

THE STATE OF SOUTH CAROLINA
IN THE SUPREME COURT

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APPEAL FROM ORANGEBURG COUNTY
Court of Common Pleas

S.C. Supreme Court

Honorable Diane S Goodstein, Circuit Judge

Unpublished Opinion No 2011-UP-517 (S C Ct App filed Nov 29, 2011)

Norman M McLean, James N McLean, Marie McLean-Choi, William N McLean,
Robert L McLean, and JL McLean Properties, LLC Petitioners,

v

James B Drennan, III as Personal Representative of the Estate of Elizabeth McLean Pence,
James E Brogdon, Sr As Trustee of the Trust Agreement of Elizabeth McLean Pence dated May
28, 1999, Wachovia Bank National Association as Personal Representative of the Estate of
Elizabeth P Pence, Wachovia Bank National Association as Trustee of the Elizabeth P Pence
Trust, Marlboro Academy, Inc , Charles P Thompson, Jr , Cheri (Cheryl) Brown Thompson,
Money to Go, LLC, James J Pence, Jr , as Personal Representative of the Estate of Stephen
Pence, and Harry R Easterling, Jr Respondents

AMENDED APPENDIX

Volume 3 of 5

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THE STATE OF SOUTH CAROLINA
IN THE COURT OF APPEALS

APPEAL FROM ORANGEBURG COUNTY

Court of Common Pleas

Honorable Diane S Goodstein, Circuit Judge

Case No 2006-CP-38-1523

Norman M McLean, James N McLean, Marie McLean-Choi, William N McLean,
Robert L McLean, and JL McLean Properties, LLC Appellants,

v

James B Drennan, III as Personal Representative of the Estate of Elizabeth McLean Pence,
James E Brogdon, Sr As Trustee of the Trust Agreement of Elizabeth McLean Pence dated May
28, 1999, Wachovia Bank National Association as Personal Representative of the Estate of
Elizabeth P Pence, Wachovia Bank National Association as Trustee of the Elizabeth P Pence
Trust, Marlboro Academy, Inc , Charles P Thompson, Jr , Cheri (Cheryl) Brown Thompson,
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RECORD ON APPEAL

Volume 3 of 4

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STATE OF SOUTH CAROLINA
COURT OF COMMON PLEAS
COUNTY OF ORANGEBURG

NORMAN M MCLEAN, JAMES N MCLEAN,
MARIE MCLEAN, CHOI WILLIAM N MCLEAN,
ROBERT L MCLEAN, AND JL MCLEAN
PROPERTIES LLC

Plaintiffs,

vs

CASE NO 2006-CP 38-1523

JAMES B DRENNAN III AS PERSONAL
REPRESENTATIVE OF THE ESTATE OF
ELIZABETH MCLEAN PENCE JAMES E
BROGDAN, SR AS TRUSTEE OF THE TRUST
AGREEMENT OF ELIZABETH MCLEAN PENCE
DATED MAY 28 1999 WACHOVIA BANK
NATIONAL ASSOCIATION, AS PERSONAL
REPRESENTATIVE OF THE ESTATE OF
ELIZABETH P PENCER TRUSTEE MARLBORO
ACADEMY INC CHARLES P THOMPSON
CHERI BROWN THOMPSON, MONEY TO GO LLC
JAMES J PENCE, JR AS PERSONAL
REPRESENTATIVE OF THE ESTATE OF STEPHEN
PENCE AND HARRY R EASTERLING, JR

Defendants

DEPOSITION OF

NORMAN M MCLEAN

November 21 2007
10 16 a m

Turner Padget Graham & Laney
1901 Main Street
Columbia SC

Andrea Michelle Slayton, Court Reporter



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Deposition of Norman M McLean

November 21, 2007

NORMAN M MCLEAN being first duly
sworn, testified as follows

EXAMINATION**BY-MR HENRIKSON**

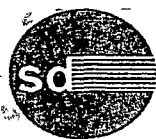
Q Please state your full name for
the record

A Norman McLean

Q Mr McLean, my name is Matt
Henrikson I represent Jim Drennan, who is
sitting next to me, in a lawsuit that you
and, I believe, some of your children have
collectively brought against him and some
other parties as a result -- or arising out
of various transactions of real property in
Orangeburg County, I think your sister's
trust, your niece's trust

