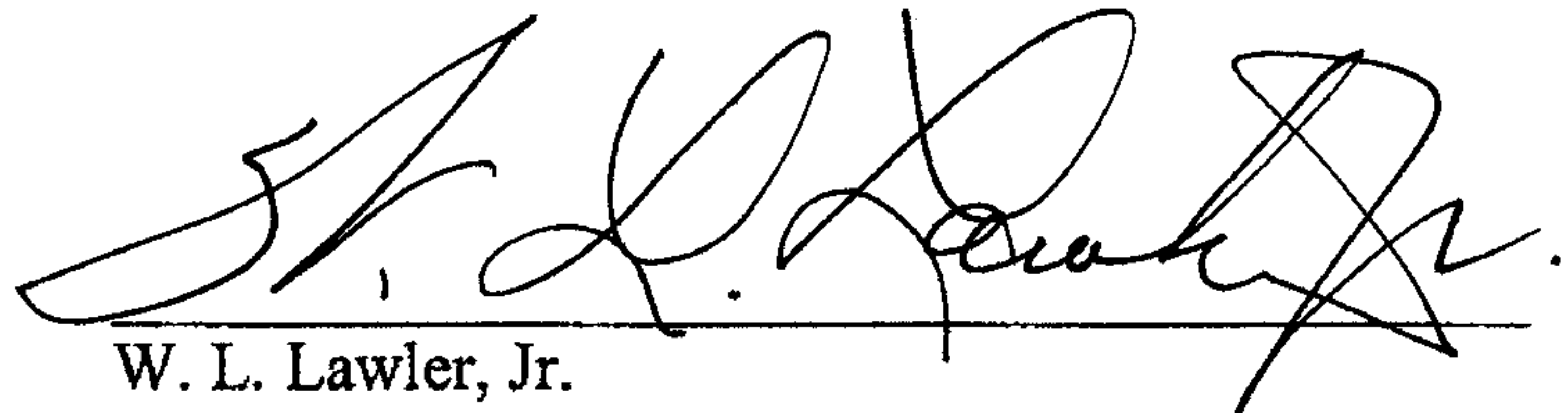



RESIGNATION OF MANAGER
OF
LAWLER PROPERTIES L.L.C.

THIS RESIGNATION OF MANAGER OF LAWLER PROPERTIES L.L.C. (the
"Company") is dated and effective as of the 26 day of December, 2012.

I, W. L. Lawler, Jr., hereby give notice of my resignation as the Manager of the
Company, effective immediately.


