

CONSENT AND INDEMNITY


STATE OF ALABAMA

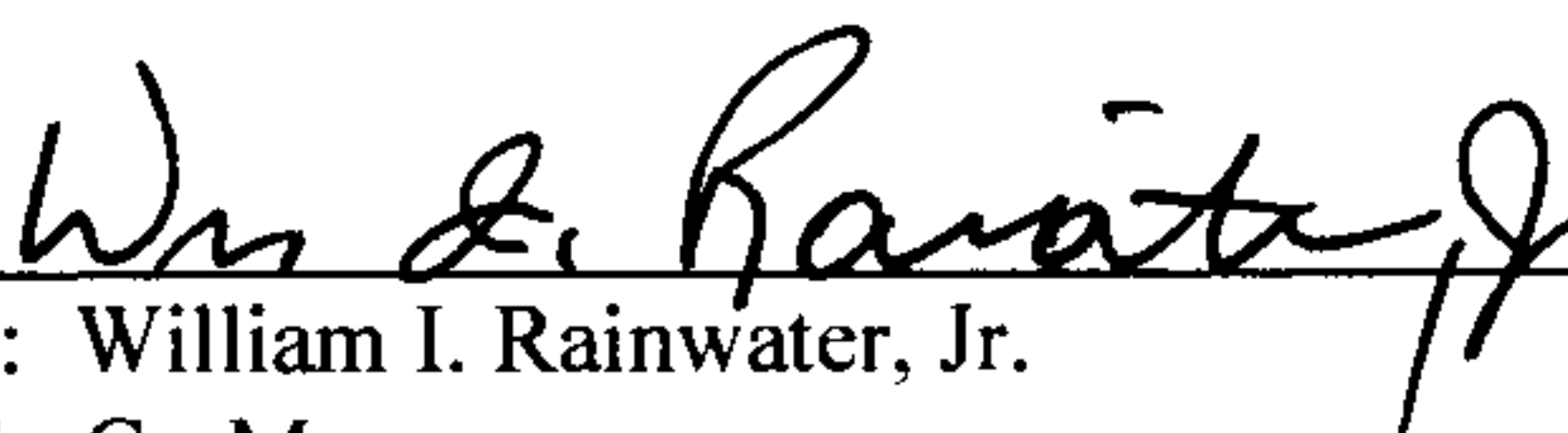
COUNTY OF SHELBY

THIS ACKNOWLEDGEMENT AND CONSENT is made and entered into this 19th day of May, 2015, by **Virginia R. Cox** and **William I. Rainwater, Jr.**, in their capacity as Co-Managers of CHELSEA RSR LLC, an Alabama limited liability company and Co-Administrators of the Estate of Riley Sloan Rainwater, Jr., deceased.

