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STATE OF SOUTH CAROLINA

COUNTY OF GREENVILLE

TRUST AGREEMENT

THIS TRUST AGREEMENT made and entered into this 7th day of October, 1981, by and between David F. Kell, Jr., trustee, hereinafter referred to as Beneficiary, and David Ross Clarke, hereinafter referred to as Trustee.

W I T N E S S E T H

WHEREAS, twelve and one-half (12.5) acres, more or less, being known as the property of Cynthia Irene Martin, bounded by the Saluda River and lands formerly owned by the Bennetts, located in the County of Pickens, State of South Carolina, was conveyed to David Ross Clarke, as trustee, simultaneously with execution of this Trust instrument;

WHEREAS, the Beneficiary and the Trustee contemplate that from time to time other parcels of real property may be added to and placed under this Trust Agreement;

WHEREAS, it is acknowledged that the Trustee is holding such property for the beneficial interest of David F. Kell, Jr., as trustee, under that certain Trust Agreement executed by and under the laws of the State of Georgia dated October 1, 1981; and

WHEREAS, the Trustee is willing to accept such Trust,

NOW, THEREFORE, the parties hereto do agree:

(1)   The Beneficiary has paid to the Trustee a certain sum of money for which a proper receipt has been given. The beneficial interest which the Beneficiary has in this Trust is as follows: David F. Kell, Jr., as Trustee for that certain Trust executed and entered into under the laws of the State of Georgia dated October 1, 1981, one hundred (100%) percent.

(2)   The Trustee shall immediately open a new and separate bank account into which all monies received by him under this Trust shall be deposited. Complete records shall be kept by the Trustee of all transactions and at least once each year, within thirty (30) days after each December 31, a full accounting shall be made and given to the Beneficiary. The Trustee is given the right to execute a real estate contract for the property with any real estate company of the Trustee's choice and to pay

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