W. L. Lawler, Jr.

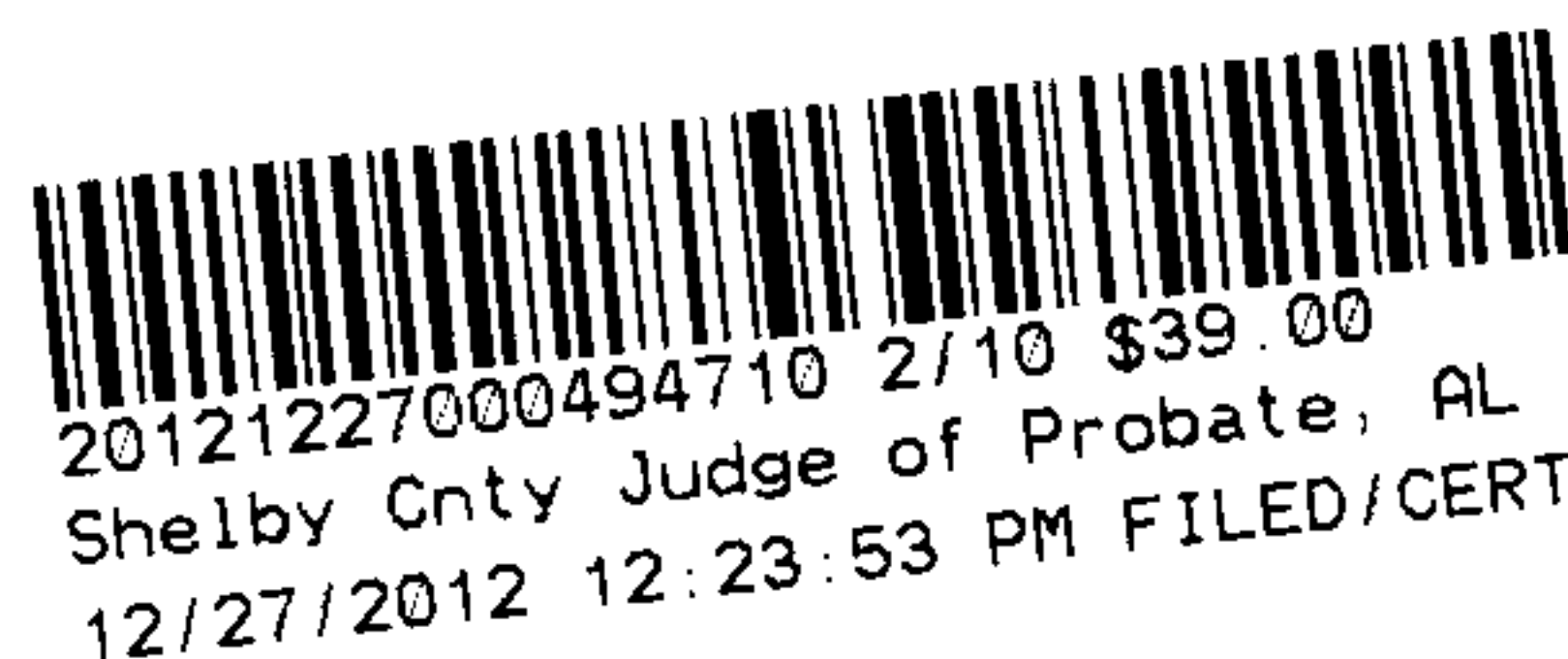

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Wendell Cauley
Direct: (334) 956-7603
Fax: (334) 956-7803
wcauley@babco.com

December 24, 2012

Lawler Properties, LLC
c/o W. L. Lawler, Jr., Manager
135 Lawler Drive
Montevallo, Alabama 35115



RE: Assignments of Members' Interests in
Lawler Properties, LLC to Remaining Members (the "Assignments")

**THIS CORRESPONDENCE IS NOT INTENDED TO BE USED BY THE
ADDRESSEE OR ANY OTHER PERSON FOR THE PURPOSE OF
AVOIDING PENALTIES THAT MAY BE IMPOSED UNDER THE
INTERNAL REVENUE CODE**

Dear Mr. Lawler:

We have acted as counsel to Lawler Properties, LLC (the "Company") in connection with the proposed assignment by present members of the Company, W. L. Lawler, Jr. and Ann D. Lawler, respectively, of all of their respective interests in the Company to the remaining members, William Philip Lawler, Dian Lawler Johnson and Wayne Keith Lawler, respectively, in equal shares (the "Assignments").

As such counsel, we have examined a copy of the Company's Operating Agreement. We have examined as well such other documents and information as we have deemed relevant and necessary as a basis for the opinions hereinafter expressed.

The opinions hereinafter expressed and the statements hereinafter made are based solely upon our examination of the aforesaid documents, the comments and qualifications set forth below and such matters of law as we have deemed relevant and necessary to enable us to render the opinions hereinafter expressed.

