

Hugh Z. Graham, Jr. - one (1) vote, 33-1/3% ownership; James P. Coleman - one (1) vote, 33-1/3% ownership.

FIFTH: The Trustee shall be permitted to resign, in his sole discretion, by delivery of an instrument in writing, signed by him, to a majority of the Cestui Que Trust. Upon the death or resignation of the Trustee, or should the Trustee cease to serve for any reason, the Cestui Que Trust may appoint a successor Trustee upon whom they must agree unanimously. Should the Cestui Que Trust fail to agree upon a successor Trustee, the appointment shall be decided by a court of competent jurisdiction.

SIXTH: The Trustee shall not be personally liable for any error of judgment or for any loss arising out of any act or omission to act in the execution of any of the powers conferred by this Agreement as long as he acts in good faith. All persons dealing with the Trustee shall look only to the Trust Property for the payment of their claims. All persons dealing with the Trust or with any agent of the Trustee shall look only to the Trust Property for the payment of their claims. All persons dealing with the Trust or with any agent of the Trustee shall look only to the Trust Property for the payment of any sum due as a result of such transaction.

SEVENTH: The Trustee shall have books and records of his transactions kept, which books and records shall be made available to any of the Cestui Que Trust for examination, inspection and audit during reasonable hours. The Trustee shall call meetings of the Cestui Que Trust at such times as he may deem advisable in the best interest of the Trust upon five days written notice to the Cestui Que Trust.

EIGHTH: The undersigned Cestui Que Trust agrees to pay to the Trustee from time to time such sums as may be necessary to fulfill the objective and purposes of this Trust.

NINTH: This Agreement shall extend to and be binding upon the executors, administrators and assigns of the Cestui Que Trust and upon the successors and assigns of the Trustee.

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