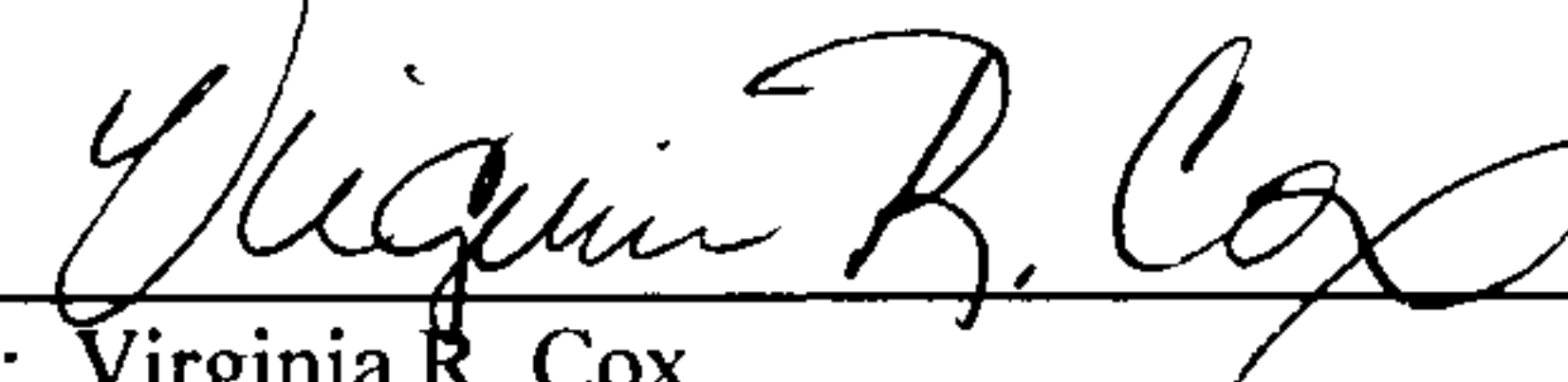
WHEREAS, The Estate of Riley Sloan Rainwater, Jr., deceased, is the sole remaining Member of CHELSEA RSR, LLC, an Alabama limited liability company, and said Estate is currently being administered in the Circuit Court of Craighead County, Arkansas, Probate Division, pursuant to the Operating Agreement of said company, Virginia R. Cox and William I. Rainwater, Jr., were duly appointed by the Member (Estate of Riley Sloan Rainwater, Jr., deceased) of said limited liability company as Co-Managers of CHELSEA RSR LLC, an Alabama limited liability company on June 30, 2014, as shown by **EXHIBIT "B"** attached hereto. This Acknowledgement and Consent is given for the purposes of establishing that our authority as Co-Managers has not been amended, revoked or rescinded and we have been duly authorized and directed to execute such documents as may be necessary or desirable for the purpose of conveying that certain property located at 119 Atchison Drive, Chelsea, AL 35043 to SS REALTY, LLC, a Georgia limited liability company. That further, CHELSEA RSR, LLC and the Estate of Riley Sloan Rainwater, Jr., deceased, agrees to indemnify and hold harmless Commonwealth Land Title Insurance Company, Coosa Valley Title Insurance Company, Inc., Trussell, Funderburg, Rea & Bell, P.C. and SS Realty, LLC, a Georgia limited liability company, their successors and/or assigns, from any and all claims, liability, loss or damages of any nature, including reasonable attorneys' fees incurred resulting from a lack of authority to make the conveyance at issue as Co-Managers of said Company of that certain property as described in **EXHIBIT "A"** attached hereto and made a part hereof.

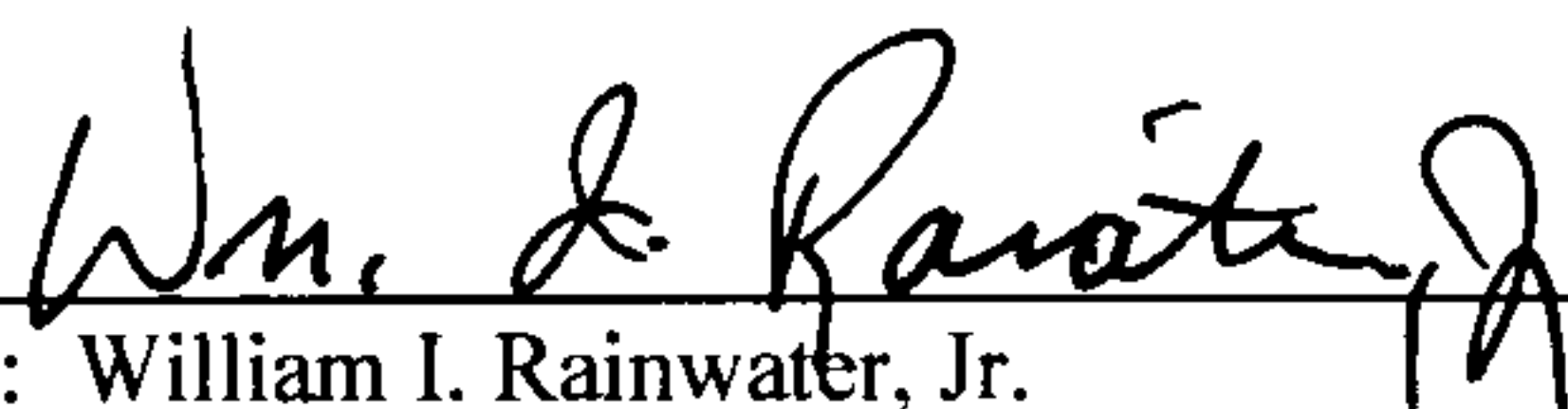
CHELSEA RSR, LLC
an Alabama limited liability company


BY: Virginia R. Cox
ITS: Co-Manager


BY: William I. Rainwater, Jr.
ITS: Co-Manager

**THE ESTATE OF RILEY SLOAN
RAINWATER, JR.**


BY: Virginia R. Cox
ITS: Co-Administrator


BY: William I. Rainwater, Jr.
ITS: Co-Administrator

STATE OF ARKANSAS
COUNTY OF CRAIGHEAD

I, the undersigned, a Notary Public, in and for said County in said State, hereby certify that **Virginia R. Cox**, whose name as Co-Manager of CHELSEA RSR, LLC, an Alabama limited liability company, is signed to the foregoing document, and who is known to me, acknowledged before me on this day that, being informed of the contents of the document, she as such officer and with full authority, executed the same voluntarily for and as the act of said company.