OPINIONS

Based solely upon and subject to the foregoing, we are of the following opinions:

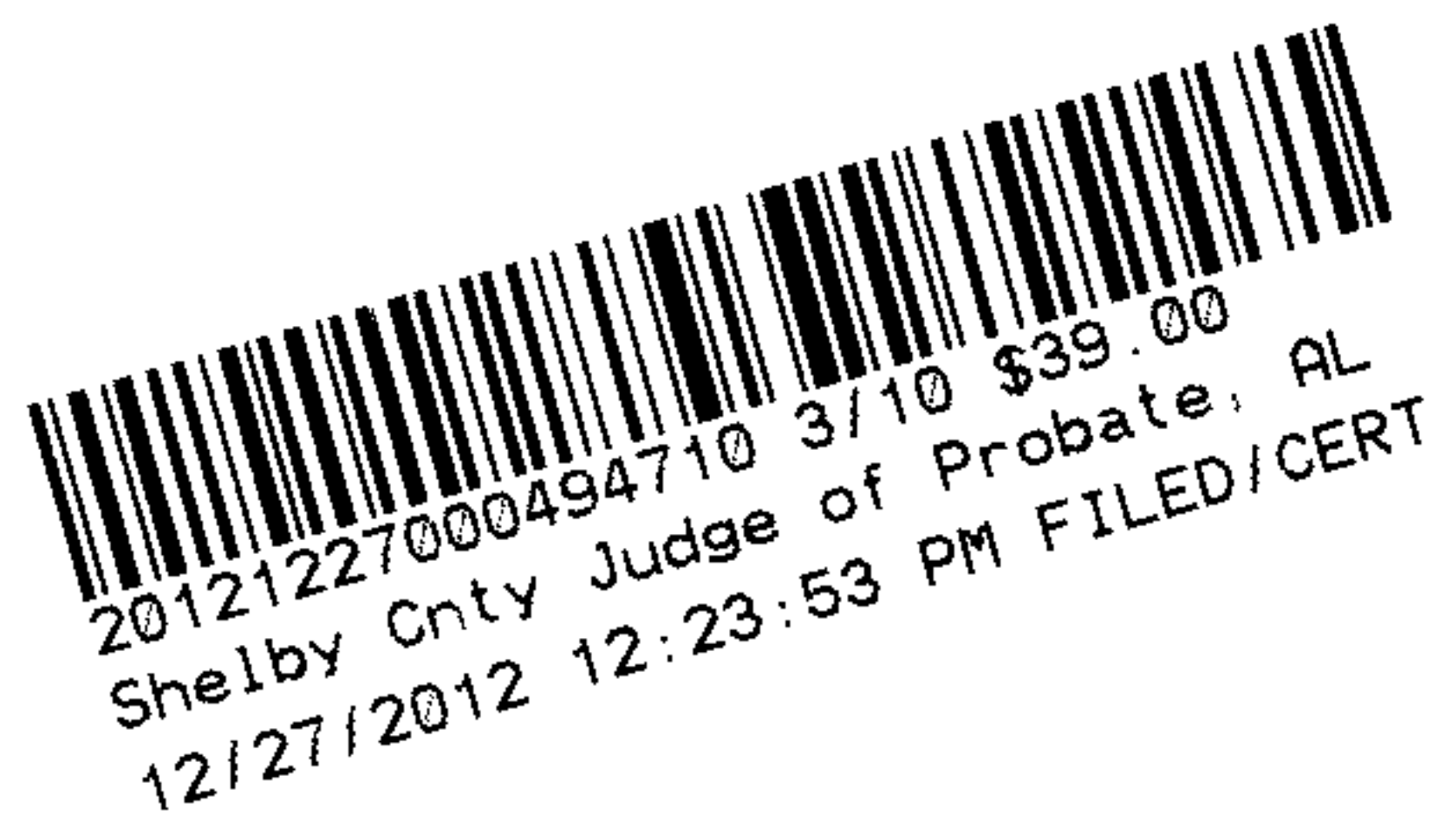
The proposed assignments of interests (i) will not contravene the applicable provisions of laws, rules and regulations of the federal and state securities commissions, and (ii) will not result in a termination of the Company or jeopardize the tax treatment of any material tax item.

