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The Trustee shall hold, administer, invest and reinvest the above described property (hereinafter sometimes referred to as the trust property), shall collect the income therefrom and shall pay and distribute the net income therefrom in convenient installments, not less than annually, in equal shares to the grantor's daughters, Susan Earle Carr and Margaret Carr Grant, for the remainder of their lifetimes (unless the trust is sooner terminated as hereinafter provided) and upon the death of either of the grantor's said daughters, such deceased daughter's share of the net income shall be paid to such daughter's children who shall be living at the time of each payment and if there are no children of said deceased daughter then living, then such share of the net income shall be paid to the grantor's surviving daughter. Upon the death of the survivor of the grantor's two said daughters, this trust shall terminate and the trust property as then constituted together with any undistributed net income shall be conveyed and paid over in equal parts per stirpes to the then living children of the said Susan Earle Carr and Margaret Carr Grant. If there are no then living children of either of the grantor's two said daughters, the said property shall be paid over to the persons who would then be the grantor's heirs, their identities and respective shares to be determined as though the grantor had then died intestate according to the laws of the State of South Carolina then in effect.

The Trustee is hereby empowered and authorized at any time during the term of this Trust to pay to or apply for the benefit of either of the grantor's two said daughters, such sums from the principal of this trust as in the Trustee's sole discretion shall be necessary or advisable from time to time for the medical care, comfortable maintenance and welfare of the grantor's said daughters, taking into consideration to the extent the Trustee deems advisable, any other income or resources of said daughters known to the Trustee. Any payment or application of benefits of trust principal for one of the grantor's said daughters pursuant to this paragraph shall be charged against this trust as a whole rather than against the ultimate distributive share of a beneficiary hereunder.

LEATHERWOOD, WALKER, TODD & MANN