

AMENDMENT TO TRANSFER OF MEMBERSHIP INTEREST AGREEMENT

THIS AMENDMENT TO TRANSFER OF MEMBERSHIP INTEREST AGREEMENT (this "Amendment") is made as of the 8th day of August, 2022, by and between COATES CONSULTING, LLC, an Arkansas limited liability company and Paul Coates, individually (collectively "Transferor"), and BLUE DIAMOND HORIZONS, INC., a Florida corporation ("Transferee").

RECITALS

A. Transferor and Transferee entered into a certain Transfer of Membership Interest Agreement, dated as of October 2020 (the "Agreement"), pursuant to which Transferor will transfer to Transferee all of Transferor's LLC membership interests in New Directions Media Group, LLC (the "Company"), as described in more detail and all under the terms and conditions described in the Agreement. Capitalized terms used in this Amendment and not otherwise defined herein shall have the same meanings given to them in the Agreement.

B. Transferor and Transferee desire to amend the Agreement to reflect certain changes thereto agreed to by Transferor and Transferee.

TERMS OF AGREEMENT

NOW, THEREFORE, in consideration of the terms, conditions, covenants and agreements set forth herein, the parties agree as follows:

1. The following sentence in Section 1 of the Agreement shall be deleted in its entirety: "At the Closing (as defined below), Transferor will irrevocably constitute, appoint and authorize the officers of the Company as attorney-in-fact for the Transferor to reflect the transfer of the Membership Interest on the books and records of the Company with full power of substitution in the premises."
2. Except as expressly amended hereby, the Agreement shall remain unmodified and shall continue in full force and effect in accordance with its terms. In the event of a conflict between the terms and conditions of the Agreement and those of this Amendment, this Amendment shall control.
3. This Amendment may be executed in several counterparts, each of which shall be deemed an original and all of which shall constitute one and the same instrument.

[SIGNATURES ON THE NEXT PAGE]

IN WITNESS WHEREOF, the parties have caused this Amendment to be duly executed by their duly authorized signatories, all as of the day and year first above written.

Transferor:

COATES CONSULTING, LLC

By: Paul Coates
Paul Coates, President

Paul Coates
Paul Coates, Individually

Transferee:

BLUE DIAMOND HORIZONS, INC.

By: Michael D. Huckabec
Michael D. Huckabec, President