~~Given under my hand and official seal this the 19th day of May, 2015.~~

BECKY ROSE
NOTARY PUBLIC, STATE OF ARKANSAS
QUALIFIED IN CRAIGHEAD COUNTY
COMMISSION EXPIRES JULY 7, 2022
COMMISSION NO. 12388196

Becky Rose
NOTARY PUBLIC
My Commission Expires: July 7, 2022

STATE OF ARKANSAS
COUNTY OF CRAIGHEAD

I, the undersigned, a Notary Public, in and for said County in said State, hereby certify that **William I. Rainwater, Jr.**, whose name as Co-Manager of CHELSEA RSR, LLC, an Alabama limited liability company, is signed to the foregoing document, and who is known to me, acknowledged before me on this day that, being informed of the contents of the document, he as such officer and with full authority, executed the same voluntarily for and as the act of said company.

~~Given under my hand and official seal this the 19th day of May, 2015.~~

BECKY ROSE
NOTARY PUBLIC, STATE OF ARKANSAS
QUALIFIED IN CRAIGHEAD COUNTY
COMMISSION EXPIRES JULY 7, 2022
COMMISSION NO. 12388196

Becky Rose
NOTARY PUBLIC
My Commission Expires: July 7, 2022

STATE OF ARKANSAS
COUNTY OF CRAIGHEAD

I, the undersigned, a Notary Public, in and for said County in said State, hereby certify that **Virginia R. Cox**, whose name as Co-Administrator of the Estate of Riley Sloan Rainwater, Jr, deceased is signed to the foregoing conveyance, and who is known to me, acknowledged before me on this day that, being informed of the contents of the foregoing conveyance, she as such officer, with full authority, executed the same voluntarily for and as the act of said Estate.

~~Given under my hand and official seal this the 19th day of May, 2015.~~

BECKY ROSE
NOTARY PUBLIC, STATE OF ARKANSAS
QUALIFIED IN CRAIGHEAD COUNTY
COMMISSION EXPIRES JULY 7, 2022
COMMISSION NO. 12388196

Becky Rose
NOTARY PUBLIC
My Commission Expires: July 7, 2022

STATE OF ARKANSAS
COUNTY OF CRAIGHEAD

I, the undersigned, a Notary Public, in and for said County in said State, hereby certify that **William I. Rainwater, Jr.**, whose name as Co-Administrator of the Estate of Riley Sloan Rainwater, Jr, deceased is signed to the foregoing conveyance, and who is known to me, acknowledged before me on this day that, being informed of the contents of the foregoing conveyance, he as such officer, with full authority, executed the same voluntarily for and as the act of said Estate.

~~Given under my hand and official seal this the 19th day of May, 2015.~~

BECKY ROSE
NOTARY PUBLIC, STATE OF ARKANSAS
QUALIFIED IN CRAIGHEAD COUNTY
COMMISSION EXPIRES JULY 7, 2022
COMMISSION NO. 12388196

Becky Rose
NOTARY PUBLIC
My Commission Expires: July 7, 2022



20150528000176920 2/6 \$30.00
Shelby Cnty Judge of Probate, AL
05/28/2015 03:32:52 PM FILED/CERT

EXHIBIT "A"

Lot 2 Atchison Commercial Development, as recorded in Map Book 39, page 70, in the Probate Office of Shelby County, Alabama.