I'm here today to ask you some
questions a little bit about your background,
about your family history and about what
knowledge you have about the facts of this
case in which you're a Plaintiff

I'm going to -- I'm required by
the rules of the Supreme Court of South

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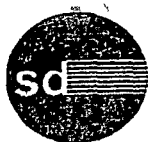
1 Carolina to advise you that once you have
2 been sworn as you have been, that you cannot
3 discuss your testimony with anybody else off
4 of the record

5 Now, we can take a break any time
6 you want We can take as many breaks as you
7 want You just tell me you want a break,
8 we'll stop wherever we are and we'll

9 ~~reconvene when you're ready - - You don't have~~
10 to tell me why, you just tell me to break
11 and we're breaking But when we break, you
12 cannot discuss your testimony with your lawyer
13 or anyone else

14 And I'm required to tell you that
15 if you do, that operates as a waiver of the
16 attorney/client privilege to the extent of
17 your conversation And we can explore that
18 on the record when we come back

19 The other thing I need to tell you
20 is that if you have any questions about any
21 questions that are posed to you, you need to
22 ask the lawyer who is asking you those
23 questions I'm going to start off asking you
24 questions and one or more of the lawyers here
25 in the room may ask you some questions as



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1 well, they may not Have you ever given a
2 deposition before?

3 A Yes

4 Q Then you understand the basic
5 rules You need to answer verbally as opposed
6 to nodding and shaking your head or saying
7 uh-huh or huh-uh --

8 A Yes

-- 9 -- Q -- which is tempting to do
10 sometimes It's more difficult for the court
11 reporter that way If you can wait until I
12 finish the question before you start to
13 answer even if you know what my question is
14 going to be, that also makes it is lot
15 easier to keep a clean record I will do my
16 very best to wait until you finish your
17 answer until I start the next question Do
18 you have any questions about what I've laid
19 out there for you?

20 A No

21 Q Okay Do you have any medical
22 conditions or are you currently on any kind
23 of medication right now which would render
24 you unable to fully understand the questions
25 asked of you today and give complete and



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1 truthful answers to those questions?

2 A Well, I'm not a doctor, but I am
3 on a lot of medications And I don't
4 believe any of them would affect me

5 Q Did you drive here today?

6 A Yes, I did

7 Q Did you drive here from Orangeburg?

8 A From Orangeburg

9 Q You're able to get to Columbia
10 from Orangeburg safely?

11 A Fine

12 Q Fine All right And I trust
13 you'll have a safe return back But in that
14 you've been able to do that, then I can
15 assume safely that you're able to understand
16 the questions and give me complete and
17 truthful answers?

18 A Should be

19 Q Okay If you do not -- if you
20 think you may not understand a question,
21 please ask me to repeat it, rephrase it, or
22 explain it and I'll do everything I can to
23 make sure you understand what I'm saying By
24 the same token, if you give me some answers
25 that I don't think I completely understand,



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1 I'm going to ask you to repeat it, rephrase
2 it or 'explain' it Is that fair?

3 A Uh-huh

4 Q You're saying yes?

5 A 'I'm saying yes Yes I'm
6 thinking it sounds like my wife, but go
7 ahead

8 Q Do you have a middle name or
9 middle initial?

10 A M

11 Q What does M stand for?

12 A McBride

13 Q What is your date of birth, sir?

14 A 8-23-29

15 Q And so I don't have to do the
16 math how old does that make you today?

17 A 78

18 Q And what is your current residence
19 address?

20 A 3578 Saint Matthews Road,
21 Orangeburg, South Carolina, 29118

22 Q And who, if anyone, lives with you
23 at that address?

24 A My wife

25 Q What is her name?



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1 A Shirley B McLean

2 Q Now, do you have any relatives to
3 whom you're connected either by blood or
4 marriage who live in Orangeburg County with
5 the last name other than McLean?

6 A By blood or marriage?

7 Q Blood or marriage with the last
8 name other than McLean?

9 A -- Yes

10 Q If this case is tried in
11 Orangeburg County, the jury will be drawn
12 from people who live in Orangeburg County, so
13 we need to find out who you're related to
14 Can you give me the surnames of the relatives
15 to whom you're connected either by blood or
16 marriage?