COMMENTS AND QUALIFICATIONS

1. These opinions are being delivered to and accepted by you with the understanding that they are opinions only and that they are not guaranties or insuring agreements of any kind whatsoever or assurances of future events or of any particular set of facts or circumstances.
2. The opinions expressed herein are effective only as of the date of this opinion, and we assume no obligation to advise you of any matters which come to our attention thereafter.
3. These opinions may be relied upon only by the addressee hereof and may not be relied upon by any other person or entity or used for any other purpose.

Yours very truly,

Bradley Grant Boulton Cummings LLP



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UNANIMOUS CONSENT RESOLUTIONS OF THE MEMBERS

OF

LAWLER PROPERTIES, LLC

IN LIEU OF 2011 MEETING ON DECEMBER 26 2012

The following resolutions are adopted by unanimous consent of the members of Lawler Properties, LLC, an Alabama limited liability company (the "Company"), in lieu of holding a meeting on December 26 2012.

Acceptance of Resignation of Manager

The resignation of W. L. Lawler, Jr., as Manager, received this date is accepted.

Amendment of Section 1.3 of Operating Agreement

Section 1.3 of the Operating Agreement is revoked and a new Section 1.3 is substituted therefor which shall read as follows:

1.3 Agent for Service of Process. The name and address of the Company's agent for service of process shall be William Philip Lawler, 7027 Highway 25, Montevallo, Alabama 35115.

Amendment of Section 7.1 of Operating Agreement

Section 7.1 of the Operating Agreement is revoked and a new Section 7.1 is substituted therefor which shall read as follows:

7.1 Managed by Members. The business of the Company shall be managed and conducted by the Managing Members. The Managing Member is William Philip Lawler.

Consent to Assignment of Members' Interests

Members W. L. Lawler, Jr. and Ann D. Lawler, respectively, each has indicated that he or she wishes to assign all of his or her respective interest in the Company to the other Members, William Philip Lawler, Dian Lawler Johnson and Wayne Keith Lawler, respectively, in equal shares. Section 9.1 of the Operating Agreement provides that a Member shall not sell, assign, convey or exchange the whole or any portion of such Member's Percentage Interest in the Company without the prior written consent of all of the other Members, which approval may not be unreasonably withheld, and an opinion of counsel that the assignment will not: (a) contravene the applicable provisions of laws, rules and regulations of the

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federal and state securities commissions; or (b) result in a termination of the Company or jeopardize the tax treatment of any material tax item. An opinion of counsel that the proposed assignments will not (a) contravene the applicable provisions of laws, rules and regulations of the federal and state securities commissions, or (b) result in a termination of the Company or jeopardize the tax treatment of any material tax item having been received by the Company, consent is hereby given by all of the respective Members to the proposed assignments of interests.

