Grange.

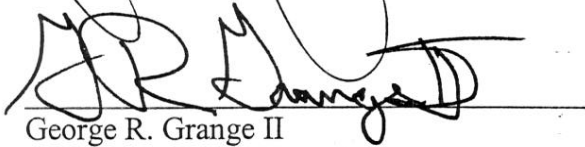
**THE MANAGING OWNERS OF FAIRFAX LPTV, LLC**



A. Wray Fitch III



James A. Gammon



George R. Grange II

The above resolution was duly adopted in accordance with the governing documents of Fairfax LPTV, LLC as of this 13<sup>th</sup> day of March, 2007.