

TRANSFER AGREEMENT EXHIBIT

The transfer of WQOX (Channel 203C2, Memphis, Tennessee) comes pursuant to order of Federal District Judge Samuel H. Mays of the Federal District Court for the Western District of Tennessee. In *Board of Education of Shelby County, Tennessee, et. al., v. Memphis City Board of Education*, Case No. 2:11-cv-02101-SHM-cgc, Judge Mays discusses the sudden termination of Memphis City Schools (“MCS”), licensee of WQOX.

Judge Mays, in his Order dated August 8, 2011, ordered that all assets of MCS be transferred to Shelby County Schools. See pages 143-144 of Judge Mays’ Order attached hereto as **Appendix 1**. All assets were not properly transferred prior to MCS winding up operations and terminating.

The Board of Education of Shelby County, Tennessee has passed a resolution accepting WQOX for no consideration and acknowledging that The Board of Education of Shelby County would continue to operate the station in a manner consistent with its education purposes and as an equal opportunity employer. The Resolution is signed by the Chairman of the Board of Education of Shelby County, the Transferee, and Former General Counsel for MCS, the Transferor. A copy of the Resolution is attached hereto as **Appendix 2**.

Appendix 1

Ordering language of August 8, 2011 Order of Federal District Judge Samuel H. Mays
in *Board of Education of Shelby County, Tennessee, et. al. v. Memphis Board of
Education, et. al.*, Case No. 2:11-cv-02101-SHM-cgc

Schools to the Shelby County Board of Education cannot be completed.

VII. Conclusion

Based on the parties' requested relief and the Court's findings and conclusions, the Court makes the following determinations and ORDERS the following declaratory relief. The Court DECLARES:

- (1) The 1961 Private Act is constitutional and has not been impliedly amended or superseded. The Memphis City Board of Education has validly surrendered the charter of the Memphis City Schools in compliance with the Act.
- (2) Public Chapter 1 is constitutional and applies to the transfer of administration of the Memphis City Schools to the Shelby County Board of Education.
- (3) The Memphis City Schools has been abolished for all purposes except the winding down of its operations and the transfer of administration to the Shelby County Board of Education under the terms of Public Chapter 1 and Tennessee education law.
- (4) The surrender of the Memphis City Schools' charter does not affect the validity of the Memphis City Board of Education's actions to date.
- (5) The Shelby County Board of Education is responsible for educating Memphis schoolchildren under Tennessee law. It is required to oversee the transition process to a combined school system and plan for educating Memphis schoolchildren after Memphis City Schools and Shelby County Schools have been combined. The Board must adopt and implement a comprehensive transition plan. It must make present decisions necessary to provide for the future education of Memphis schoolchildren, including curricular decisions, the hiring of teachers and staff, compliance with state and federal requirements, and long-term planning.

- (6) Until the beginning of the school year in 2013, when the transfer of administration will be completed, the Memphis City Board of Education has authority to operate the Memphis City Schools, to wind up its business and affairs, and to assist the Shelby County Board of Education in exercising its responsibility for educating Memphis schoolchildren, including providing support and information during the transition process and transferring Memphis City Schools' assets to the Shelby County Board of Education.
- (7) At the beginning of the school year in 2013, the Memphis City Board of Education will cease to exist.
- (8) The Shelby County Board of Education must promptly give the Tennessee Commissioner of Education all information necessary to determine that the rights and privileges of teachers who work at Memphis City Schools will not be impaired, interrupted, or diminished.
- (9) The Memphis City Board of Education must promptly give the Tennessee Commissioner of Education all necessary information to determine that the rights and privileges of teachers who work at Memphis City Schools will not be impaired, interrupted, or diminished.
- (10) The Shelby County Board of Education is required to prepare and submit to the Tennessee Commissioner of Education a plan, in a form satisfactory to the Commissioner, to ensure that teachers' rights are protected.
- (11) Once he receives all necessary information, the Tennessee Commissioner of Education is required to determine whether the rights and privileges of teachers who work at Memphis City Schools will be impaired, interrupted, or diminished.
- (12) All parties with appointing authority are required to appoint their respective members of the transition planning commission, which is to develop a comprehensive transition plan to be submitted to the Tennessee Department of Education for review and

comments and to the Shelby County Board of Education for consideration and approval, as it deems appropriate.

(13) The City of Memphis and the Memphis City Council have no authority to oversee the Memphis City Schools during the winding up period or to oversee the transfer of administration of the Memphis City Schools to the Shelby County Board of Education.

(14) The City of Memphis has the obligation during the transition process to maintain its funding of the Memphis City Schools. All amounts owed by the City of Memphis to provide for the education of Memphis schoolchildren remain due.

(15) The Shelby County Commission lacks authority to expand the Shelby County Board of Education to twenty-five members or to create twenty-five electoral districts for positions on the Shelby County Board of Education.

