

STATE OF SOUTH CAROLINA)
)
 COUNTY OF GREENVILLE)

IRREVOCABLE DECLARATION
 OF TRUST

WHEREAS, Lloyd D. Auten, of Greenville, South Carolina, hereinafter referred to as "Settlor", acquired a 25% interest in a partnership known as "MAG Associates" under partnership dated April 19, 1976, and subsequently Lloyd D. Auten acquired an additional 50% interest in said partnership by assignment from Lawrence E. McNair on the 19th day of September, 1977, and

WHEREAS, Settlor desires to give and assign the original 25% interest in said partnership by irrevocable gift to the charitable institutions hereinafter named, and

WHEREAS, said partnership is now the owner of those certain tracts of land described in Exhibit "A" and annexed hereto as a part hereof, and

WHEREAS, it is anticipated that the property owned by the partnership will eventually be sold since said property is held for investment purposes and in order to facilitate the execution of documents by the partnership, Settlor desires that said partnership interest be held by a Trustee until said property is sold.

NOW, THEREFORE, in consideration of the mutual covenants herein contained, the Settlor does hereby irrevocably set over, give and assign unto James L. Hood, Jr., of Greenville, South Carolina, hereinafter referred to as "Trustee", the 25% interest in said partnership acquired April 19, 1976 to be held for the following charitable institutions in the following percentages and upon the following trust duties and powers:

1. To American Leprosy Missions, Inc.
 297 Park Avenue South
 New York, New York 10010

 Twenty (20%) per cent of the capital of MAG Associates
2. To Goodwill Industries of Upper South Carolina, Inc.
 912 Poinsett Highway
 P. O. Box 4107
 Greenville, South Carolina 29608

 Five (5%) per cent of the capital of MAG Associates

The Trustee shall hold the interests in said partnership for the exclusive use and benefit of the above named charities and he shall be empowered to join in the execution and delivery of documents necessary to sell the land described in Exhibit "A", in whole or in part and upon such terms as he deems proper in his sole discretion, and to conduct

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