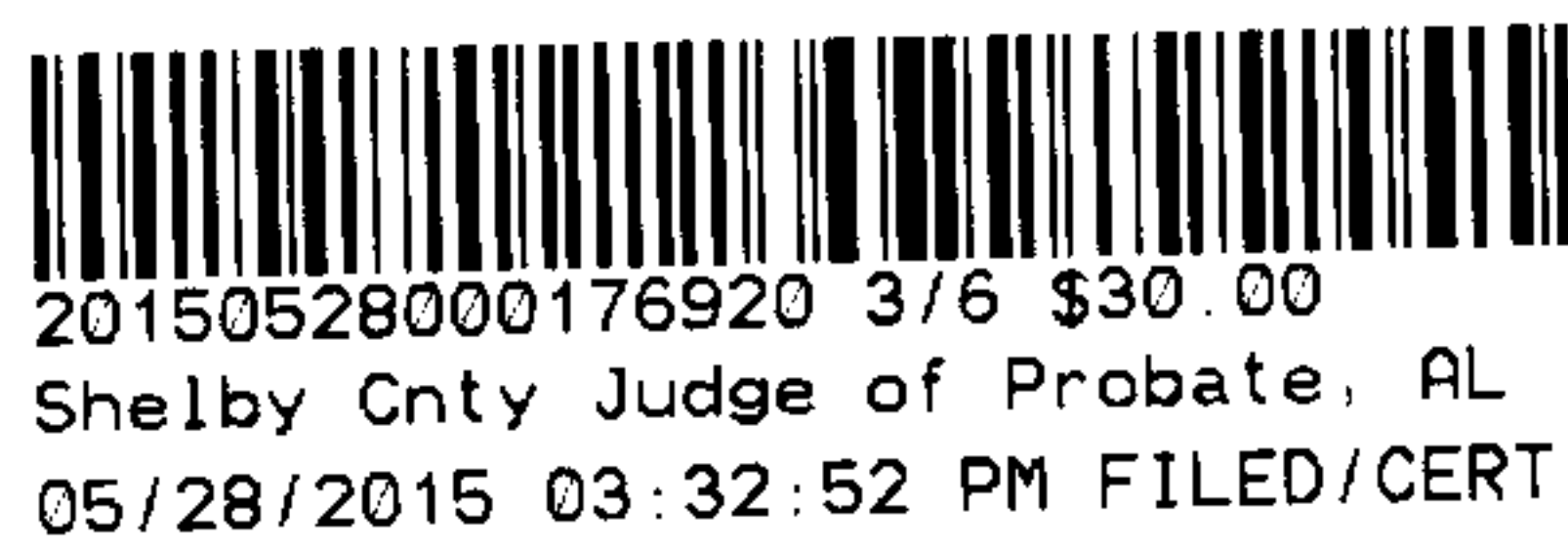


EXHIBIT "B"

**APPOINTMENT OF MANAGERS FOR
CHELSEA RSR LLC,
AN ALABAMA LIMITED LIABILITY COMPANY**

WHEREAS, Riley Sloan Rainwater, Jr., the sole member of the CHELSEA RSR LLC, an Alabama Limited Liability Company (the "Company"), passed away on January 9, 2014; and

WHEREAS, Virginia R. Cox and William I. Rainwater, Jr. have been appointed by the Circuit Court of Craighead County, Arkansas, Probate Division, as Co-Administrators of the Estate of Riley Sloan Rainwater, Jr., deceased and, in such capacity, are duly authorized to take possession and administer the property of the estate; and

WHEREAS, a result of the death of Riley Sloan Rainwater, Jr., the Estate of Riley Sloan Rainwater, Jr. is now the sole Member of the Company pending distribution of Riley Sloan Rainwater, Jr.'s interest in the Company; and

WHEREAS, pursuant to Section 2.02 of the Operating Agreement (the "Agreement") of the Company, Riley Sloan Rainwater, Jr. previously served as Manager of the Company. As a result of his death, the Member desires to appoint successor Co-Managers of the Company in accordance with Sections 2.01 and 2.02 of the Agreement.

NOW, THEREFORE, the undersigned, as Co-Administrators of the Estate of Riley Sloan Rainwater, Jr., sole Member of the Company, hereby appoint VIRGINIA R. COX and WILLIAM I. RAINWATER, JR. as Co-Managers of the Company until their successors are duly elected and qualified. The Co-Managers shall have full management authority with respect to the Company business in accordance with the terms of the Agreement.



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Shelby Cnty Judge of Probate, AL
05/28/2015 03:32:52 PM FILED/CERT

DATED this 30th day of June, 2014.