17 A Well my wife the B is for Brown

18 Q Brown? Okay

19 A The Brown Family

20 Q That knocks out half the jury
21 pool

22 A Yes

23 Q Any others you can think of?

24 A Not any of the McLean Family

25 Q How about in her family, any



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11

1 other?

2 A There's -- on my mother's side

3 away from Orangeburg but still in the County

4 -- no -- in the adjoining county, it's

5 Hartzog

6 Q So if we're talking about people

7 who are related to you who are over the age

8 of 18 who have a last name other than Brown

9 or McLean and as we sit here today you can't

10 think of any who live in Orangeburg County?

11 A Some of those might live in

12 Orangeburg County but the center of it is

13 Saint George From Saint George out, and

14 some of that might get onto Orangeburg

15 County Some of those relatives might

16 Q Hartzog/

17 A Uh-huh

18 Q You're saying yes?

19 A Yes

20 Q How do you spell that?

21 A H-A-R-T-Z-O-Z -- H-A-R-T-Z-O-G

22 Q Okay Any other surnames other

23 than McLean, Brown or Hartzog that you can --

24 A Well, some of the Brown's is

25 married and I can't go through that whole



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1 family Some of the Browns are married
2 You know, married to other families

3 Q Sure But can think of any of
4 those married names now?

5 A I'd rather not slight anybody I
6 wouldn't want to start that I'd have to
7 prepare that for you, because I don't know

8 Q Well, what we can do then is we

9 ~~can submit that as an interrogatory and you~~

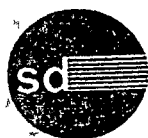
10 can take some time to think about it and
11 work on it and get it to us later

12 A I'll get the family history and
13 look it up

14 Q That would be a good idea Tell
15 me just a little bit about your educational
16 background

17 A I started out in Cadova High
18 School, which isn't there still and went
19 first -- that would be nine years, I'd guess
20 you'd say The last two at Orangeburg High
21 And then attended Clemson College it was at
22 the time for -- well, I was in my Junior
23 year and went to -- went into the service in
24 the Navy

25 Q What year would you have graduated



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1 from Orangeburg High School?

2 A '47

3 Q And what years would you have
4 attended Clemson?

5 A Well, '47 to '50, I believe it
6 was

7 Q Okay And then you were in the
8 service from 1950 until when?

9 A Three years

10 Q '52, '53?

11 A Three years and so many months
12 It was something over three years

13 Q What branch were you in?

14 A In the Navy

15 Q That's right I'm sorry, you said
16 that What was the status of your discharge?

17 A Honorable

18 Q And where were you discharged?

19 A Well, it's hardship, which is still
20 an honorable discharge

21 Q And what was the nature of the
22 hardship?

23 A My father he needed me back on the
24 farm

25 Q But you lived in Orangeburg County



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1 all of your life?

2 A Well, except in the service and
3 college, yeah

4 Q Other than being at Clemson and
5 being in the Navy, you lived in Orangeburg?

6 A Right Uh-huh

7 Q Tell me, what was your father's
8 name?

9 A -- James -- Lennon -- That's L-E-N-N-O-N

10 Q Okay

11 A McLean, Senior

12 Q And your mother's name?

13 A Sophronia You want me to spell
14 it for you?

15 Q Please

16 A S-O-P-H-R-O-N-I-A

17 Q What was her maiden name?

18 A Hartzog

19 Q And tell me about your siblings
20 How many brothers or sisters do you have or
21 have you had?

22 A Well, I had Elizabeth was my
23 sister, and Lennon was my brother

24 Q And what was -- what's the
25 sequence of -- birth sequence of you and your



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1 brother and sister?

2 A They're in order and I'm last

3 Q Elizabeth first, Lennon in the
4 middle and you were last?

5 A Uh-huh

6 Q All right When did Lennon pass
7 away?

8 A '04 April

9 Q What are the names of your
10 children?

11 A Mine is Ellen Marie McLean-Choi
12 This is in age order

13 Q Okay

14 A James Norman McLean, William Norris
15 McLean, and Robert Lennon McLean

16 Q Where does Ellen Marie live?

17 A Orangeburg

18 Q What is her husband's name?

19 A David

20 Q And what does David do, do you
21 know?

22 A He's a high school teacher

23 Q Which high school?

24 A Bamberg/Ehrhardt

25 Q And what does Ellen Marie do?



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1 A She's with Blue Cross/Blue Shield
2 The county

