

IN THE CHANCERY COURT OF SHELBY COUNTY, TENNESSEE

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LARRY MAYALL and FIRST NATIONAL  
REALTY, INC.

Plaintiffs,

v.

MEMPHIS AREA ASSOCIATION OF  
REALTORS, INC.

Defendant.

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No.

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COMPLAINT FOR TEMPORARY RESTRAINING ORDER, AND  
TEMPORARY AND PERMANENT INJUNCTION

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The Plaintiffs, Larry Mayall and First National Realty, Inc., hereby file this Complaint for Temporary Restraining Order and Temporary and Permanent Injunction against the Defendant, Memphis Area Association of Realtors, Inc., and in support thereof respectfully present to the Court the following:

1. That the Plaintiff, Larry Mayall, is an adult resident citizen of Shelby County, Tennessee, and the Plaintiff, First National Realty, Inc. (hereinafter referred to as First National), is a domestic corporation organized and existing under the laws of the State of Tennessee.
2. That the Defendant, Memphis Area Association of Realtors, Inc. (hereinafter referred to as MAAR), is a domestic corporation organized and existing under the laws of the State of Tennessee, whose registered agent for process of service is Jules C. Wade who may be served with process of this Court at 6393 Poplar Avenue, Memphis, TN , 38119.
3. That at all times herein mentioned the Plaintiff, Larry Mayall, was the licensed real estate broker in the State of Tennessee and President of First National. Also, Larry Mayall and all agents of First National were at all times herein Realtors® and members of the Defendant, MAAR.

4. The Defendant, MAAR, is a membership association of Realtors® established to provide certain rights, benefits and privileges to its members, including but not limited to, access to the Multi-Listing Service operated by and under the control of the Defendant, MAAR. The Multi-Listing Service is an integral and almost indispensable tool for every real estate broker's business.
5. 9to5 Realty, LLC (hereinafter referred to as 9to5), is a NON-Realtor® real estate company originally started by Larry Mayall and currently owned by son Mark Mayall. Neither Mark Mayall nor any agents of 9to5 are members of MAAR.
6. That on or about September 4, 2009, Larry Mayall received a letter from Jules Wade, registered agent for the Defendant, MAAR. The letter iterated that MAAR had identified Larry Mayall as a Realtor® and owner of both First National and 9to5. According to the membership requirements of the National Association of Realtors® (hereinafter referred to as NAR), if a Realtor® member is a "principal" in a real estate company, other owners in that company are also required to be Realtors®. Therefore, if Larry Mayall were deemed a "principal" in 9to5, then Mark Mayall must also become a Realtor® and pay the associated dues to MAAR. Further, if forced to become a Realtor® and as principal broker of 9to5, Mark Mayall would become responsible for Realtor® dues of all affiliated 9to5 licensees, whether or not they chose to become members of MAAR. A copy of this letter and all further correspondence relating to this matter (lines 6-17, infra) are attached hereto and asked to be made as much a part of this Complaint as if copied completely and fully herein.
7. That on or about September 17, 2009, Larry Mayall responded to Jules Wade's letter stating he had no ownership interest or other association which would deem him a "principal" in 9to5, other than the familial relationship of his son's ownership of 9to5.

8. That on or about September 22, 2009, Jules Wade requested documentation of divestiture of Larry Mayall's ownership. Larry Mayall responded that information could be obtained via public records from the Secretary of State. Jules Wade responded that neither the MAAR Board of Directors nor their attorney found any documentation indicating ownership or a change in ownership, and again requested documentation of divestiture of ownership.
9. That on or about September 23, 2009, Larry Mayall responded to Jules Wade explicitly stating he did not own 9to5 and to please contact 9to5 directly to discuss further issues.
10. That on or about September 24, 2009, Larry Mayall received an invoice from Jules Wade on behalf of Defendant, MAAR, charging First National Four Thousand Two Hundred Twelve (\$4,212.00) Dollars for membership dues of 9to5 agents – agents outside of Larry Mayall's office and for whom he was not the broker.
11. That on or about October 26, 2009, Larry Mayall provided to Jules Wade an affidavit as proof of ownership change for 9to5 from Larry Mayall to his son, Mark Mayall. The transfer of ownership occurred earlier that year, on July 1, 2009.
12. That on or about October 27, 2009, Jules Wade responded that the affidavit was too vague, and specified "*we would consider this issue resolved* upon receipt of a letter from the lawyer who handled the redemption of your membership interest in 9to5 Realty, LLC, *or anyone with first-hand knowledge*, that states it occurred on \_\_\_\_; that as of \_\_\_\_\_, you did not own and still do not own any interest in 9to5 Realty, LLC; and that since \_\_\_\_\_, Mark Mayall has been and is the sole member of, and owner of all interests in, 9to5 Realty, LLC" (emphasis added).
13. That on or about October 28, 2009, Alan Guinn, owner of The Guinn Consultancy Group and consultant to First National Realty, wrote a letter to Jules Wade, specifying first-hand knowledge of the transfer of 9to5 ownership from Larry Mayall to Mark Mayall. With

reference to the language of Wade's letter of October 27<sup>th</sup>, the issue was considered to be resolved.