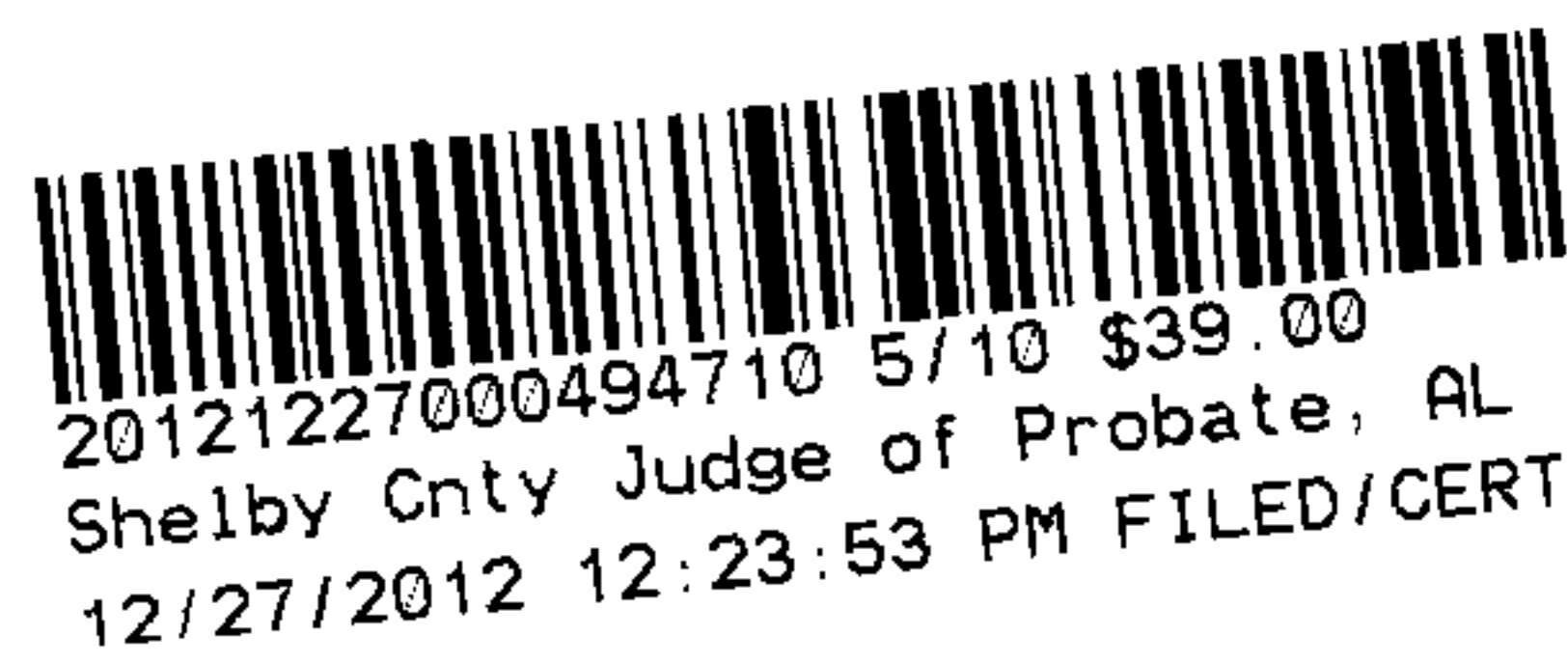
Unanimous Member Consent

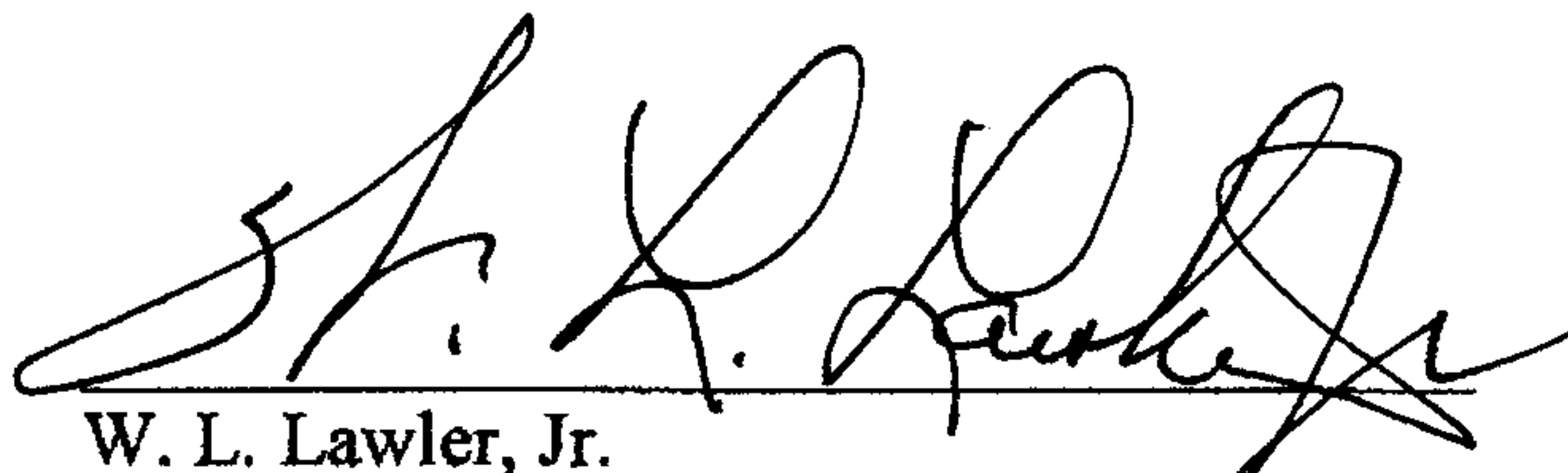
The undersigned, constituting all of the members of Lawler Properties L.L.C., consent to the above actions as of the 26 day of December, 2012.