3 Q And where does James live?

4 A Orangeburg

5 Q And what does he do?

6 A He's the tax assessor for
7 Orangeburg County

8 Q How long has he been the tax

9 assessor for Orangeburg County? --

10 A I'd have to guess on that

11 Q If you could estimate, that would
12 be better

13 A Probably four years, something like
14 that.

15 Q And where does William live?

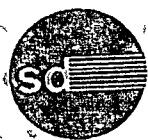
16 A He lives in Columbia

17 Q What does he do?

18 A Gosh knows I don't know

19 Q I think he may have told us --

20 A He would be at home in this
21 building, let's put it this way It's
22 something to do with -- he works with a firm
23 out of Florida And he is their only
24 representative in this area, I think, and he
25 works from his home



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1 They were going to set up an
2 office, but he's still working from his home
3 And he does a lot of conference calls and
4 computer work, and that's all I know But
5 it's something to do with mortgages and
6 banking Mortgage, banking If you all know
7 anything about it, I don't

8 Q He gave just as vague a
9 description as you did

10 A Okay

11 Q And how about Robert Lennon McLean,
12 what does he do?

13 A He's, I think, the chief appraiser
14 or at least commercial appraiser for Anderson
15 County Tax Assessor's Office

16 Q So he lives in Anderson now?

17 A Uh-huh

18 Q Okay

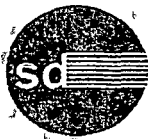
19 A Right I said uh-huh Sorry,
20 Lady

21 Q What knowledge you do have about
22 what JL McLean Properties, LLC, is?

23 A That's my four children

24 Q They are owners of that --

25 A Right



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1 Q -- LLC?

2 A Yes

3 Q And what is the purpose of that
4 LLC?

5 A The ownership of property

6 Q Do you know what property that LLC
7 owns? William described several LLCs I was
8 wondering, do you know what property this one

9 owns? The one that's the Plaintiff in the
10 case JL McLean Properties LLC

11 A Let's put it this way The
12 interest that -- my interest that I might
13 have in the Cannon Bridge property is theirs

14 Q Do you think that the JL McLean
15 Properties, LLC --

16 A That property --

17 Q -- is related to the Cannon Bridge
18 Road property?

19 A Right Well it could be other
20 property by now I don't know if they put
21 anything else in it or not

22 Q And JL McLean, the name in that
23 refers to your father you think?

24 A Uh-huh

25 Q You're saying yes?



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1 A First my father

2 Q What year did your father pass
3 away?

4 A 1955

5 Q And how about your mother?

6 A I think it was '98

7 Q Did your father's property go
8 through your mother, or was it distributed to
9 you and your siblings first or instead of, I
10 guess?

11 A No, it did not go through my
12 mother

13 Q Okay Have you had any
14 discussions with either or any of your
15 children about the facts of this lawsuit or
16 the circumstance of this lawsuit? And
17 discussions which would not include any hired
18 attorney being present

19 A We always discuss our family
20 matters continually

21 Q Tell me what you recall that you
22 have specifically discussed about this lawsuit
23 and bringing this lawsuit, why you brought
24 the lawsuit that sort of thing

25 A I think that -- my suggestion to



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1 them, I just feel like there was a lot of
2 unfairness done

3 Q Tell me what unfairness you
4 think --

5 A In the whole handling of the
6 matter

7 Q Right

8 A The whole matter I think there

9 was a lot of unfairness --

10 Q Can you point to any specific
11 unfair items in the whole matter that --

12 A I don't have that much time

13 Q Well, unfortunately this is my only
14 opportunity to ask you that question

15 A Well, I mean, it's just a lot of
16 it And really, when you ask me one at a
17 time, I can answer them

18 Q If I knew what they were, I'd be
19 able to ask you one at time Unfortunately
20 you're the one that brought the lawsuit and
21 so you know why you did and I really don't
22 know why you did --

23 A Well, really --

24 Q -- so I need to find out

25 A -- I had interest in this



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1 property, and it's my home place that I've
2 had interest in it over the years And I
3 want to be sure that everything is justly
4 done, because that's why I'm in it

5 Q Let's talk about the property then
6 The two pieces of property or the two items
7 of property that are subject to the lawsuit,
8 as I understand it, are the Caw Caw Swamp
9 property and the Cannon Bridge Road remainder --
10 interest, is that correct?

