

WHEREAS, the parties hereto desire to evidence the aforesaid resignation of Ralph H. Jenkins, Jr. and the aforesaid appointment of Ronald W. Gann by means of this Agreement;

NOW, THEREFORE, in consideration of the premises, the parties hereto hereby agree as follows:

1. In accordance with ARTICLE VIII of the South Carolina Trust Agreement, Ralph H. Jenkins, Jr. hereby notifies the Bank that he has resigned, and does hereby resign, from his capacity as trustee under the South Carolina Trust Agreement.

2. In accordance with ARTICLE VIII of the South Carolina Trust Agreement, the Bank has designated and appointed, and does hereby designate and appoint, Ronald W. Gann as successor trustee, successor to Ralph H. Jenkins, Jr., under the South Carolina Trust Agreement. From and after the date hereof, Ronald W. Gann shall be deemed to be the "trustee" as defined in the South Carolina Trust Agreement with all of the attendant duties, powers, compensation, responsibilities and indemnifications as set forth in the South Carolina Trust Agreement.

3. The Bank hereby acknowledges and confirms the indemnification provisions of ARTICLE VII of the South Carolina Trust Agreement as they apply to Ralph H. Jenkins, Jr., through the date of this Agreement. Ralph H. Jenkins, Jr. hereby acknowledges and confirms his obligations to account to the Bank pursuant to ARTICLE VIII of the South Carolina Trust Agreement as to any asset of the Trust which may now be or hereafter come into his hands subsequent to the date of this Agreement.