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May 31, 2012

England Economic & Industrial  
Development District  
1611 Arnold Drive  
Alexandria, LA 71301

Re: Title Opinion  
Heavy Industrial Site Certification Project  
34.07 acres, Sections 30, 31 & 34, T4N, R2W  
Rapides Parish, LA

Dear Sirs:

Pursuant to your instructions, we have examined title to the following described property,  
to-wit:

Commencing at a point marking the intersection of the southern right-of-way line of La. Highway 1 with the western boundary line of the England Economic and Industrial Development District Railroad Spur Tract, said point being marked by a 5/8" diameter iron rod (found); thence proceed in a southeasterly direction, departing the southern right-of-way line of said La. Highway 1 and along the western boundary line of said rail spur tract, a distance of 279.95 feet along the arc of a curve concave to the west, having a radius of 714.48 and a chord that bears South 13 degrees 02 minutes 45 seconds East, grid bearing, a chord distance of 278.16 feet to a point marking the intersection of said rail spur western boundary line with the approximate southern high bank of Irish Ditch No. 2, said point being marked by a 5/8" diameter iron rod (set) and also marking the northeast corner and POINT OF BEGINNING of the tract to be described;

thence proceed in a southwesterly direction, along an extension of the aforementioned curve and along said rail spur western boundary line and departing said approximate southern high bank of Irish Ditch No. 2, a distance of 141.73 feet along the arc of a curve concave to the west, having a radius of 714.48 feet and a chord that bears South 03 degrees 51 minutes 43 seconds West, a chord distance of 141.50 feet to a 5/8" diameter iron rod (set);

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thence continue in a southwesterly direction, departing the aforementioned curve and along said rail spur western boundary line, a distance of 122.33 feet along the arc of a curve concave to the northwest, having a radius of 582.75 feet and a chord that bears South 17 degrees 11 minutes 09 seconds West, a chord distance of 122.11 feet to a 5/8" diameter iron rod (set);

thence proceed South 23 degrees 11 minutes 59 seconds West, departing the aforementioned curve and along said rail spur western boundary line, a distance of 1711.74 feet to a 5/8" diameter iron rod (found);

thence continue South 23 degrees 11 minutes 59 seconds West, along said rail spur western boundary line, a distance of 388.21 feet to a 5/8" diameter iron rod (found), said point marking the southeast corner of the described tract;

thence turn right and proceed North 63 degrees 30 minutes 55 seconds West, departing said rail spur western boundary line, a distance of 231.33 feet to a 5/8" diameter iron rod (set);

thence turn left and proceed North 77 degrees 41 minutes 33 seconds West, a distance of 201.11 feet to a 5/8" diameter iron rod (set);

thence turn left and proceed South 82 degrees 40 minutes 49 seconds West, a distance of 190.08 feet to a point located on the approximate eastern high bank of Big Bayou, said point being marked by a 5/8" diameter iron rod (set) and also marking the southwest corner of the described tract;

thence turn right and proceed North 10 degrees 32 minutes 19 seconds East, along a meander of the approximate eastern high bank of Big Bayou, a distance of 87.24 feet to a 5/8" diameter iron rod (set);

thence turn left and proceed North 17 degrees 17 minutes 32 seconds West, along said approximate eastern high bank meander, a distance of 52.27 feet to a 5/8" diameter iron rod (set);

thence turn right and proceed North 13 degrees 14 minutes 31 seconds East, along said approximate eastern high bank meander, a distance of 59.53 feet to a 5/8" diameter iron rod (set);

thence turn right and proceed North 41 degrees 04 minutes 40 seconds East, along said approximate eastern high bank meander, a distance of 64.11 feet to a 5/8" diameter iron rod (set);

thence turn right and proceed North 67 degrees 45 minutes 32 seconds East, along said approximate eastern high bank meander, a distance of 204.91 feet to a 5/8" diameter iron rod (set);

thence turn left and proceed North 40 degrees 16 minutes 26 seconds East, along said approximate eastern high bank meander, a distance of 126.29 feet to a 5/8" diameter iron rod (set);

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thence turn left and proceed North 20 degrees 44 minutes 25 seconds East, along said approximate eastern high bank meander, a distance of 145.52 feet to a 5/8" diameter iron rod (set);

thence turn left and proceed North 10 degrees 28 minutes 40 seconds West, along said approximate eastern high bank meander, a distance of 172.13 feet to a 5/8" diameter iron rod (set);

thence turn right and proceed North 03 degrees 36 minutes 00 seconds West, along said approximate eastern high bank meander, a distance of 91.63 feet to a 5/8" diameter iron rod (found);

thence turn right and proceed North 01 degrees 19 minutes 15 seconds West, along said approximate eastern high bank meander, a distance of 205.92 feet to a 5/8" diameter iron rod (found);

thence turn right and proceed North 11 degrees 19 minutes 35 seconds East, along said approximate eastern high bank meander, a distance of 229.36 feet to a 5/8" diameter iron rod (found);

thence turn right and proceed North 16 degrees 11 minutes 11 seconds East, along said approximate eastern high bank meander, a distance of 421.92 feet to a 5/8" diameter iron rod (found);

