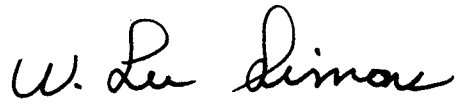



nd
IN WITNESS WHEREOF, this Agreement has been executed by Seller and
Buyer as of the date first above written.

SIMMONS BROADCASTING COMPANY

By: 
W. Lee Simmons, President

ZIP COMMUNICATIONS, INC.

By: 
Michael R. Shott, President

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