ESTATE OF RILEY SLOAN RAINWATER, JR.,
SOLE MEMBER OF CHELSEA RSR, LLC

By: Virginia R. Cox
Virginia R. Cox,
Co-Administrator

By: William I. Rainwater, Jr.
William I. Rainwater, Jr.,
Co-Administrator

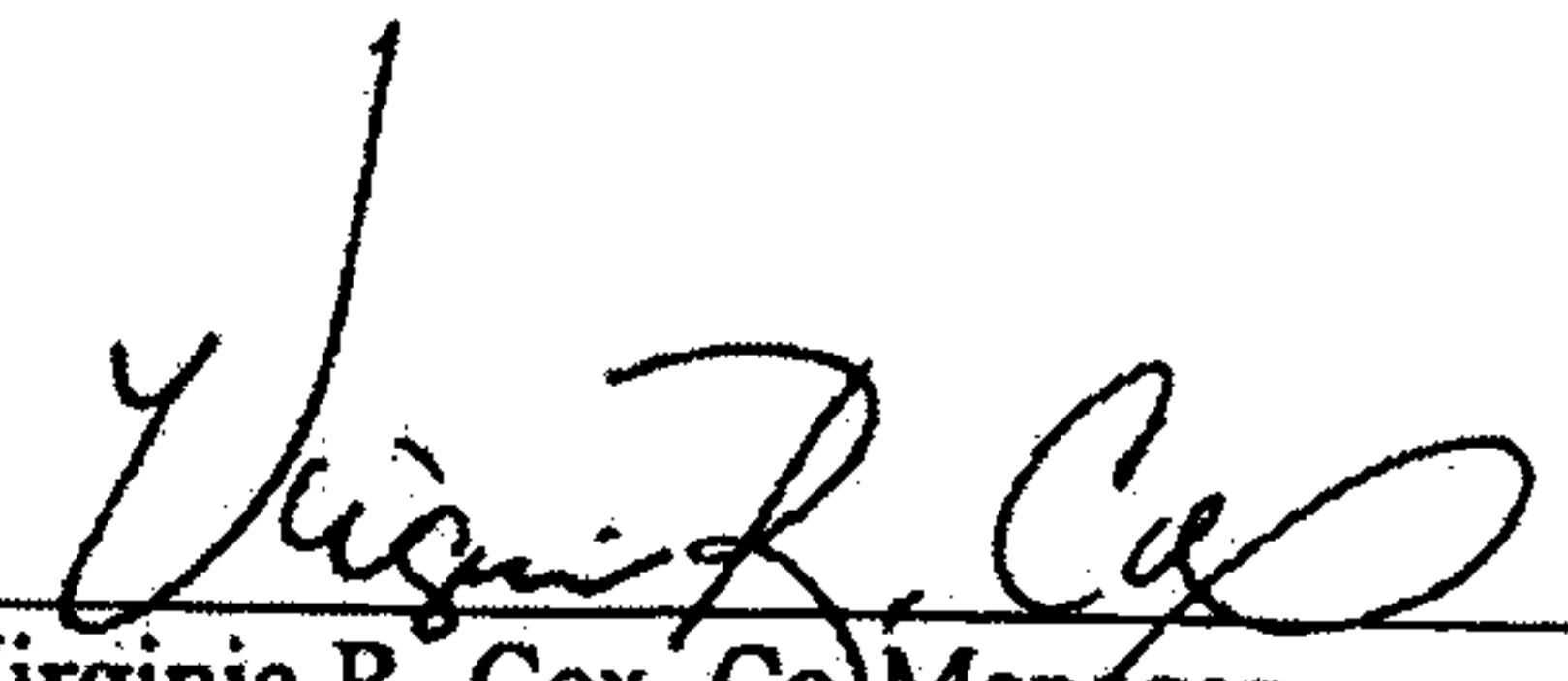
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MEMBERSHIP LIST OF CHELSEA RSR LLC

The following are all Members of Chelsea RSR LLC, an Alabama limited liability company, and their respective membership interests as of this date:

Estate of Riley Sloan Rainwater, Jr. - 100%

DATED this 17th day of September, 2014.


Virginia R. Cox, Co-Manager
Chelsea RSR LLC


William I. Rainwater, Jr., Co-Manager
Chelsea RSR LLC



20150528000176920 6/6 \$30.00
Shelby Cnty Judge of Probate, AL
05/28/2015 03:32:52 PM FILED/CERT