thence turn right and proceed North 22 degrees 50 minutes 33 seconds East, along said approximate eastern high bank meander, a distance of 317.28 feet to a 5/8" diameter iron rod (found);

thence turn right and proceed North 23 degrees 26 minutes 05 seconds East, along said approximate eastern high bank meander, a distance of 106.93 feet to a point marking the intersection of said approximate eastern high bank meander with a meander of the approximated southern high bank of Irish Ditch No. 2, said point being marked by a 5/8" diameter iron rod (found) and also marking the northwest corner of the described tract;

thence turn right and proceed North 88 degrees 42 minutes 08 seconds East, departing said approximate eastern high bank meander and along a meander of the approximate southern high bank of said Irish Ditch No. 2, a distance of 397.32 feet to a 5/8" diameter iron rod (found);

thence turn left and proceed North 87 degrees 25 minutes 56 seconds East, along said approximate southern high bank meander, a distance of 402.55 feet to the POINT OF BEGINNING.

The above-described tract contains 34.07 acres, more or less and is more particularly indicated on Pan American Engineers - Alexandria, Inc., Job No. 9502, Drawing No. 11967, dated March 7, 2012.

*Note:*

*The acreage for the above described tract includes Industrial Boulevard and Industrial Street Right-of-Ways.*

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Being portion of the property acquired by the England Economic & Industrial Development District as per Act of Cash Sale recorded at Conveyance Book 1702, Page 980, Entry No. 1258270; Quitclaim Deed recorded at OCB 1702, Page 993, Entry No. 1258271; Quitclaim Deed recorded at Conveyance Book 1702, Page 1003, Entry No. 1258272; Act of Acknowledgement, Ratification and Confirmation recorded at Conveyance Book 1707, Page 225, Entry No. 1261338. And being a portion of the property acquired by England Economic & Industrial Development District from the United States of America pursuant to Quitclaim Deeds recorded as follows: Conveyance Book 1527, Page 845, Entry No. 1071736; Conveyance Book 1549, Page 193, Entry No. 1083434; Conveyance Book 1696, Page 695, Entry No. 1251639; Conveyance Book 1781, Page 334, Entry No. 1337320; Conveyance Book 1876, Page 724, Entry No. 1439485; Conveyance Book 1898, Page 563, Entry No. 1460569; Conveyance Book 1898, Page 625, Entry No. 1460570; all of the records of Rapides Parish, Louisiana.

This is to certify that we have examined the Conveyance and Mortgage Records of the Parish of Rapides, State of Louisiana, regarding the above described property up through and including the by means of the following:

A. Title Commitment No. C-9912-2462618 dated September 23, 2004 covering a portion of the subject property that constitutes and shows all instruments affecting title to a portion of the subject property as accurately disclosed by the indices of Rapides Parish from the 22<sup>nd</sup> day of September, 1921, through the 23<sup>rd</sup> day of June, 2004, and

B. The Conveyance and Mortgage Records for the Parish of Rapides, State of Louisiana, from the 1<sup>st</sup> day of January, 2004, through the 11<sup>th</sup> day of April, 2012, upon our examination of the computer transmitted index.

C. Property Boundary Survey – Tract 1, 173.22 Acres, Tract 2, 100.57 Acres, by Thomas C. David, Jr., PLS No. 4539, dated August 23, 2004, Drawing No. 10033, Job No. 7568.

D. Boundary Survey, Tract 1A, 121.11 Acres, Tract 1B, 1611 Acres, Tract 2A, 28.65 Acres, Tract 2B, 71.54 Acres, Tract 2C, .38 Acres, by Thomas C. David, Jr., PLS No. 4539, dated June 29, 2005, Revised July 25, 2005, Drawing No. 10197, Job No. 7683.

E. Survey, Varying Width Servitude, by Thomas C. David, Jr., PLS N. 4539, dated September 19, 2011, Drawing No. 11899, Job No. 9401.

F. Boundary & Topographic Survey, 34.07 Acres, by Thomas C. David, Jr., PLS No. 4539, dated March 7, 2012, Drawing No. 11967, Job No. 9502.

Based upon our examination of the above, it is our opinion that England Economic & Industrial Development District presently has good, valid and merchantable title in and to the hereinabove described property, subject to the following exceptions, requirements, comments and disclaimers:

1. Any lien that might be created by the filing of the tax rolls for the year 2012, which said taxes are not yet due and payable. Taxes for the years 2009, 2010 and 2011 have been duly paid under proper assessment.

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**Access to Subject Property:**

2. Pursuant to an "Act of Conveyance" recorded at Conveyance Book 1727, Page 594, Entry No. 1282876, a 121.11 acre tract (the "UTLX Tract") was acquired by the England District Subdistrict I. Pursuant to an "Act of Conveyance" recorded at Conveyance Book 1730, Page 293, Entry No. 1285841, UTLX Manufacturing, Inc., acquired the "UTLX Tract."

