

SALE AND ASSIGNMENT OF MEMBERSHIP INTEREST

This Sale and Assignment of Membership Interest is entered into this 15th day of September, 2011, by and between **Spencer Harris** (Assignor) and **Rebekah B. Harris** (Assignee).

RECITALS:

A. On March 30, 2007, Harris Properties Real Estate Holdings 1, LLC, an Alabama limited liability company (the "Company") was formed between Rebekah B. Harris, Spencer Harris and Brian Harris.

B. Assignor owns 33.3 % percent of the membership interest in the Company and has good and marketable title to the same, free and clear for the claims of any creditors.

C. Assignor desires to sell and transfer the entire 33.3 membership interest to the Assignee.

D. Assignee desires to purchase Assignor's membership interest and accept such assignment on the terms and conditions contained herein.

NOW, THEREFORE, for TEN (\$10.00) DOLLARS and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged and for the mutual promises contained herein, the parties agree among themselves as follows:

1. Assignor hereby grants, bargains, sells and assigns to Assignee, Rebekah B. Harris, a 33.3 % percent membership interest in and to the Company, representing Assignor's entire membership interest.

2. Assignee hereby agrees to purchase Assignor's membership interest and to accept such assignment pursuant to terms and conditions contained in the Articles of Organization of the Company.

3. Assignor does Warrant, Covenant and Agree that Assignor is the owner of the membership interest of the Company assigned to the Assignee by this Assignment and the membership interest is assigned free and clear of all liens, encumbrances and adverse claims, and Assignor holds legal and beneficial title to said membership interest and has the right to make this Assignment without the consent of any other party. Assignor does further Warrant, Covenant and Agree that Assignor has not caused the Company to be responsible or liable for any matter which Assignor has not specifically disclosed in writing to Assignee.


Brian Harris consents to this Assignment of membership interests to the Assignee solely for the purpose of consenting to the assignment of the interest of Assignor as a Member of the

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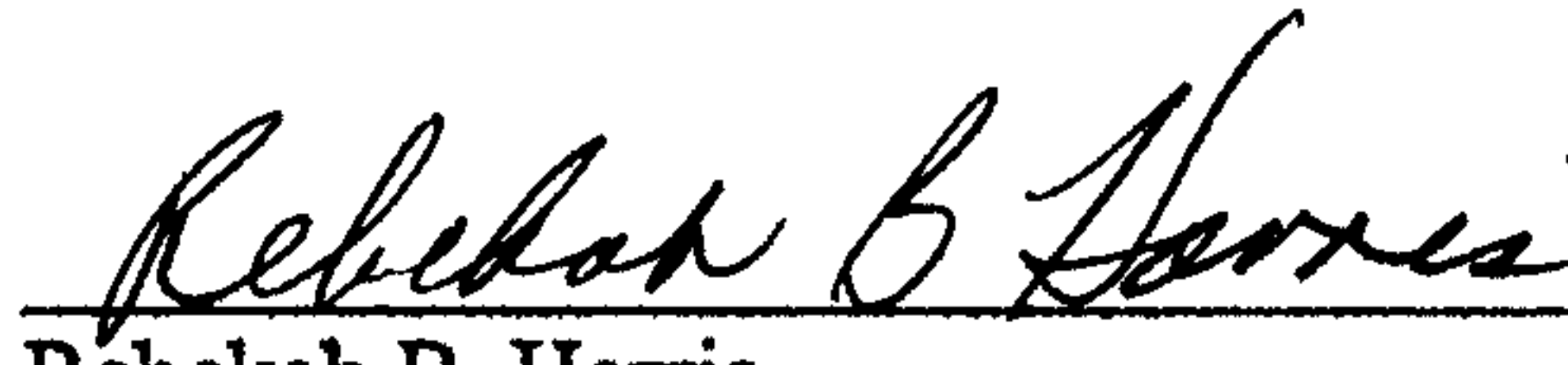
Company to Assignee and for no other purpose. This consent shall not be interpreted to be consent for any further or future assignments of any right, title or interest of any Member of the Company.

4. Assignor agrees to indemnify, save and hold Assignee harmless from the claims of any creditors or others claiming an interest in the membership interest transferred hereby.

IN WITNESS WHEREOF, Assignor and Assignee have hereunto set their respective hands and seals, all being done in duplicate originals with one being delivered to each party on the date and year first above written.



Spencer Harris L.S.



Rebekah B. Harris L.S.



