

**ASSIGNMENT OF MEMBERSHIP INTEREST**

**WHEREAS**, Thomas E. Michel is the owner of 85% of the outstanding Membership Interests of PRICE HILL TELEVISION, LLC, a Delaware limited liability company, and Robert Backman is the owner of 15% of the outstanding Membership Interests of PRICE HILL TELEVISION, LLC; and

**WHEREAS**, Thomas E. Michel is desirous of transferring all of his Membership Interests in PRICE HILL TELEVISION, LLC.

**NOW THEREFOR**, for good and valuable consideration, the receipt of which is hereby acknowledged, the undersigned, THOMAS E. MICHEL, hereby sells, assigns and transfers to JULIE K. HUANG of 2250 Broadway #18B, New York, NY 10024 Seventy Five percent (75%) of the outstanding Membership Interests of PRICE HILL TELEVISION, LLC, and THOMAS E. MICHEL, hereby sells, assigns and transfers to ROBERT BACKMAN of 9966 Alydar Court, Cincinnati, OH 45242, Ten percent (10%) of the outstanding Membership Interests of PRICE HILL TELEVISION, LLC; the combined amount of the two above assignments being all of the undersigned's rights, title and interest in and to Eighty Five percent (85%) of the outstanding Membership Interests of PRICE HILL TELEVISION, LLC (the "Interests"). The undersigned hereby irrevocably constitutes and appoints JULIE K. HUANG attorney to transfer the Interests on the books of the company with full power of substitution and revocation.

**IN WITNESS WHEREOF**, the undersigned has signed this Assignment of Shares effective on the 31<sup>st</sup> day of December, 2013.

  
THOMAS E. MICHEL

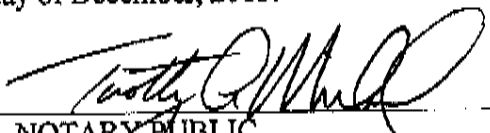
STATE OF OHIO                    )  
  ) SS:  
COUNTY OF HAMILTON        )



Timothy A. Michel, Attorney At Law  
NOTARY PUBLIC - STATE OF OHIO  
My commission has no expiration date  
Sec. 147.03 R.C.

Before me, the undersigned, a Notary Public in and for said county and state, personally appeared THOMAS E. MICHEL who executed the foregoing Assignment of Membership Interest and acknowledged the signing thereof to be his voluntary act for the uses and purposes therein contained.

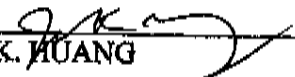
IN TESTIMONY WHEREOF, I have signed and affixed my seal to this Deed of Gift and General Assignment of Assets on this 31<sup>st</sup> day of December, 2013.

  
NOTARY PUBLIC

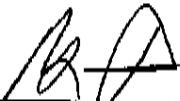
## ACCEPTANCE:

I hereby accept the above described assignment.

Date: 12/30/13

  
JULIE K. HUANG

Date: 12/30/13

  
ROBERT BACKMAN