**Access to LA Highway 1:**

Pursuant to a "Servitude of Passage to LA Highway 1", recorded at Conveyance Book 1730, Page 304, Entry No. 1285842, UTLX Manufacturing was granted a "nonexclusive" servitude to serve the "UTLX Tract" and gain access across "Tract 1B" containing 16.11 acres to LA Highway 1. This servitude traverses "Irish Ditch No. 2" by a bridge and road designated as "Lester Road". See Act of Correction, Conveyance Book 1738, Page 6, Entry No. 1293881.

**Access across UTLX Tract:**

Pursuant to a "Servitude of Passage in favor of Tract 1B and Tract 2A" recorded at Conveyance Book 1730, Page 325, Entry No. 1285844, UTLX Manufacturing, Inc., granted a "non-exclusive, perpetual predial servitude" 80 feet in width across a portion of the "UTLX Tract" south and adjacent to the railroad spur. Note: Tract 2A contains 28.65 acres. The Subject Property contains 34.07 acres.

**Requirement #1:** Tract 2A should be amended to enlarge the Dominate Estate from 28.65 acres to 34.07 acres.

**Requirement #2:** A non-exclusive predial servitude across Tract 1B (16.11 acres) and the railroad spur must be placed of record.

3. Railroad Spur Right of Use Agreement, by and between UTLX Manufacturing, Inc., and England Economic & Industrial Development District, Conveyance Book 1730, Page 325, Entry No. 1285844.

**Requirement #3:** The exact location of the Servitude described in #3 above should be determined by Survey.

4. Servitude of Passage to Cappel Road, by The England Economic and Industrial Development District to UTLX Manufacturing, Inc., recorded in Conveyance Book 1754, Page 971, Entry No. 13721414.

**Requirement #4:** The exact location of the Servitude described in #4 above should be determined by Survey.

5. Subject to Overhead Electric Lines, Television Lines and Telephone Lines; Water Lines, meters and valves; Fiber Optic Cable; Natural Gas Line, valve and vent pipit; Sanitary Sewer Force Main; Gravity Flow Sanitary Sewer Force Main, Sewer manholes, lines and cleanouts; Fire Hydrant; Guy Anchor; Utility Poles; and Sinage; all as more fully shown on Boundary & Topographic Survey of a Proposed 34.07, m/l, Acre Heavy Industrial Site, Thomas C. David, Jr., PLS No. 4539, Pan American Engineers – Alexandria, Inc., dated March 7, 2012, Job No. 9502, Drawing No. 11967. A copy of which is attached as Exhibit "A".

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6. Exception is taken to all oil, gas and mineral leases and/or mineral reservations of record as our examination of title does not include examination in and to the minerals underlying the property.

#### COMMENTS AND DISCLAIMERS

We do not assume responsibility for and express no opinion for the following:

(1) Rights or claims of parties in possession, servitudes or claims of servitudes not shown by the public records, boundary line disputes, overlaps, encroachments and any matter not of record, which would be disclosed by any accurate survey and inspection of the premises. Further we do not assume responsibility for the accuracy of any surveys which may have been made of the property or for the area, measurements or boundaries shown thereon.

(2) Any law, ordinance or governmental regulation (including but not limited to building and zoning ordinances) restricting or regulating or prohibiting the occupancy, use or enjoyment of the land, or regulating the character, dimensions or location of any improvement now or hereafter erected on the land, or prohibiting a separation and ownership or reduction in dimensions or area of the land, or the effect of any violation of any such law, ordinance or governmental regulation.

(3) Unrecorded liens or charges affecting the above described property, including but not limited to, those for federal estate tax, paving, sewerage, labor or materials other than those noted herein; however, if there are any such unrecorded liens or charges, we assume no responsibility therefor, our responsibility being limited only to what is disclosed by the abstract and indices examined.

(4) The accuracy of the official indices or the abstract from which this examination has been made.

(5) The rights or titles or roads, ways, streams or easements, if any, not shown by the public records, nor riparian rights nor the title to any filled-in lands. This examination and opinion further does not include an investigation as to any classification under Federal flood insurance regulations.

(6) The rights of illegitimates, the rights of debtors in possession, or the rights of trustees in bankruptcy.

(7) We express no opinion concerning the Federal or State Environmental laws, statutes, rules or regulations.

(8) We express no opinion regarding the applicability of the Endangered Species Act, 16 USC Sec. 1531, et seq. to the subject property.

(9) We express no opinion regarding classification of the examined property as wet lands under Section 404 of the Clean Water Act.

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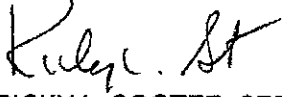
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(10) Any claim, which arises out of the transaction creating the interest of the mortgagee, by reason of the operation of federal bankruptcy, state insolvency, or similar creditors' rights laws.

Merchantability of title to the subject property is warranted by the undersigned only to the person, partnership, corporation, agency, or institution to whom this opinion is addressed, and this opinion is neither assignable nor heritable.

Sincerely,

PROVOSTY, SADLER, deLAUNAY, FIORENZA & SOBEL

A handwritten signature in black ink, appearing to read "Ricky L. Sooter". The signature is written in a cursive, somewhat stylized font.

RICKY L. SOOTER, SPECIAL COUNSEL

RLS/bsw