

STATE OF SOUTH CAROLINA
COUNTY OF GREENVILLE



TRUST AGREEMENT

DECLARATION OF TRUST made this 12th day of March,
1977, by JAMES A. ELLIS and BETTY MEEK ELLIS.

1. DECLARATION OF TRUST. We, JAMES A. ELLIS and BETTY MEEK ELLIS, do hereby declare that we have set aside and now hold in trust the property listed on Schedule A attached hereto and made a part hereof (hereinafter called the "TRUST PROPERTY") for the purposes and on the conditions hereinafter stated.

2. DISPOSITIVE PROVISIONS. As Trustees under this DECLARATION OF TRUST, we shall hold, manage, invest and reinvest the TRUST PROPERTY, and shall collect and receive the income therefrom, and after deducting all necessary expenses incident to the administration of this Trust, shall pay and distribute the entire net income of the trust to or for the benefit of MARY JEAN ELLIS, in annual or more frequent installments for the term of the Trust.

3. TERMINATION. This Trust shall terminate upon the death of MARY JEAN ELLIS, or upon the expiration of ten years and one month from the date hereof, which sooner occurs, and the Trustee shall thereupon distribute any undistributed income to MARY JEAN ELLIS, if living, if not, to her estate. The balance of the Trust Estate shall be distributed equally to JAMES A. ELLIS and BETTY MEEK ELLIS, if living, and if not, each equal share shall be distributed to such persons and in such manner as JAMES A. ELLIS or BETTY MEEK ELLIS, shall have appointed by specific reference to this power in his or her Last Will and Testament, and in default thereof, to his or her estate.

4. TRUSTEE'S POWERS. In the administration of this Trust, we, as Trustees, and any successor Trustee hereunder, shall have the following powers, all of which shall be exercised in a fiduciary capacity:

WITNESSED AND
SUBSCRIBED
IN MY PRESENCE
ON THIS 12th DAY OF
MARCH 1977

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