Execution in Counterparts and Facsimile

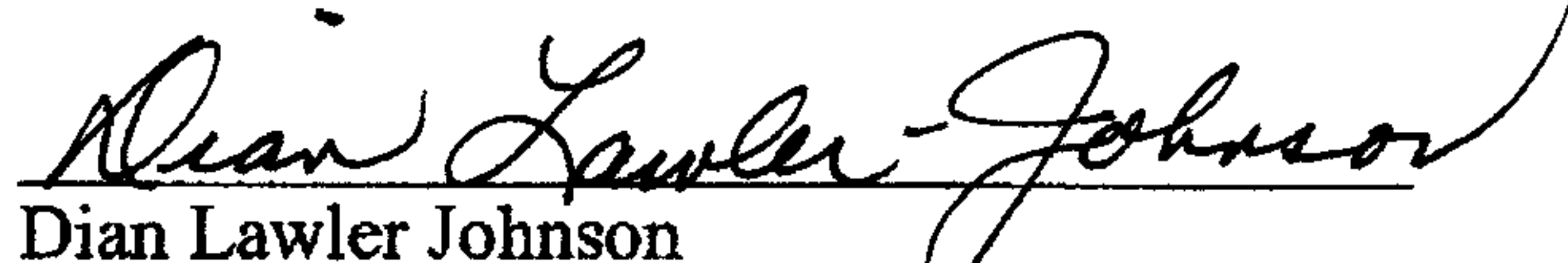
This document may be signed in two or more counterparts, manually or via facsimile, each of which will be deemed an original, but all of which together will constitute one and the same instrument.

[Signatures appear on next page.]






W. L. Lawler, Jr.


Ann D. Lawler


Dian Lawler Johnson


William Philip Lawler


Wayne Keith Lawler


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LAWLER PROPERTIES, LLC

**TRANSFER AND ACCEPTANCE OF INTERESTS;
CONSENT TO BE BOUND BY AGREEMENT**

THIS AGREEMENT is entered into by and among W. L. Lawler, Jr., ("Transferor"), William Philip Lawler, Dian Lawler Johnson and Wayne Keith Lawler (collectively, "Transferees").

A. Transferor currently holds twenty percent ownership of Lawler Properties, LLC, an Alabama limited liability company (the "Company"), as that term is defined in the Operating Agreement of the Company (the "Agreement").

B. Transferor desires to transfer all of his ownership interest in the Company to Transferees, in equal proportions, and Transferees desire to acquire the same.

AGREEMENT


1. Transfer. Transferor hereby irrevocably assigns and transfers to Transferees, the following ownership interests in the Company (the "Transferred Interests").

William Philip Lawler	6.67%
Dian Lawler Johnson	6.67%
Wayne Keith Lawler	6.66%

2. Acceptance. Transferees hereby accept the irrevocable transfer and assignment from Transferor of the Transferred Interests.

3. Consent to Be Bound by Agreement. Transferees hereby consent to and agree to become parties to and to be bound by the Operating Agreement, receipt of a copy of which is hereby acknowledged. Each of the Transferees agrees that the Transferred Interests shall be held by the respective one of the Transferees in accordance with and restricted by the terms of such Agreement. In connection herewith, Transferees agree to take such actions as are necessary to (a) maintain the status of the Company as a partnership for federal tax purposes, and (b) assure compliance with any applicable state and federal laws, including, without limitations, securities laws and regulations.