14. That on or about November 3, 2009, and again on December 8, 2009, Jules Wade requested from Alan Guinn additional information specifically questioning whether Larry Mayall's electronic signature implied sufficient connection with 9to5 to deem Larry Mayall a "principal" of 9to5 according to the NAR guidelines.
15. That on or about December 9, 2009, Alan Guinn responded via email to Jules Wade, stating he would not assume Larry Mayall's electronic signature to imply any significant connection with 9to5, besides previous association prior to the change of ownership.
16. That on or about December 22, 2009, Larry Mayall received correspondence from Paul Matthews, attorney for Defendant, MAAR. The letter attempted to further clarify Larry Mayall's association with 9to5, specifically whether he would be considered a "principal" of 9to5, which would require 9to5 to become a Realtor® firm within the rules of the NAR constitution.
17. That on or about February 10, 2010, Plaintiff Larry Mayall received another letter from Paul Matthews, attorney for MAAR. The letter iterates, in part, that Larry Mayall and First National agents are members of MAAR, while Mark Mayall and 9to5 agents are not members of MAAR. According to the NAR constitution, with which MAAR members are required to comply, if Larry Mayall is a "principal" of 9to5, Mark Mayall and 9to5 agents would be required to join a local Realtor® board. The MAAR Board of Directors had further determined that Larry Mayall was a "principal" of 9to5; therefore Mark Mayall and 9to5 agents were required to become Realtors®. If Mark Mayall and 9to5 agents failed to join MAAR or another local Realtor® board by March 12, 2010, Larry Mayall, First National and all associated agents would be suspended from MAAR until such time that Mark Mayall and

9to5 agents become Realtors®. Larry Mayall has no ownership of, and therefore no ability to compel, 9to5 agents to join a local Realtor® board.

COUNT ONE

APPLICATION FOR TEMPORARY RESTRAINING ORDER

18. The allegations as set forth in paragraphs 1 through 17 are hereby incorporated in Count One as if fully set forth here.
19. Unless the Defendant, MAAR, is immediately and absolutely restrained from suspending the Plaintiffs, Larry Mayall and First National, from membership in the Defendant association, the Plaintiffs, Larry Mayall and First National, will be irreparably harmed.
20. The rights of the Plaintiffs, Larry Mayall and First National, have been and are being violated by conduct of the Defendant, MAAR, as complained of herein. And that unless the threatened conduct by the Defendant, MAAR, to suspend the Plaintiffs, Larry Mayall and First National, from the association and the suspension of its MLS rights and privileges are restrained, the Plaintiffs will be immediately and irreparably harmed, and under the circumstances, it is appropriate that a temporary restraining order as prayed for herein be granted immediately, ex parte, subject to all provisions of Rule 65 of the Tennessee Rules of Civil Procedure.
21. The conduct of the Defendant, MAAR, as alleged herein, is by its very nature wrongful, and the Defendant by its own rules and regulations has no authority to suspend the Plaintiffs from the association or suspend their rights and privileges to the MLS services. It is appropriate, therefore, that any injunction bond required by the provisions of Rule 65.05 be fixed in a nominal amount and in no case to exceed One Hundred (\$100.00) Dollars.

COUNT TWO

APPLICATION FOR TEMPORARY AND PERMANENT INJUNCTION

22. The Plaintiffs, Larry Mayall and First National, reassert the allegations as set forth in paragraphs 1 through 21.
23. The character and quality of injury to the Plaintiffs, Larry Mayall and First National, by expulsion from the association as set forth by Defendant, MAAR, in its letter dated February 10, 2010, are such that in the absence of a temporary and permanent injunction, the Plaintiffs' rights will be violated by the Defendant, MAAR, and the Plaintiffs will suffer immediate and irreparable harm. It is therefore appropriate that after a hearing upon notice to the Defendant, MAAR, a temporary injunction be issued whereby those restraints imposed by the temporary restraining order as above mentioned and prayed for herein are to continue in full force and effect pending the final entry of judgment in this cause.
24. Unless the Defendant, MAAR, is absolutely and permanently restrained from suspending the Plaintiffs from membership in the association as set forth in its letter of February 10, 2010, the Plaintiffs, Larry Mayall and First National, will be irreparably harmed.
25. The Plaintiffs, Larry Mayall and First National, are entitled to a judgment against the Defendant, MAAR, whereby the Defendant, MAAR, is absolutely and permanently restrained from suspending the Plaintiffs, Larry Mayall and First National, from the association and/or suspension of the rights and privileges of the Plaintiffs, Larry Mayall and First National, from the MLS services of the association.

THIS IS THE FIRST APPLICATION FOR EXTRAORDINARY RELIEF IN THIS CAUSE.

Wherefore, premises considered, the Plaintiffs, Larry Mayall and First National, respectfully pray as follows:

1. That lawful process be issued and served upon the Defendant, MAAR, requiring them to answer this Complaint as by law provided.

2. That upon the filing of this Complaint for Temporary Restraining Order, etc. on such conditions as to bond as this honorable Court shall deem appropriate, the Defendant, MAAR, be immediately and absolutely restrained from suspending the Plaintiffs from association membership including the suspension or limitation of the Plaintiffs' rights and privileges as members of the association to use the Multi-Listing Service.
3. That after a hearing upon notice to the Defendant, MAAR, a temporary injunction be issued whereby those restraints imposed by the Temporary Restraining Order as prayed for herein be continued in full force and effect pending a final judgment in this cause.
4. After a full hearing in this cause, the Plaintiffs be awarded a permanent injunction against the Defendant, MAAR, wherein the Defendant, MAAR, is enjoined from suspending the Plaintiffs from membership in the association and/or from suspending or limiting the Plaintiffs' rights and privileges to use and access the Multi-Listing Service.
5. Plus such other further and more general relief as the Court deems proper.

Respectfully submitted,

---

Larry Mayall  
6423 Summer Gale Drive  
Memphis, TN 38134  
(901) 230-3461

AFFIDAVIT

STATE OF \_\_\_\_\_

COUNTY OF \_\_\_\_\_

Personally appeared before me, the undersigned authority in and for the jurisdiction of the  
foresaid, the undersigned, \_\_\_\_\_, who after being duly sworn,  
stated that the facts contained in the above and foregoing \_\_\_\_\_  
\_\_\_\_\_ were true and correct to the best of his/her  
knowledge, information and belief.

\_\_\_\_\_

SWORN TO AND SUBSCRIBED BEFORE ME, this the \_\_\_\_ day of \_\_\_\_\_  
\_\_\_\_\_, 20\_\_\_\_.