11 A Uh-huh

12 Q You're saying yes?

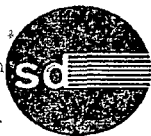
13 A Yes

14 Q Both of these pieces of property
15 were originally -- well, not originally, but
16 at one point in terms of your family were
17 owned by your father?

18 A Yes

19 Q Tell me how the Caw Caw Swamp
20 property went from your father to where it is
21 now as you understand it

22 A Well it went from my father
23 through his will to his three children We
24 divided it I did a partition suit because
25 my brother was incompetent That's why I had



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1 to do that petition suit And we divided
2 and into portions

3 Q Did your sister consent to the
4 partition or was it contested?

5 A No, she didn't contest it

6 Q She didn't contest it?

7 A No none of them

8 Q So originally when the Caw Caw

9 ~~Swamp property went through your father's will~~

10 to the three children, it was an undivided
11 interest -- one-third interest in that
12 property to each?

13 A Uh-huh

14 Q You're saying yes?

15 A Yes It was to the three of us
16 together

17 Q Right

18 A Yes

19 Q And at one point the property was
20 partitioned and so each of the children got

21 a --

22 A Certain portion of it

23 Q -- certain portion of it?

24 A Uh-huh

25 Q And was that actually split up by



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1 deeds so that there were meets and bounds of
2 who got what?

3 A Yes

4 Q It was -- was it approximately the
5 same geographer, or did it have to do with
6 value of timber and that sort of thing?

7 A We had to be real careful on this
8 because we had an incompetent person So it
9 was really done to the letter of the law I
10 mean, we had appraising crews come in,
11 whatever, and they divided it into three --
12 into three tracts of equal acreage Then
13 they went back and valued each tract And
14 then went back and put all three tracts with
15 there -- this tract would -- and we'd have
16 to equal the money out when it was divided

17 And so they actually in the
18 Masters-in-Equity Court we actually drew
19 straws We drew straws The first winner
20 got the first choice and my sister picked
21 first the one she wanted And then I got
22 the second choice and I had to make up my
23 mind which one I wanted And then, of
24 course my brother got the one that was left

25 Q He was obviously represented, had a



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1 conservator?

2 A He had an attorney

3 Q Who represented him if you
4 remember?

5 A Barney Howser

6 Q What was the approximate size of
7 the original Caw Caw Swamp property in terms
8 of acreage?

9 A It was 535 acres

10 Q And were the tracts sort of
11 similar?

12 A 174 point something each

13 Q So the tracts were cut --

14 A Acreage wise

15 Q -- acreage wise to be exactly the
16 same?

17 A Right

18 Q But there may have been some
19 different value of the land?

20 A The value was different because the
21 timber was different

22 Q Right So was some payment of
23 money was made?

24 A There was payment of money

25 Q So that would even up the shares?



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1 A And in fact, I think I got -- if
2 I'm not mistaken, I got the one with the
3 least value and I believe they both paid me
4 If I'm not mistaken that's the way it worked

5 Q Do you know about how much you
6 got?

7 A How much I got for mine?

8 Q Yes, sir To compensate -- I
9 guess to bring it back up to the value of --
10 the others?

11 A Gosh, I couldn't tell you

12 Q That would be part of the whatever
13 agreement or settlement that was part of --

14 A That was part of --

15 Q -- the record?

16 A -- what we all agreed on yeah

17 Q Who represented you in that action?

18 A Hal Harborough

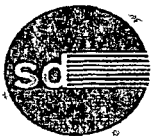
19 Q And who represented your sister?

20 A Marshall P Williams

21 Q What then happened to your
22 brother's tract?

23 A The bank doubled as trust
24 department/conservator for him sold that tract

25 Q When was that sold?



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1 A I can't tell you the exact date on
2 that He died in '04 and it was sold
3 somewhere around 2000 or somewhere in there,
4 I guess

5 Q And that was sold to someone
6 outside the family?

7 A Uh-huh Yes

8 Q Okay So Elizabeth had her tract,
9 your brother's tract was sold about
10 approximately the year 2000, and you were
11 remained yours -- or you remained the owner
12 of yours until --

13 A Mine was sold immediately --

14 Q Yours was sold immediately?

15 A -- as soon as the division
16 Through a like-kind exchange

17 Q What was it exchanged for?

18 A What was it exchanged for?

19 Q Yes, sir

20 A For property in Camden, South
21 Carolina Brown building

22 Q What was the approximate value of
23 your tract I guess in -- was this settled
24 like in '97 or '98?

25 A Yeah, something like that



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1 Q What was the, I guess, approximate
2 value of your tract that you traded for or
3 that you traded?

