

**TRANSFER AND SALE OF MEMBERSHIP INTEREST IN
CORLEY RUSHING COMMUNICATION, LLC, A MISSISSIPPI
LIMITED LIABILITY COMPANY**

THIS AGREEMENT is entered into between the members of Corley Rushing Communication, LLC, a Mississippi Limited Liability Company (hereinafter sometimes referred to as "the limited liability company" or "the company"), for the purpose of one of the members assigning, transferring, and conveying his Membership Interest to the other member as follows:

WHEREAS Jerry Wayne Rushing desires to transfer, convey, and assign his Membership Interest in Corley Rushing Communication, LLC, a Mississippi Limited Liability Company, to Michael Francis Corley for consideration set out herein; and,

WHEREAS Michael Francis Corley desires to purchase and accept the transfer, conveyance, and assignment of the Membership Interest of Jerry Wayne Rushing upon payment by Michael Francis Corley of consideration set out herein.

The parties, therefore, agree as follows:

1. Jerry Wayne Rushing is a fifty percent (50%) interest holder in Corley Rushing Communication, LLC, a Mississippi Limited Liability Company. For and inconsideration of \$100,000.00, Jerry Wayne Rushing shall transfer, assign, and convey his fifty percent (50%) Membership Interest in the company and all rights related to such Membership Interest to Michael Francis Corley.
2. Such Membership Interest includes all assets of Corley Rushing Communication, LLC, including, but not limited to, all of the equipment, tower, ground system, FCC licenses and permits, name of WQBC radio station, contracts of such radio station, records, customer lists, books, documents, intellectual property, and computer software. Such assets include but are not