Carolina, its successors and assigns forever, in trust neverthe-
less for the purposes and subject to the conditions hereinafter
set forth. And the grantor does hereby bind the grantor and the
grantor's heirs, executors and administrators to warrant and
forever defend all and singular said premises unto the Trustee
and the Trustee's successors and against every person whomsoever
lawfully claiming or to claim the same or any part thereof.

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 nieces, Susan Carr Pickett 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 nieces, such deceased niece's share of the
net income shall be paid to such niece's children who shall be
living at the time of each payment and if there are no children
of said deceased niece then living, then such share of the net
income shall be paid to the grantor's surviving niece. Upon the
death of the survivor of the grantor's two said nieces, 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 Carr Pickett and Margaret Carr Grant. If
there are no then living children of either of the grantor's two
said nieces, 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