4 A I think the exchange was around
5 700,000 That would have been plus any
6 differences that I got from them

7 Q Okay Was there ever any
8 discussion between you and Elizabeth about her
9 tract, what she was going to do with it,
10 whether she would sell it to you or somebody
11 else or give it to her daughter?

12 A (Moves head side-to-side)

13 Q Never any discussion between you
14 and her about that?

15 A Nothing like that, no

16 Q Did you know what her plan was
17 with that property?

18 A Yes

19 Q What was her plan with that
20 property?

21 A Seems as though somewhere I think
22 after her husband died my attorney -- Hal
23 Yarborough and I were concerned that she
24 might not at some point be capable to handle
25 her things And so this was in -- in



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1 advance of anything ever happening to her as
2 far as ever getting sick

3 But we went up and talked with
4 James Brogdan, who was the accountant for --
5 and he informed me of her plan Her plan
6 was for all of her property in Orangeburg to
7 go to my children At that time he informed
8 us of that That's what she wanted

9 Q What year was this that you talked --
10 to Mr Brogdan and talked to him about that?

11 A I can't tell you right offhand
12 Those dates don't

13 Q When did Ms -- when did your
14 sister's husband die, do you remember?

15 A No, I don't I can't remember all
16 these dates

17 Q Would it have been within a year
18 of that time of his death?

19 A It wasn't too long after he died

20 Q And who was with you, if anyone,
21 when you went to talk to Mr Brogdan?

22 A Hal Yarborough, my attorney

23 Q And tell me what the -- and at
24 that time Mr Brogdan was your sister's
25 accountant?



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1 A Uh-huh

2 Q You're saying yes?

3 A Yes

4 Q And if you would, tell me the
5 circumstances of your discussion -- yours and
6 Mr Yarborough's discussion with Mr Brogdan
7 what you recall being said by everybody
8 there Just take me through that
9 conversation as you recall it

10 A Well --

11 Q And I'm assuming your sister was
12 not there?

13 A No

14 Q Any particular reason she wasn't
15 there?

16 A No, not really We went to see
17 him We had an appointment with him

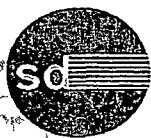
18 Q Did she know that you were going
19 to go talk to her accountant about her
20 property?

21 A I think so

22 Q Did you have a discussion with her
23 about that?

24 A No

25 Q Okay I'm sorry I'm sorry to



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1 interrupt Tell me what transpired at that
2 meeting

3 A Well, he informed -- he informed
4 us of her plans The plans was a trust and
5 it was to be -- Brogdan was going to be
6 trustee and along with And he wanted to
7 know at that time which one of my sons -- or
8 which one of my children would be co-trustee

9 -- with him --

10 Q Co-trustee or successor trustee?

11 A I think it was successor maybe
12 Successor trustee

13 Q And your understanding would be
14 that a successor trustee would be
15 something --

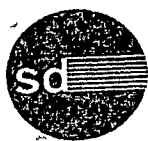
16 A If something happened to him

17 Q Right

18 A Right

19 Q At the time that you and Mr
20 Yarborough talked to Mr Brogdan there was
21 not a trust in place of your sister's
22 property, or was there?

23 A I couldn't tell you Evidently
24 there wasn't, because he was talking about
25 the successor trustee, which one -- I guess



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1 he was processing -- setting it up

2 Q And how is it that William, I
3 guess got the job as successor trustee?

4 A We recommended him Mr Yarborough
5 and myself

6 Q Tell me if you will in as great
7 as detail as you can recall what Mr Brogdan
8 told you and Mr Yarborough about your
9 -- sister's plan for her property

10 A Well, of course, her daughter would
11 get be the life estate in things, and then
12 it would be remainder that he's talking
13 about, because his daughter would be getting
14 life estate And then the remainder would be
15 to children Also discussed that Clemson
16 College and Coker would be looked out for in
17 her thing, and I think Marlboro Academy But
18 the Orangeburg property would be going to my
19 children

20 Q And what Orangeburg property were
21 you aware of that your sister owed at that
22 time?

23 A I'm pretty sure the word all was
24 in front of that All of her Orangeburg
25 property



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1 Q I appreciate that The question
2 really is what tracts of property in
3 Orangeburg County are you aware of that your
4 sister owned at that time?

