

ASSIGNMENT AGREEMENT

THIS ASSIGNMENT AGREEMENT (the "Assignment") is made and entered into this ___ day of May, 2016 by and among [James A. Torchia] [Mark Celello] [Lee Berman] ("Assignor") and Credit Nation Capital, LLC ("CNC" or "Assignee").

W I T N E S S E T H:

WHEREAS, Assignor is the owner and beneficiary in name of certain insurance policies ("Policies") listed on Exhibit "A" which were purchased by Assignee;

WHEREAS, Assignor has no actual ownership or beneficial interest in the Policies;

WHEREAS, Al B. Hill as Receiver for CNC has requested Assignor to assign all his interest in the Policies to CNC;

WHEREAS, the United States District Court, Northern District of Georgia in the matter known as *SEC v. Torchia*, et al., Civil Action File No. 1:15-cv-2904-WSD, by Order dated March 19, 2016 has ordered Assignor to assign all his interest in and to the Policies to CNC.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto, intending to be legally bound, agree as follows:

1. Assignment. Assignor hereby assigns and transfers unto Assignee any and all of his right, title and interest in and to the Policies.
2. Assumption. Assignee hereby accepts the foregoing transfer and assignment of the Policies.
3. Counterparts. This Assignment may be executed by the Parties in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute one and the same instrument. A signed copy of this Assignment delivered by facsimile, email or other means of electronic transmission shall be deemed to have the same legal effect as delivery of an original signed copy of this Assignment.
4. Modification. This Assignment may not be amended except by a written agreement executed by each of the parties hereto.
5. Successors and Assigns. This Assignment shall be binding upon and inure to the benefit of the parties hereto and their successors and permitted assigns.

[Signatures on following page]

EXHIBIT A

IN WITNESS WHEREOF, Assignor, and Assignee have executed, or have caused to be executed, as the case may be, this Assignment as of the day and year first above written.

Assignor:

[James A. Torchia] [Mark Celello] [Lee Berman]

[James A. Torchia] [Mark Celello] [Lee Berman]

Assignee:

Credit Nation Capital, LLC, a Georgia limited liability company

By: Al. B. Hill
Title: Receiver, Credit Nation Capital, LLC

EXHIBIT 1

POLICIES