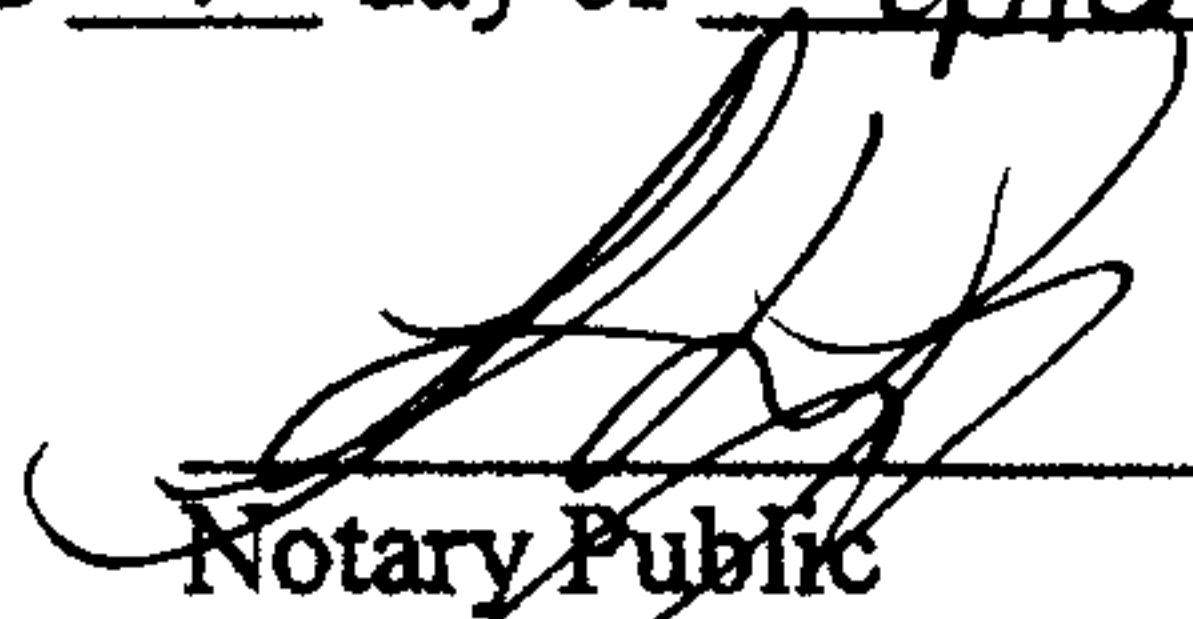
Brian Harris L.S.

STATE OF ALABAMA :

COUNTY OF Baldwin :

I, the undersigned authority, a Notary Public in and for said State and County, hereby certify that Spencer Harris, whose name is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day that, being informed of the contents of the instrument, he executed the same voluntarily on the day the same bears date.

Given under my hand and seal this 9 day of September, 2011.



Notary Public
My Commission Expires:

NOTARY PUBLIC STATE OF ALABAMA AT LARGE
MY COMMISSION EXPIRES: AUGUST 19, 2013
BONDED THRU WESTERN SURETY COMPANY

STATE OF ALABAMA :

COUNTY OF BALDWIN :

I, the undersigned authority, a Notary Public in and for said State and County, hereby certify that Rebekah B. Harris, whose name is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day that, being informed of the contents of the instrument, she executed the same voluntarily on the day the same bears date.

Given under my hand and seal this 15th day of September, 2011.



Notary Public

My Commission Expires:

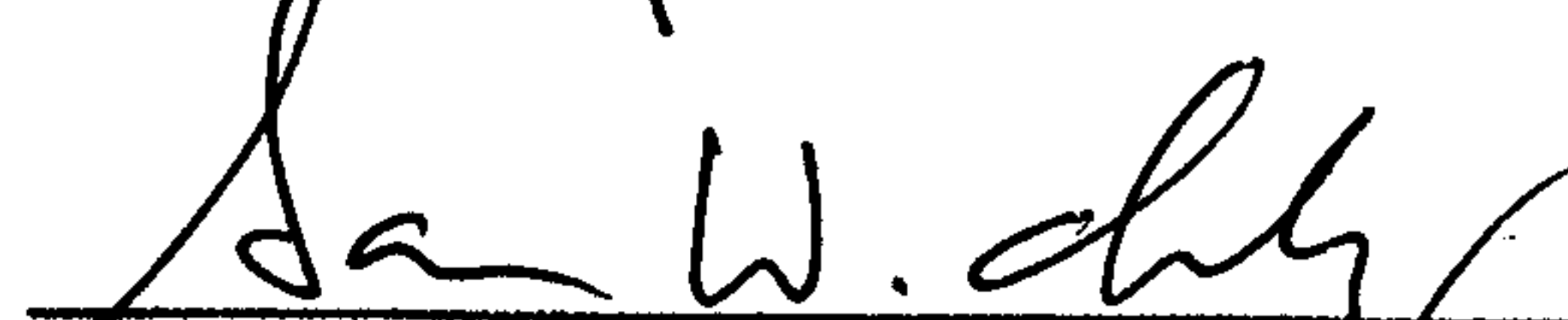
NOTARY PUBLIC STATE OF ALABAMA AT LARGE
MY COMMISSION EXPIRES: Apr 28, 2012

STATE OF ALABAMA :

COUNTY OF BALDWIN :

I, the undersigned authority, a Notary Public in and for said State and County, hereby certify that Brian Harris, whose name is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day that, being informed of the contents of the instrument, he executed the same voluntarily on the day the same bears date.

Given under my hand and seal this 15th day of September, 2011.




Notary Public

My Commission Expires:

NOTARY PUBLIC STATE OF ALABAMA AT LARGE
MY COMMISSION EXPIRES: Apr 28, 2012

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Shelby Cnty Judge of Probate, AL
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