\_\_\_\_\_  
NOTARY PUBLIC

My commission expires:

\_\_\_\_\_



FIAT

To the Clerk and Master issue the Temporary Restraining Order as prayed for in Paragraph 2 of the Complaint upon the Plaintiff's posting a bond for sufficient surety in the amount of \$\_\_\_\_\_ and cause the same to be served upon the Defendant, MAAR, together with notice that hearing will be held on the within application for a temporary injunction in Part \_\_\_\_\_ of the Chancery Court of Shelby County, Tennessee, at \_\_\_\_\_ .M. on \_\_\_\_\_, the \_\_\_\_\_ day of \_\_\_\_\_, 2010.

\_\_\_\_\_  
CHANCELLOR

DATE: \_\_\_\_\_

TIME: \_\_\_\_\_



# MEMPHIS AREA ASSOCIATION OF REALTORS®

*The Voice for  
Real Estate® in the  
Memphis Area*

## Officers

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Betsy Kelly, ABR, CRS

Joe Spake, ABR, CRS, ePRO

Joe Steffner, CCIM, CPM, SIOR

R. Darrell Tate, CRS, GRI

6393 Poplar Avenue

P.O. Box 171159

Memphis, TN 38187-1159

Tel 901.685.2100

Fax 901.761.4003

www.maar.org



August 28, 2009

Mr. Larry Mayall  
First National Realty Inc.  
6423 Summer Gale Dr  
Bartlett, TN 38134

Dear Mr. Mayall:

It has come to my attention that in addition to First National Realty, Inc. ("First National") you also own 9 to 5 Realty, LLC ("9 to 5"), for which Mark Mayall serves as the Principal Broker. By virtue of your being a REALTOR® and your owning both firms, Mark is required to become a REALTOR®. This membership requirement is found in the NAR Constitution, Article III Membership, Section 1, (C) 1:

*Each sole proprietor, partner or corporate officer of the real estate firm who is actively engaged in the real estate business within the state where applying for membership or within the state in which the real estate firm is located shall be required to become a REALTOR® member if any other principal of such firm, partnership or corporation is a REALTOR® Member with those states, provided, however, in the case of a real estate firm, partnership or corporation whose business activity is substantially all commercial, each sole proprietor, partner, corporate officer actively engaged in the real estate business in connection with the same office or any other offices within the jurisdiction of the local board in which one of the firm's principals holds REALTOR® membership shall also be required to become a REALTOR®.*

NAR's "Board of Choice" policy provides that Mark does not have to join MAAR, but per the above-referenced section of the NAR Constitution, Mark is required to join a local REALTOR® Association. For your and Mark's convenience, I have enclosed MAAR's membership application. Should Mark join MAAR, those licensees affiliated with 9 to 5 may remain non-member salespersons, in which case MAAR would bill Mark directly for membership dues based on the number of licensees affiliated with 9 to 5. Or, alternatively, those licensees may join MAAR as REALTOR® or REALTOR-ASSOCIATE® members, in which case MAAR would bill those persons directly for their membership dues.



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6093 Poplar Avenue

P.O. Box 171159

Memphis, TN 38187-1159

Tel 901.683.2100

Fax 901.761.4003

[www.maar.org](http://www.maar.org)



To give you adequate time to address this matter, you have until Friday, September 18, 2009, to provide written confirmation that Mark has taken the necessary steps to become a REALTOR® member. Otherwise, the matter will be referred to the Board of Directors for consideration and possible suspension of your MAAR membership, including MLS rights and privileges. You have the right to appear before the Directors, if you so desire. Alternatively, you may provide a written explanation to the Directors. Please advise me in writing (email is acceptable) regarding your intentions, so that, if necessary, we can schedule the time of your appearance on the Directors' agenda.

In addition to the matter of Mark becoming a REALTOR®, it has also come to my attention that you use the website [www.memphismls.com](http://www.memphismls.com). I want to remind you of what the MLS Rules and Regulations and the Code of Ethics require in this regard:

### MAAR's MLS Rules & Regulations

**Section 4.4 USE OF THE TERMS MLS AND MULTIPLE LISTING SERVICE:** No MLS participant, subscriber or licensee affiliated with any participant shall, through the name of their firm, their URLs, their e-mail addresses, their website addresses, or in any other way represent, suggest, or imply that the individual or firm is an MLS, or that they operate an MLS. Participants, subscribers and licensees affiliated with participants shall not represent, suggest, or imply that consumers or others have direct access to MLS databases, or that consumers or others are able to search MLS databases available only to participants and subscribers. This does not prohibit participants and subscribers from representing that any information they are authorized under MLS rules to provide to clients or customers is available on their websites or otherwise.

### REALTOR® Code of Ethics

**Article 12:** REALTORS® shall be honest and truthful in their real estate communications and shall present a true picture in their advertising, marketing, and other representations. REALTORS® shall ensure that their status as real estate professionals is readily apparent in their advertising, marketing, and other representations, and that the recipients of all real estate communications are, or have been, notified that those communications are from a real estate professional.

**Standard of Practice 12-10:** REALTORS®' obligation to present a true picture in their advertising and representations to the public includes the URLs and domain names they use, and prohibits REALTORS® from: 1) engaging in deceptive or unauthorized framing of real estate brokerage websites; 2) manipulating (e.g., presenting content



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R. Darrell Tate, CRS, GRI

*developed by others) listing content in any way that produces a deceptive or misleading result; or 3) deceptively using metatags, keywords or other devices/methods to direct, drive, or divert Internet traffic, or to otherwise mislead consumers.*

*Standard of Practice 12-12: REALTORS® shall not: 1) use URLs or domain names that present less than a true picture, or 2) register URLs or domain names which, if used, would present less than a true picture.*

Should you have any questions or would like to discuss any of these matters in more detail, feel free to contact me at [jules.wade@maar.org](mailto:jules.wade@maar.org) or 901-818-2414.

Sincerely,

Jules Wade

Executive Vice President

Enclosures: REALTOR® Member Application for Membership  
REALTOR-ASSOCIATE® Application for Membership

6393 Poplar Avenue  
P.O. Box 171139  
Memphis, TN 38187-1139  
Tel 901.685.2100  
Fax 901.761.4003  
[www.maar.org](http://www.maar.org)





6423 SUMMER GALE DR.  
MEMPHIS, TN 38134  
TELEPHONE (901) 255-2745  
FACSIMILE (866) 278-2875

September 17, 2009

Jules Wade  
MAAR

Mr. Wade,  
This is in response to your letter dated August 28, 2009.

