

TRUSTEE'S ESCROW ACCOUNT

5. The Trustee will maintain an escrow account in which will be deposited all payments made to it by the Joint-Venturers upon assessments for taxes and expenses, and all proceeds received by it from sales. From this account Trustee will in its discretion make the disbursements for:

- (a) Survey expense.
- (b) Payment of ad valorem taxes.
- (c) Expenses of sales (as set out in approved sales memo).
- (d) Expenses of Forrestry Consultant Services.
- (e) Legal and accounting services.
- (f) Trustee's fees.
- (g) Distribution to Joint-Venturers.

No payments will be made under authority of sub-paragraph (a), (d), and (f) except upon approval of the Committee of three Joint-Venturers mentioned in Paragraph 3 above. No distribution will be made to Joint-Venturers until a reasonable balance out of sale proceeds to cover taxes and anticipated expenses before disbursement to the Joint-Venturers. The Committee of three Joint-Venturers mentioned above will advise the Trustee as to the amount of any reserve.

BROKER

6. Sales of land and timber will be made through McLain Hall of Greenville, South Carolina as Broker. For services rendered he will be entitled to a commission not to exceed 10% of the sale price out of sale proceeds for completed sales. The Committee of three Joint-Venturers (referred to in Paragraph 3 above) are authorized to engage the services of James M. Mann, Forrestry Consultant, 14 Edgewood Drive, Greenville, South Carolina, (or other competent Consultant) for advice as to timber management and sales. His recommendations will be made available to each Joint-Venturer with respect to any timber sale proposed. In the event either McLain Hall or James M. Mann become incapacitated or are unable to render the services herein contemplated, successors will be named by a majority in interest of the Joint-Venturers.

APPROVAL OF SALES

7. A memorandum setting out the terms and conditions of any timber or land

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