

AGREEMENT

THIS AGREEMENT, is entered into this 16th day of July, 2013, by and between Megan S. Lightfoot, M. Terry Carter, and Douglas M. Sutton, Jr.

WHEREAS, Georgia-Carolina Wireless, LLC ("Georgia-Carolina") is permittee of Station WLTE, Facility No. 170949; and

WHEREAS, Lightfoot currently is 100% Member and Managing Member of Georgia-Carolina Wireless, LLC; and

WHEREAS, Lightfoot has incurred certain debt on behalf of Georgia-Carolina; and

WHEREAS, Lightfoot wishes to transfer, and Carter and Sutton wish to acquire, certain equity interests in Georgia-Carolina.

NOW, THEREFORE, for good and valuable consideration as stated herein, the parties agree as follows:

1. In return for assumption of one-third of the debt incurred by Lightfoot, Lightfoot agrees to transfer a one-third membership interest in Georgia-Carolina to Carter.
2. In return for assumption of one-third of the debt incurred by Lightfoot, Lightfoot agrees to transfer a one-third membership interest in Georgia-Carolina to Sutton.
3. Lightfoot agrees to resign as Managing Member of Georgia-Carolina, and all three members agree to appoint Sutton as Managing Member of Georgia-Carolina.
4. Each Member of Georgia-Carolina agrees to be responsible for one-third of all future debts of the limited liability company.

IN WITNESS WHEREOF, the parties have executed this Agreement as of the date set forth above.

MEGAN LIGHTFOOT

Megan Lightfoot

M. TERRY CARTER

M. Carter

DOUGLAS M. SUTTON, JR.

D. Sutton