Regarding my ownership of the 9to5 Realty, LLC - I have divested myself of ownership in this LLC. As a side note to this, I find it confusing that based on a cursory review of the TREC website there are several firms - Crye-Leike, Collins-Maury, Weichert, et al - that in fact have separate real estate firms with active State licensees who are not members of the MLX. The State even shows principal brokers who are indicated in that position with those real estate firms and are also indicated as Designated Realtor for a firm with the MLX.

Regarding the use of memphismls.com as an additional resource to market my listings - I am confused about any implication of an ethics violation. The reference you make, as best I can tell, is that there is some implied misrepresentation of being the Board MLX. There is NO use of broker reciprocity or IDX. And obviously no connection whatsoever to the distinction of the MLX versus that site. If you can provide some clarity about this, I would never have any reason to even participate in an implied violation.

Larry Mayall

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## Fwd: 9to5 Realty, LLC

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Larry Mayall &lt;larry@fn1.com&gt;

Wed, Sep 23, 2009 at 2:43 PM

To: Jules Wade &lt;Jules.Wade@maar.org&gt;

I have told you I don't own 9to5. Since I don't, I suggest you contact that 9to5 to discuss anything you need to discuss with them. I invite you to take whatever other actions MAAR deems necessary.

On Tue, Sep 22, 2009 at 3:08 PM, Jules Wade <[Jules.Wade@maar.org](mailto:Jules.Wade@maar.org)> wrote:

We checked the Secretary of State's website, as well as the TREC's website. While we find records for 9to5, we find nothing that indicates ownership or a change in ownership. We do not know what other public records to search. Neither does our attorney. Please send us a copy of the documentation of your divestiture of ownership.

**Jules Wade | Executive Vice President**

Memphis Area Association of REALTORS®

P: 901.818.2414 | F: 901.761.4003 | [jules.wade@maar.org](mailto:jules.wade@maar.org)

Head back to the MLS classroom in September and improve your MLXchange and MAARdata knowledge. [Check out the schedule and register today.](#)

---

**From:** [lmayall@gmail.com](mailto:lmayall@gmail.com) [mailto:[lmayall@gmail.com](mailto:lmayall@gmail.com)] **On Behalf Of** Larry Mayall

**Sent:** Tuesday, September 22, 2009 11:11 AM

**To:** Jules Wade

**Subject:** Re: 9to5 Realty, LLC

Jules,

That information can be obtained through public records with the Secretary of State.

Thanks,

On Tue, Sep 22, 2009 at 8:25 AM, Jules Wade <[Jules.Wade@maar.org](mailto:Jules.Wade@maar.org)> wrote:

I received your letter dated September 17 regarding 9to5 Realty, LLC.

Our Board of Directors will address this issue on Thursday, September 24. Please provide us before Thursday with the documentation of your divestiture of ownership in 9to5 Realty, LLC.

If you would like to discuss, please contact me as soon as possible.

**Jules Wade | Executive Vice President**

Memphis Area Association of REALTORS®

P: 901.818.2414 | F: 901.761.4003 | [jules.wade@maar.org](mailto:jules.wade@maar.org)

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--

Larry Mayall  
First National Realty, Inc.  
9to5 Realty, LLC  
Cell - 901.230.3461  
Email - [larry@fn1.com](mailto:larry@fn1.com)  
"Wherever you go, there you are."

--

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Joe Spake, ABR, CRS, CRB

Joe Stettner, CCIM, CPM, SDR

R. Darnell Tate, CRS, GRI

6703 Poplar Avenue  
P.O. Box 173154  
Memphis, TN 38187-1154  
Tel: 901.685.2100  
Fax: 901.761.2003  
[www.maar.org](http://www.maar.org)



September 24, 2009

Mr. Larry Mayall  
First National Realty, Inc.  
6423 Summer Gale Drive  
Bartlett, Tennessee 38134

Dear Mr. Mayall:

After review of the correspondence between you and this association from August 28 through September 23, 2009 regarding the ownership of 9to5 Realty, LLC, at its meeting today the MAAR Board of Directors approved the following motion:

"To invoice Larry Mayall, Designated REALTOR® Member of First National Realty, for membership dues for the term July 1, 2009 through December 31, 2009 due and payable within thirty (30) days from date of billing for the number of licensees held by 9to5 Realty, LLC, a non-member firm that he acknowledged was owned by him but which he states he has divested without providing proof of such as requested by MAAR."

In accordance with the above, this letter shall serve as said invoice for the total amount of \$4,212 due and payable on or before October 26, 2009. This amount is based on thirty-two (32) licensees affiliated with 9to5 Realty, LLC posted on the Website of the Tennessee Real Estate Commission less the six (6) licensees noted on the enclosed list as having paid dues directly to MAAR.

The dues for one license for the term July 1 through December 31, 2009 includes the following:

Dues to the National Association of REALTORS®	\$40
Dues to the Tennessee Association of REALTORS®	\$42.50
Dues to the Memphis Area Association of REALTORS®	\$79.50

Should you have any questions or would like to discuss this matter in more detail, feel free to contact me at [jules.wade@maar.org](mailto:jules.wade@maar.org) or 901-818-2414.

