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TRUST AGREEMENT

SANTERITARELIA EV V.M.C.

THIS TRUST AGREEMENT (the "Agreement"), entered into this day of August, 1977, by and between THE CITIZENS AND SOUTHERN NATIONAL BANK, a national banking association (the "Bank"), in its capacity as Trustee under The Citizens and Southern National Bank Pooled Profit Sharing and Pension Trust Under Declaration of Trust dated January 1, 1955, As Amended (the "Trust"), and RALPH H. JENKINS, JR., (the "trustee"), in his capacity as a sub-trustee, under the Trust;

\underline{W} \underline{I} \underline{T} \underline{N} \underline{E} \underline{S} \underline{S} \underline{E} \underline{T} \underline{H} :

WHEREAS, Article III(g) of the Trust authorizes the Bank to enter into one or more subtrustee agreements with suitable parties as sub-trustees, for the purpose of having such sub-trustees hold title to assets of the Real Estate Equity Fund (as defined in the Trust), to collect and remit the income therefrom to the Bank, and to perform other designated duties; and

WHEREAS, the Bank desires to appoint RALPH H. JENKINS, JR. as a sub-trustee with respect to the real estate described in Exhibit "A" attached hereto and incorporated herein by reference (the "Real Estate"); and

WHEREAS, the trustee is willing to serve as a sub-trustee under the Trust with respect to the Real Estate;

NOW, THEREFORE, in consideration of the premises and of the mutual covenants and agreements contained herein, the Bank and the trustee agree as follows:

ARTICLE I

Establishment of Trust

The Trustee hereby establishes with the trustee a separate trust (the "Sub-Trust") with respect to the Real Estate. Ralph

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