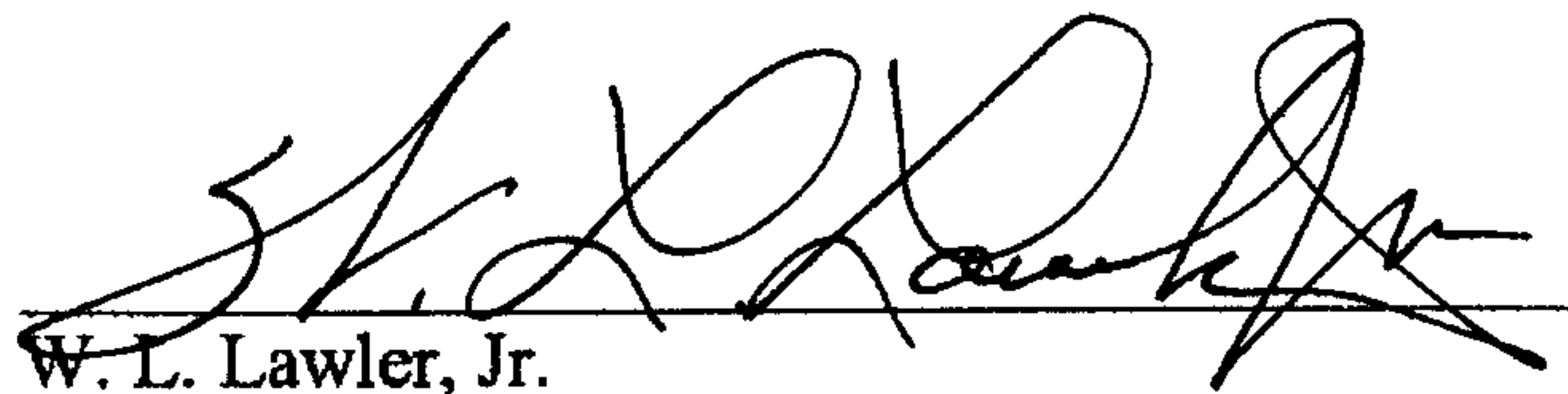
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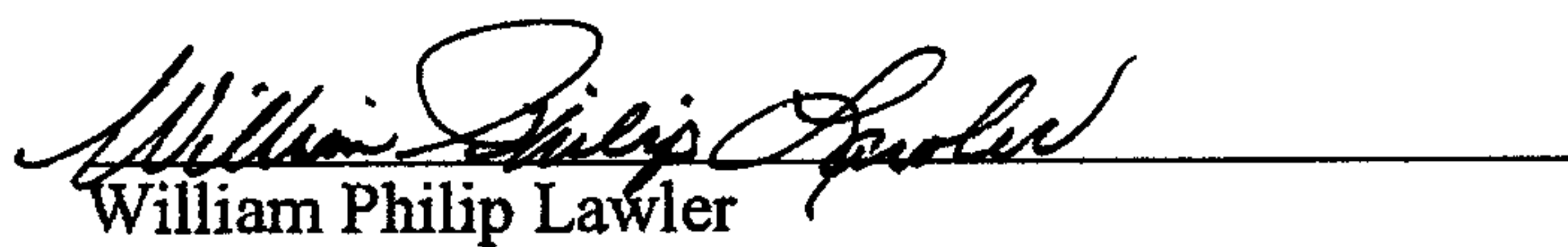
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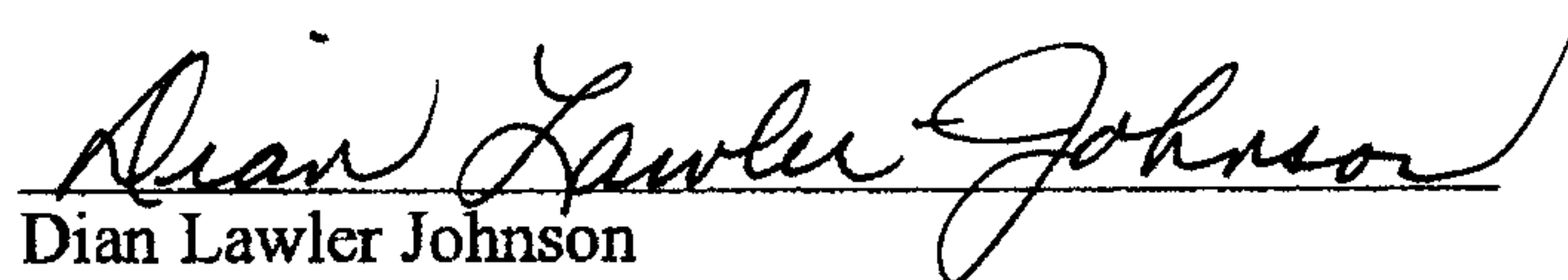
DATED this 26 day of December, 2012.