Sincerely,

Jules Wade  
Executive Vice President

Enclosure: List of Licensees of 9to5 Realty, LLC



NAME	LICENSE #	Comments
Adelakun, Anthony	318393	
Anderson, Sontonya	317450	aka Sontonya Allen
Askew, LaSheryl	285931	
Biggs, Rosa	205219	aka Rosa McNeely
Bradford, Betty	50430	
Brown, Steven	318517	
Ellison, Ruby	292662	pd 2009 dues
Foster, Wilma	263217	
Givens, Derek	312631	
Graham, John	256296	pd 2009 dues
Harris, Linda	291929	
Hines, Linda	320333	
Johnson, Belinda	313291	pd 2009 dues
Keaton, Shamika	317602	pd 2009 dues
Leow, Sam Chee	320053	
Martin, Melody	293951	
Mayall, Carla Lynn	313833	aka Cara Funderburg
Mayall, Mark	295897	pd 2009 dues
Mitchell-Scott, LaGina	382128	
Moody, Yvonne	264139	
Moore, Erik	257974	
Pereyra, Jorge	284637	
Richmond, Beverly	267809	pd 2009 dues
Shipp, Karl	275601	
Singleton, John Edward	211066	
Smith, Ceasar Lee	306032	
Smith, Tina Marie	277014	
Spinosa, Daniel	319206	
Taylor, Sandra	270268	
Taylor, Vicki Denise	316038	aka Vicki Taylor-Roseman
Ware, LaShun	286102	
Young, Mattye	275823	

## SWORN AFFIDAVIT of Mark A. Mayall

### A. AUTHORIZED REPRESENTATIVE

#### I HEREBY AFFIRM THAT:

I, Mark Mayall, am the sole Member and the duly authorized representative of 9to5 Realty, LLC, and that I possess the legal authority to make this Affidavit on behalf of myself and the business for which I am acting.

### B. CERTIFICATION OF OWNERSHIP

#### I FURTHER AFFIRM THAT:

1. 9to5 Realty, LLC, is a domestic limited liability company in good standing, registered in accordance with the laws of the state of Tennessee.

2. 9to5 Realty, LLC, is wholly owned by myself, Mark A. Mayall, owning 51% of outstanding units, all other outstanding units being held in reserve by the company.

I DO SOLEMNLY DECLARE AND AFFIRM UNDER THE PENALTIES OF PERJURY THAT THE CONTENTS OF THIS AFFIDAVIT ARE TRUE AND CORRECT TO THE BEST OF MY KNOWLEDGE, INFORMATION, AND BELIEF.

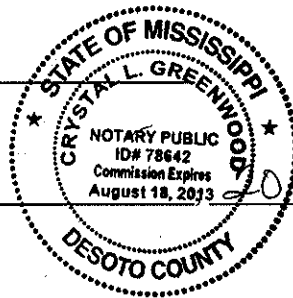
Date: 10/26/2009

By: *Mark A. Mayall*  
Mark A. Mayall

SUBSCRIBED AND SWORN before me on this 26<sup>th</sup> day of October, 2009.

*Crystal L. Greenwood*  
Notary Public

My commission expires August 18



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## Re: 9to5 Realty, LLC ownership affidavit.....

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Larry Mayall &lt;larry@fn1.com&gt;

Tue, Oct 27, 2009 at 4:18 PM

To: LaDonna Mayall &lt;ladonna@memphisreo.com&gt;, Mark Mayall &lt;mark@firstnationalrealty.com&gt;

----- Forwarded message -----

From: **Jules Wade** <[Jules.Wade@maar.org](mailto:Jules.Wade@maar.org)>

Date: Tue, Oct 27, 2009 at 4:15 PM

Subject: RE: 9to5 Realty, LLC ownership affidavit.....

To: Larry Mayall <[larry@fn1.com](mailto:larry@fn1.com)>

Because we find parts of your statement unclear and conflicting, we are asking that the lawyer who handled the sale or redemption of your membership interest in 9to5 Realty, LLC write us a letter that is clearer and more direct than this affidavit.

Our position is that the affiant is making these statements not on his own personal knowledge, but rather "to the best of his knowledge, information, and belief." He may or may not be well informed. If he's not well informed, someone else who is should make the affidavit. If he knows this of his own personal knowledge, he should say it that way.

The key part of Paragraph 2 is that 9-to-5 Realty, LLC is wholly-owned by him. The rest of that sentence doesn't make sense, because if the company is holding "units," they are not outstanding. Thus, maybe he meant to say that he owns 100% of the outstanding "units." But what he said is that he owns 51% of the outstanding "units," and that implies that someone other than the company owns the rest.

We would consider this issue resolved upon receipt of a letter from the lawyer who handled the redemption of your membership interest in 9to5 Realty, LLC, or anyone with first-hand knowledge, that states it occurred on \_\_\_\_\_; that as of \_\_\_\_\_, you did not own and still do not own any interest in 9to5 Realty, LLC; and that since \_\_\_\_\_, Mark Mayall has been and is the sole member of, and owner of all interests in, 9to5 Realty, LLC.

**Jules Wade | Executive Vice President**

Memphis Area Association of REALTORS®

P: 901.818.2414 | F: 901.761.4003 | [jules.wade@maar.org](mailto:jules.wade@maar.org)

Show off your smarts and help raise money for MAAR's adopted schools at our third annual Trivia Night November 6 – [register your team today](#).

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**From:** [lmayall@gmail.com](mailto:lmayall@gmail.com) [mailto:[lmayall@gmail.com](mailto:lmayall@gmail.com)] **On Behalf Of** Larry Mayall  
**Sent:** Monday, October 26, 2009 3:59 PM  
**To:** Jules Wade  
**Subject:** 9to5 Realty, LLC ownership affidavit.....

Jules,

After consulting with counsel this affidavit is provided to confirm that the owner of this entity is not me. That ownership change has a record date of July 1. The paperwork has confidentiality clauses which do not allow for disclosure of more detailed information.

I am somewhat confused over the intensive effort to penalize me arbitrarily. I think that my record is exemplary when it comes to ethics and respect for the policies and guidelines of the Realtor organizations.

I want to believe that it was procedural and fully expect any concern to be satisfied.

--

Larry Mayall  
First National Realty, Inc.  
9to5 Realty, LLC  
Cell - 901.230.3461  
Email - [larry@fn1.com](mailto:larry@fn1.com)  
"Wherever you go, there you are."

