

### **Nature of Transaction**

This is pro forma transfer of control from Bobby D. Caldwell, who has majority control of the corporation, to his newly formed Trust, the Bobby D. Caldwell Revocable Trust. Bobby D. Caldwell is the sole Trustee of the Bobby D. Caldwell Revocable Trust.

There is no consideration being exchanged in conjunction with the transfer of control. There is no written agreement with regard to the transfer of control.