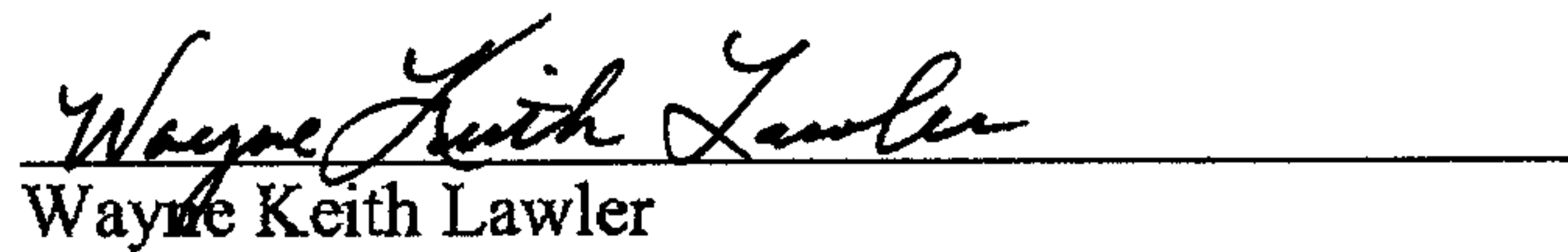
TRANSFEROR:


W. L. Lawler, Jr.

TRANSFEREES:


William Philip Lawler


Dian Lawler Johnson


Wayne Keith Lawler



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LAWLER PROPERTIES, LLC

TRANSFER AND ACCEPTANCE OF INTERESTS; CONSENT TO BE BOUND BY AGREEMENT

THIS AGREEMENT is entered into by and among Ann D. Lawler, ("Transferor"), William Philip Lawler, Dian Lawler Johnson and Wayne Keith Lawler (collectively, "Transferees").

A. Transferor currently holds twenty percent ownership of Lawler Properties, LLC, an Alabama limited liability company (the "Company"), as that term is defined in the Operating Agreement of the Company (the "Agreement").

B. Transferor desires to transfer all of her ownership interest in the Company to Transferees, in equal proportions, and Transferees desire to acquire the same.

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Wayne Keith Lawler	6.67%

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3. Consent to Be Bound by Agreement. Transferees hereby consent to and agree to become parties to and to be bound by the Operating Agreement, receipt of a copy of which is hereby acknowledged. Each of the Transferees agrees that the Transferred Interests shall be held by the Transferees in accordance with and restricted by the terms of such Agreement. In connection herewith, each of the Transferees agrees to take such actions as are necessary to (a) maintain the status of the company as a partnership for federal tax purposes, and (b) assure compliance with any applicable state and federal laws, including, without limitations, securities laws and regulations.

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DATED this 26 day of December, 2012.

TRANSFEROR:


Ann D. Lawler
Ann D. Lawler

TRANSFeree:

William Philip Lawler
William Philip Lawler

Dian Lawler Johnson
Dian Lawler Johnson

Wayne Keith Lawler
Wayne Keith Lawler


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