[Quoted text hidden]

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*The Guinn Consultancy Group, Inc.*

Alan Guinn  
Managing Director & Chief Executive Officer  
917.224.6782

---

10/28/2009

Memphis Area Association of Realtors®  
Attn: Mr. Jules Wade, Executive Vice President  
693 Poplar Ave, PO Box 171159  
Memphis, TN 38187-1159

**In Re: 9-5Realty, LLC Memphis, TN**

Dear Mr. Wade:

Per a request from Mr. Larry Mayall, please allow this letter to confirm the role which our group has played in the 9-5Realty, LLC transition--- from the interests of **Mr. Larry Mayall** to the interests of **Mr. Mark Mayall**. My understanding is that you have sought independent confirmation of any connectivity existing between First National Realty, Inc and 9-5Realty, LLC, both of which are operated from offices in Memphis, TN. Since I engineered that change, I have first hand knowledge of the situation.

Our company is an independent Consulting firm based in Bristol, TN. We work with clients all over the world in business, industry, education and government.

We have been in business since 2003. I have been working with Mr. Larry Mayall, since January 2009, in an attempt to position his various businesses for family transition and succession. We anticipate full implementation of this Governance Plan no later than 01-01-2010. As a part of the specific Governance and Succession Plan we developed for Mr. Mayall and his family, one of our charges was to define the various roles each son/daughter would play in the succession format.

Mr. Mark Mayall was assigned to the 9-5Realty, LLC, entity as of July 1, 2009, upon my direct and personal recommendation. This transition, which is part of the first phase of Mr. Larry Mayall's Business Succession plan, occurred on July 1, 2009.

**As of July 1, 2009, Mr. Larry Mayall did not own, and still does not own, any interest in 9-5 Realty, LLC. Since that time, Mr. Mark Mayall has been, and is the sole member of, and owner of all interests in, 9-5Realty, LLC.**

Since that time, Mr. Mark Mayall has managed the 9-5Realty, LLC business and all documents related to this transition have been filed in a timely manner, with the appropriate authorities, including those representing the State of Tennessee.



*The Guinn Consultancy Group, Inc.*

Mr. Julius Wade, Executive Vice President  
Memphis Area Association of Realtors ®

Page 2

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Mr. Wade, if you have any further questions, I will be happy to discuss them with you, if you will but allow me a reasonable length of time to confirm Counsel's approval and concurrence that I have met and continue to meet the terms of the Non Disclosure Non Circumvention Agreement currently in force with Mr. Larry Mayall.

Mr. Larry Mayall did approve of my disclosure of his Governance and Transition Plan to you to specifically confirm these actions, the date of these actions, and the role assumed by Mr. Mark Mayall.

Please let me know if I can assist further.

With best regards.

Alan Guinn, Managing Director and CEO  
The Guinn Consultancy Group, Inc.

Cc: Mr. Larry Mayall  
Mr. Mark Mayall

The Guinn Consultancy Group, Inc.  
Attn: Mr. Alan Guinn, Managing Director and CEO  
105 Circle Court  
Bristol, TN 37620-6310

1.917.224.6782  
[www.theguinnconsultancygroup.com](http://www.theguinnconsultancygroup.com)



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November 3, 2009

Mr. Alan Guinn  
The Guinn Consultancy Group, Inc.  
105 Circle Court  
Bristol, Tennessee 37620-6310

Re: 9to5 Realty, LLC

Dear Mr. Guinn:

Thank you for the information you provided us and clarifying that Larry Mayall has had no ownership interest in 9to5 Realty, LLC since July 1, 2009. We do have additional questions.

Since Mr. Mayall references 9to5 Realty, LLC in his electronic signature, it appears that he is somehow associated with the company. What is his connection to the company? Does he have any employment, independent contractor, management, consulting, or other relationship or association with 9to5 Realty, LLC? Is he an officer or manager of the company? In order to determine whether standards set by the National Association of Realtors(R) are satisfied, we need a complete answer to each of these questions. Generalizations will not suffice.

Thank you again for the clarification you provided us and the offer to assist us further.

Sincerely,

Jules Wade

cc: Mr. Larry Mayall

DONALD E. BOURLAND  
JOHN J. HEFLIN III  
ROBERT K. ALVAREZ\*  
LANCELOT L. MINOR III  
PAUL A. MATTHEWS  
ROBERT J. PINSTEIN  
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KENNETH P. JONES  
M. MATTHEW THORNTON\*\*  
SCOTT B. PEATROSS\*\*

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ALBERT C. RICKEY (1917-2003)  
AARON SHANKMAN (RET)  
\*ALSO ADMITTED IN MISSISSIPPI  
\*\* ALSO ADMITTED IN ARKANSAS

December 22, 2009

**VIA U.S. MAIL and  
VIA FEDERAL EXPRESS  
AIRBILL NO. 8689 6140 7581**

**FILE COPY**

Mr. Larry Mayall  
First National Realty, Inc.  
6423 Summer Gale Drive  
Memphis, TN 38134

Re: 9to5 Realty, LLC / Memphis Area Association of Realtors®, Inc.  
Our File No. 2K9379

Dear Mr. Mayall:

I am writing to you in my capacity as counsel for the Memphis Area Association of Realtors®, Inc. ("MAAR").

Over the past several months there has been a series of communications among you, MAAR, and, recently, your business consultant, Alan Guinn, of Guinn Consultancy Group, Inc. in Bristol, Tennessee, concerning your ownership interest in and/or other relationship with 9to5 Realty, LLC ("9to5"). An important area of concern is whether or not your status with 9to5 creates a problem under policies and procedures of the National Association of Realtors® ("NAR") and MAAR, and particularly under Article III, Section 1(C)(c)(2) of the NAR Constitution, which provides in part as follows:

Each sole proprietor, partner or corporate officer of the real estate firm who is actively engaged in the real estate business within the state where applying for membership or within the state in which the real estate firm is located shall be required to become a REALTOR® member if any other



Mr. Larry Mayall  
December 22, 2009  
Page 2

principal of such firm, partnership or corporation is a REALTOR® member with those states, provided, however, in the case of a real estate firm, partnership or corporation whose business activity is substantially all commercial, each sole proprietor, partner, corporate officer, actively engaged in the real estate business in connection with the same office or any other offices within the jurisdiction of the local board in which one of the firm's principals holds REALTOR® membership shall also be required to become a REALTOR®. [Emphasis added.]