5 A She owned what we called the
6 Grambling Farm on Highway 33, approximately
7 300 acres, I believe And she owned the Caw
8 Caw property and she owned -- well,

9 ~~questionable- she owned the Cannon Bridge Road~~
10 That's questionable in my opinion

11 Q I'm going to get to that in a
12 minute Was there any other Orangeburg
13 property that you believe your sister owned
14 at the time that you met -- you and Mr
15 Yarborough met with Mr Brogdan?

16 A No

17 Q And you believe that that meeting
18 occurred shortly after your sister's husband's
19 death?

20 A It was some time right after his
21 death, yeah

22 Q Prior to her getting sick?

23 A Right

24 Q Can you remember how long it was
25 before the trust was actually put in place



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1 that you met with Mr Brogdan?

2 A No

3 Q Did you ever -- prior to your
4 sister's death did you ever see the actual
5 trust document or any testimony or documents
6 that she had in effect at the time of her
7 death?

8 A No, I can't recall

9 Q Okay -And as I recall your
10 previous testimony, you and your sister never
11 discussed what she was planning to do with
12 her property, you got all this information
13 from Mr Brogdan?

14 A Yes

15 Q Will you allow that any time prior
16 to the trust being formed or any time prior
17 to her death that she would have been within
18 her rights to change her mind as to how she
19 wanted her property to pass?

20 A That would have been her right,
21 yes

22 Q Okay

23 A But according to what I was
24 informed by Mr Brogdan, this was pretty much
25 everything was laid out like that



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1 Q Okay Do you remember anything
2 else that Mr Brogdan told you at that
3 meeting?

4 A No I can't recall that day

5 Q Did you have any other meetings
6 with Mr Brogdan?

7 A No

8 Q About these issues or any other
9 issues?

10 A No

11 Q And as I understand your previous
12 testimony, you never saw the trust document
13 or any of her testimony documents prior to
14 her death?

15 A No

16 Q And you did not have any other
17 discussions with her about her property before
18 she died?

19 A No

20 Q Okay Let's go back then to the
21 -- let me ask you this How did she get
22 the Grambling Farm property?

23 A Long story But the last result
24 she and I owned it together and some other
25 property, and we did a division She got



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1 that one, I got the other one

2 Q Approximately when did that occur?

3 A I can't remember the date It's
4 been a long time ago

5 Q Was it prior to her husband's
6 death?

7 A Yes I think it was prior to
8 their marriage

9 Q Okay

10 A Or somewhere along about there
11 It was a long time

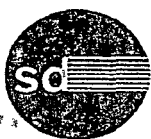
12 Q We talking about 1950s?

13 A It was a long time ago

14 Q All right So you would have got
15 a similar size tract of adjacent property to
16 the Grambling Farm?

17 A Uh-huh I got a smaller tract on
18 another highway

19 Q Okay Now, you mentioned the
20 Cannon Bridge Road property and raised an
21 issue as to whether or not she really owned
22 some of that Tell me -- let's start at the
23 beginning Was your father -- did he own
24 the Cannon Bridge Road property that we're
25 talking about?



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1 A Uh-huh

2 Q You're saying yes?

3 A Yes

4 Q And tell me how it got from your
5 father to where it is today

6 A Well, my father left in his will
7 that my brother -- that the tract would go
8 to my brother for his lifetime And then at

9 his death, it would go to me or Lib,
10 Elizabeth, my sister

11 Q You're saying or?

12 A It would go to me and Lib or
13 heirs

14 Q So and? So you and your sister
15 had an undivided one-half remainder interest
16 in that property?

17 A But she died before he did and her
18 daughter died before he did So when he
19 died in '04, I was the only remaining heir

20 Q Do you remember the date of her
21 death or the month or year?

22 A Not exactly

23 Q But you're saying she died before
24 Lennon?

25 A Oh, yeah, and so did her daughter



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1 Q Do you remember the date of your
2 niece's death?

