

**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, share in the ownership, control, revenue, and expenses of FLPTV ("ownership interest");

WHEREAS the Managers desire to amend the articles of organization for FLPTV by changing the name of the company to reflect the purpose and intent of the Managers for reaching all of the metropolitan and suburban areas of Washington, D.C., Northern Virginia, and Southern Maryland, with a Channel 6 analog television signal, with accompanying FM signal at 87.75;

WHEREAS the Managers believe a change in the corporate name would produce a corporate identity more closely aligned with the Managers purpose and intent;

WHEREAS the Managers adopted a resolution providing through spousal gift a One-Sixth (1/6) share in the ownership, revenue, and expenses of FLPTV to the Managers respective spouses, namely Elizabeth B. Fitch, Joanne M. Gammon, and Kathy M. Grange ("Members");

WHEREAS the Managers agree that voting rights and control of should be reserved solely for the three Managers, named above, with no voting rights or responsibilities provided to the Members named above;

WHEREAS to facilitate the shared ownership interests in FLPTV, the Managers agreed that Bob Bender would draft and file by March 15, 2007 all documents required for establishing FLPTV as a Sub-Chapter S Corporation;

THEREFORE, in consideration of the foregoing:

BE IT RESOLVED that the Managers instruct a draft Articles of Amendment be prepared for review and signature by the Managers, and filing with the Virginia State Corporation Commission ("SCC") with all required amendments to FLPTV corporate documents or policies to support the amendment in accordance with this resolution.

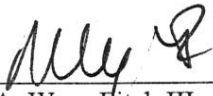
RESOLVED that FLPTV will change the corporate name from Fairfax LPTV, LLC to SIGNAL ABOVE, LLC effective upon filing and recognition by the SCC.

RESOLVED that upon recognition by the SCC, all business presently conducted by FLPTV will thereafter be under the name SIGNAL ABOVE LLC.

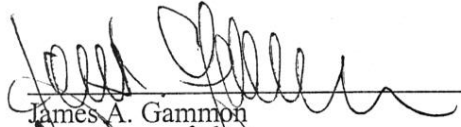
RESOLVED that all business presently conducted and engaged in by FLPTV will remain in full force and effect following recognition of the amendment to the articles by the SCC.

FURTHER RESOLVED that the FLPTV Managers, namely A. Wray Fitch III, James A. Gammon, and George R. Grange II, will have sole voting rights and responsibilities both for FLPTV and the newly named corporation, and that the Members, namely Elizabeth B. Fitch, Joanne M. Gammon, and Kathy M. Grange, will not have voting rights and responsibilities either for FLPTV or the newly named corporation.

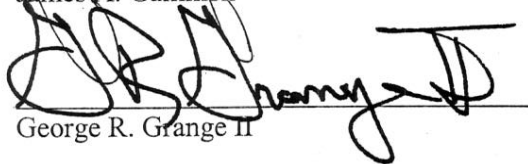
THE MANAGING OWNERS OF FAIRFAX LPTV, LLC



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 20th day of March, 2007.