MAAR's initial questions centered on any ownership interest you might have in 9to5. We acknowledge the statement in Mr. Guinn's letter of October 28, 2009, as follows: "As of July 1, 2009, Mr. Larry Mayall did not own, and still does not own, any interest to 9-5 Realty, LLC. Since that time, Mr. Mark Mayall has been, and is the sole member of, and owner of all interests in 9-5 Realty, LLC." However, according to the Tennessee Secretary of State's records, 9to5 still has the same address as your company, First National Realty, Inc., and you remain 9to5's registered agent for service of process. In addition, you continue to identify 9to5 as your place of work in your electronic signature.

Despite Mr. Guinn's statements about your having divested yourself of any ownership interest in 9to5, it is clear that you continue to have some sort of relationship with that firm, and at least for the past several weeks, MAAR has been attempting to ascertain the nature of that relationship. One of the reasons that relationship is significant is because of the word "principal" in the portion of the NAR Constitution, Article III, Section 1(C)(c)(2), as quoted above. MAAR considers the term "principal" to include officers, managers, and others with significant responsibility. Thus, since you are a Realtor® member, the question becomes whether you are a principal of 9to5. If so, Article III, Section 1(C)(c)(2) requires each "sole proprietor, partner or other corporate officer" of 9to5 (a category that seems to include Mr. Mark Mayall) to become a Realtor® member, and of course dues would be assessed accordingly.

After receiving Mr. Guinn's October 28, 2009 letter on your behalf, Mr. Wade wrote to him on November 3, 2009, stating in part:

Since Mr. Mayall references 9to5 Realty, LLC in his electronic signature, it appears that he is somehow associated with the company. What is his connection to the company? Does he have any employment, independent

Mr. Larry Mayall  
December 22, 2009  
Page 3

contractor, management, consulting, or other relationship or association with 9to5 Realty, LLC? Is he an officer or manager of the company? In order to determine whether standards set by the National Association of Realtors® are satisfied, we need a complete answer to each of these questions. Generalizations will not suffice.

In an e-mail of December 9, 2009, Mr. Guinn stated that he finds the questions in Mr. Wade's letter of November 3, 2009, as quoted above, to be confusing. He declined to provide any further information.

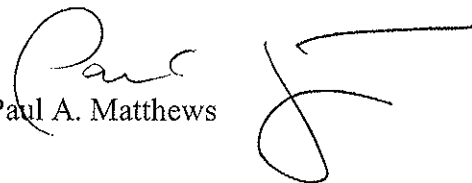
In order to afford you an additional opportunity to fully address this matter, MAAR has instructed me to advise you that you have until January 15, 2010 to specifically answer the questions in Mr. Wade's November 3, 2009 letter, as quoted above; to provide documentation concerning your position on these issues; and/or to provide written confirmation that Mr. Mark Mayall and/or any other officers of 9to5 have taken the necessary steps to become Realtor® members and to commence paying dues. This matter will be taken up by the MAAR Board of Directors at its meeting on January 28, 2010 at 9:45 A.M. in the MAAR headquarters. You are invited to appear at said meeting and present your position, including any relevant documentation. Please advise me of your intentions on or before January 15, 2010. If the MAAR Board of Directors is not satisfied, it may choose to take action against you, including assessment against you of MAAR dues for personnel at 9to5 and/or suspension of your MAAR membership. As a courtesy, a copy of this letter is being provided to Mr. Mark Mayall at 9to5

This is an important matter that requires your prompt attention.

Mr. Larry Mayall  
December 22, 2009  
Page 4

Very truly yours,

BOURLAND HEFLIN ALVAREZ  
MINOR & MATTHEWS, PLC

  
Paul A. Matthews

PAM/jas

- cc: Via U.S. Mail and Federal Express Airbill No. 8689 6140 7570  
Mr. Mark Mayall  
9to5 Realty, LLC  
6423 Summer Gale Drive  
Memphis, TN 38134
- cc: Via U.S. Mail  
Jules C. Wade, Executive Vice President  
Memphis Area Association of Realtors®  
P. O. Box 171159  
Memphis, TN 38187-1159

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PAUL A. MATTHEWS  
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ALBERT C. RICKS (1917-2003)

ADVISOR STANDARDS 601-1

\*ALSO ADMITTED IN MISSISSIPPI

\*\* ALSO ADMITTED IN ARKANSAS

February 10, 2010

**VIA U.S. MAIL and  
VIA FEDERAL EXPRESS  
AIRBILL NO. 8689 6140 7548**

Mr. Larry Mayall  
First National Realty, Inc.  
6423 Summer Gale Drive  
Memphis, TN 38134

Re: 9to5 Realty, LLC / Memphis Area Association of Realtors®, Inc.  
Our File No. 2K9379

Dear Mr. Mayall:

As counsel for the Memphis Area Association of Realtors®, Inc. ("MAAR"), I wrote to you on December 22, 2009, concerning 9to5 Realty, LLC and specifically MAAR's consideration of the question of whether you are in violation of Article III, Section 1(C)(c)(2) of the Constitution of the National Association of Realtors® ("NAR"), which provides, in part, as follows:

Each sole proprietor, partner or corporate officer of the real estate firm who is actively engaged in the real estate business within the state where applying for membership or within the state in which the real estate firm is located shall be required to become a REALTOR® member if any other principal of such firm, partnership or corporation is a REALTOR® member with those states, provided, however, in the case of a real estate firm, partnership or corporation whose business activity is substantially all commercial, each sole proprietor, partner, corporate officer, actively engaged in the real estate business in connection with the same office or any other offices within the jurisdiction of the local board in which one of the firm's principals holds REALTOR® membership shall also be required to become a REALTOR®. [Emphasis added.]