(16) The Shelby County Board of Education's current electoral districts are unconstitutional.

All pending motions in this case are DENIED AS MOOT.

The parties who have requested injunctive relief have not established their entitlement or have couched their requests in such vague terms that relief would be inappropriate. Their injunction requests are also unnecessary given the Court's declaratory relief. See Doran v. Salem Inn, Inc., 422 U.S. 922, 930-31 (1975); United States v. W.T. Grant Co., 345 U.S. 629, 633 (1953); G. Heileman Brewing Co. v. Anheuser-Busch, Inc., 873 F.2d 985, 998 (7th Cir. 1989); Doe v. Stephens, 851 F.2d 1457, 1467 (D.C. Cir. 1988). Therefore, the parties' requests for injunctive relief are DENIED.

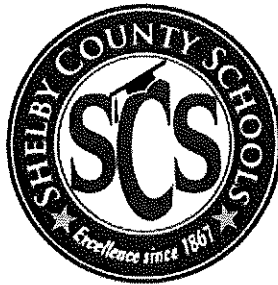
The parties are DIRECTED to submit their requests for a remedy for the constitutional violation identified in this Order by Friday, August 12, 2011.

So ordered this 8th day of August, 2011.

s/ Samuel H. Mays, Jr.
SAMUEL H. MAYS, JR.
UNITED STATES DISTRICT JUDGE

Appendix 2

Resolution of Shelby County Board of Education



RESOLUTION OF THE SHELBY COUNTY BOARD OF EDUCATION

WHEREAS, on December 20, 2010, the Memphis City Board of Education voted to surrender its Charter to operate the Memphis City Schools; AND

WHEREAS, on February 11, 2011, a certified copy of the Memphis City Council's Resolution approving the surrender of the Charter of Memphis City Schools was delivered to the Tennessee Secretary of State's Office; AND

WHEREAS, Federal District Judge Samuel H. Mays, in Case No. 2:11-cv-02101-SHM-cgc, in his Order dated August 8, 2011 (the "Order"), ruled that the surrender of the Charter became effective when the Secretary of State received notification on February 11, 2011; AND

WHEREAS, The Memphis City Board of Education was given authority by the Federal Court in the Order to operate until the beginning of the 2013 school year, when the transfer of administration of the Shelby County Board of Education would be completed; AND

WHEREAS, on Page 144 of the Order, Memphis City Schools was instructed to transfer all assets of Memphis City Schools to the Shelby County Board of Education; AND

WHEREAS, legal transfer of all of the assets of Memphis City Schools was not completed prior to the Memphis City Board of Education ceasing to exist; AND

WHEREAS, among the assets of the Memphis City Schools was a full-power non-commercial FM radio station, WQOX, licensed to Memphis, Tennessee, operating on Channel 203C2 (the "Radio Station"); AND

WHEREAS, any transfer of the license of the Radio Station requires approval of the Federal Communications Commission; AND

WHEREAS, the application to transfer the license of the Radio Station is required to include a final agreement between Transferor and Transferee; AND

WHEREAS, the Shelby County Board of Education is the successor in interest to Memphis City Schools, as required by Judge Samuel H. Mays' Order.

NOW THEREFORE, BE IT RESOLVED THAT:

1. The Shelby County Board of Education will accept ultimate control over the Radio Station and its license, as well as any other appurtenant licenses, including, but not limited to, any studio-to-transmitter links and remote pick-up transmitters for **NO CONSIDERATION**.

2. The Shelby County Board of Education accepts ultimate control over and use of all necessary physical property related to the Radio Station.

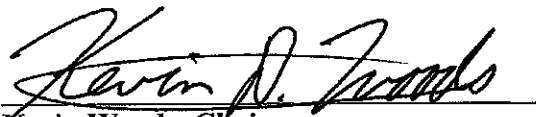
3. The Shelby County Board of Education accepts ultimate control over and responsibility for all programming of the Radio Station.

4. The Shelby County Board of Education will continue operating the Radio Station as a non-commercial entity, as required by its license, and will strive to provide programming that will be responsive to the needs and interests of the residents of Memphis, Tennessee.

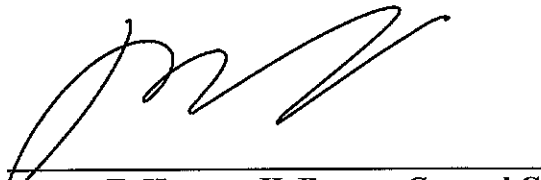
5. The Shelby County Board of Education will operate the Radio Station in a manner consistent with its educational purposes and objectives.

6. The Shelby County Board of Education's policy of equal opportunity employment will apply at time times to operation of the Radio Station.

On this _____ day of _____, 2014.



Kevin Woods, Chairman
Shelby County Board of Education, Transferee



Dorsey E. Hopson, II, Former General Counsel
Memphis City Schools, Transferor