Mr. Larry Mayall  
February 10, 2010  
Page 2

As a Realtor® Member of MAAR, you must abide by the NAR Constitution, including the provision quoted above. MAAR is obligated to enforce the NAR Constitution, including that provision.

As you know, you and other real estate licensees with First National Realty, Inc. are Realtor® Members or Realtor-Associate® Members of MAAR. Mark Mayall, your son and the principal broker of 9to5 Realty, is not a member of MAAR or any other local Realtor® association. Thus, the question has been whether you are a principal of 9to5 Realty such that Mark Mayall and any other sole proprietor, partner, or officer thereof must join a local Realtor® association.

In my December 22, 2009 letter, I advised you that you had until January 15, 2010 to answer the questions in Jules Wade's letter of November 3, 2009, to provide documentation concerning your position relative to the section of the NAR Constitution quoted above, and/or to provide written confirmation that Mark Mayall and any other sole proprietor, partner, or officer of 9to5 Realty have taken the necessary steps to become Realtor® Members and to commence paying dues. I also stated that this matter would be taken up by the MAAR Board of Directors at its meeting on January 28, 2010, and that you were invited to attend and present your position, including any relevant documentation.

You chose not to appear at the MAAR Board of Directors meeting, and your only response to my December 22, 2009 letter was an e-mail that you wrote to Mr. Wade on January 13, 2010. In that e-mail, you stated that Tennessee Code Annotated Section 62-13-309 allows a broker to have two firms and thus NAR and MAAR membership policy is "trumped." NAR legal staff and MAAR disagree with your position. In short, T.C.A. § 62-13-309 and Article III, Section 1(C)(c)(2) of the NAR Constitution are not in conflict.

At its January 28, 2010 meeting, the MAAR Board of Directors concluded that you are a principal of 9to5 Realty. Thus, pursuant to Article III, Section 1(C)(c)(2) of the NAR Constitution, each sole proprietor, partner, or officer of 9to5 Realty must become a Realtor® Member of MAAR or some other local association of Realtors® (as per NAR's "Board of Choice" policy described below) on or before March 12, 2010. If they do not do so, your membership in MAAR, including all MLS rights and privileges, will be suspended from membership in MAAR until such time as each sole proprietor, partner, or officer of 9to5 Realty becomes a Realtor® Member. Upon the effective date of any suspension, all MLS services shall be denied and MLS keycards shall be deactivated. Please remember that it is a violation of the MLS Rules and Regulations to access the MLS system through another MLS subscriber or to use another subscriber's keycard. Any loaning, sharing, disclosing, or allowing a login ID and password to come into the possession of any other person or



Mr. Larry Mayall  
February 10, 2010  
Page 3

any loaning of a keycard is strictly prohibited. Violations of the MLS Rules and Regulations subject all parties involved to discipline.

At your option, all listings currently filed with the MLS may be retained in the MLS until sold, withdrawn, or expired, but shall not be renewed or extended by the MLS beyond the termination date of the listing agreement in effect if and when the suspension becomes effective. Of course, you will not be permitted to file new listings with the MLS during any suspension period.

The MAAR Bylaws provide that suspension of membership rights and privileges and denial of Association services includes but is not limited to use of the term Realtor®, Realtors®, and Realtor-Associate® by the suspended member or anyone associated with the suspended member. Enclosed is a list of Realtor® and Realtor-Associate® Members who would be suspended if you are suspended, as well as non-member salespeople who would be affected by any suspension. In order to provide them with advance notice of their possible suspension, MAAR will send a copy of this letter to each of them. As a courtesy, and in order to allow you the opportunity to discuss this situation with them in advance, MAAR will delay the mailing of such copies until approximately one week after the date of this letter.

The MAAR Bylaws further provide that although membership rights, privileges, and services are withdrawn as specified in the notice of the suspension, membership per se continues and the suspended member remains obligated for payment of membership dues and to abide by the Realtor® Code of Ethics during the period of suspension. Any failure to abide by the terms and conditions of the suspension or the finding of a violation of the Realtor® Code of Ethics after a hearing as provided by the Professional Standards Committee shall be grounds for consideration of possible extension of the suspension or expulsion of membership in the Association.

NAR's "Board of Choice" policy provides that Mark Mayall and any other sole proprietor, partner, or officer of 9to5 Realty do not have to join MAAR, but rather any local Realtor® association in conformity with that policy will suffice.

If by March 12, 2010, each sole proprietor, partner, or officer of 9to5 Realty becomes a Realtor® Member: (1) those individuals and/or 9to5 Realty will owe dues commencing with the date when their membership becomes effective; and (2) MAAR will not assert that you or First National Realty is obligated to pay dues on behalf of the real estate licensees associated with 9to5 Realty for any prior period. However, if each sole proprietor, partner, or officer of 9to5 Realty does not become a Realtor® Member by March 12, 2010, MAAR reserves the right to assert that you

Mr. Larry Mayall  
February 10, 2010  
Page 4

and/or First National Realty are liable for such dues during the period or periods when you were an owner or principal of 9to5 Realty.

Of course, membership in MAAR is separate from licensure as a Tennessee real estate broker or agent. Thus, 9to5 Realty and First National Realty, Inc. can continue to do business regardless of any suspension of your membership in MAAR.

If you have any questions regarding this matter, please feel free to contact me. If you are represented by counsel, of course I would be glad to speak with him or her.

Very truly yours,

  
Paul A. Matthews  
For the Firm

PAM/jas  
Enclosure

cc: **Via U.S. Mail and Federal Express Airbill No. 8689 6140 7309**  
Mr. Mark Mayall  
9to5 Realty, LLC  
6423 Summer Gale Drive  
Memphis, TN 38134

cc: **Via U.S. Mail**  
Mr. Jules C. Wade, Executive Vice President  
Memphis Area Association of Realtors®, Inc.  
P.O. Box 171159  
Memphis, TN 38187-1159