3 A No exactly

4 Q She died before Lennon?

5 A Yeah All this transpired
6 somewhere in between mother's death and
7 Lennon's death which was '98 and '04

8 Q Okay And tell me, when Lennon
9 died what did you do, if anything -- well,
10 let me ask you this In 2001 you divested
11 yourself of all of your property to your
12 children, didn't you?

13 A Not all At the time's I've
14 divested but 2001 I guess you're talking
15 about that's the date -- if that's the date
16 that I did the quit-claim deed?

17 Q Yes, sir

18 A I don't know the exact date on
19 that, but I did do a quit-claim deed to my
20 children along about that time

21 Q What property did you convey to
22 your children through that quit-claim deed?

23 A All my interest in the Cannon
24 property

25 Q So when your brother died you



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1 didn't have any interest in the property
2 whatever interest you had had already passed
3 to your children?

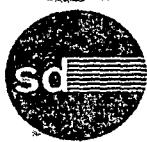
4 A Already passed to the children

5 Q Now, let's -- this might be a good
6 time to go back -- do you need a break or
7 anything?

8 A Not right now

9 Q Let's go back to one of the
10 original things you said in your deposition
11 You thought there was, quote, unfairness
12 throughout the entire transaction When did
13 the unfairness start, in your opinion? What
14 was the first thing that was unfair in this
15 transaction?

16 A Well, the main thing that was
17 unfair is being -- I was the only competent
18 sibling that she had I was left in the
19 dark as to what was transpired with all of
20 her matters Nobody let me know In fact,
21 it was later that I got an attorney to write
22 and ask for copies of the will And I think
23 he had to go outside of the personal
24 representative to get somebody to go make
25 copies for him



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1 Q Just so that I can understand what
2 you're saying You feel it was improper that
3 your sirs not include you in --

4 A No, her personal representative did
5 not include me

6 Q What duty would her personal
7 representatives have to include you --

8 A I was her only brother --

9 Q Let me finish the question first,
10 it would be easier for the court reporter
11 What personal duty to you think her personal
12 representative would have had to give you
13 information about her estate and her property?

14 A I think as her only relative left,
15 I should have been kept informed on what was
16 going on with her property

17 Q Were you an heir to her property?

18 A In a sense I was

19 Q In what sense?

20 A My children were

21 Q But you weren't?

22 A No

23 Q Okay You were not, a
24 beneficiary --

25 A No I was not an heir to her



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1 property, my children were an heir

2 Q You were not a beneficiary of her
3 will -- your sister's will?

4 A No

5 Q You were not a beneficiary of her
6 trust, were you?

7 A No but my children were

8 Q Right I understand that

9 A -- Do you have children? --

10 Q I do

11 A Do you kind of look out for them?

12 Q Well, you know, they're
13 5-years-old

14 A You're kind of protective and I
15 am too

16 Q Especially if I had a million
17 acres in Orangeburg County I would be?

18 A I wish I did, too

19 Q Getting back to the fairness issue
20 that you raised What was the next unfair
21 thing that happened?

22 A The whole -- the whole thing I'm
23 not going to try pick any one thing

24 Q That really doesn't help me that
25 much



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1 A I'll just put it this way I was
2 very dissatisfied with the way things were
3 handled

4 Q Let me try this When did you
5 first learn that some of your sister's
6 Orangeburg property was not going to go to
7 your children?

8 A I can't give you no date on that

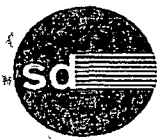
9 Q Well, let me ask you this Are
10 you aware that there was a lawsuit brought
11 against Mr Brogdan, and I think maybe the
12 trust as well, to try to disqualify the power
13 of attorney that Mr Brogdan had by which he
14 created the trust as I understand it? Were
15 you aware that that was going on?

16 A Yes Yes I remember when there
17 was a legal thing going on with that

18 Q And now did you learn about that?

19 A I thinking Mr Yarborough might
20 have told me I'm not sure Unless it was
21 some correspondence I got on it Whether it
22 came through him or whether it came directly
23 from Mr Brogdan or anybody like that, I'm
24 not sure

25 Q At what point in that litigation



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1 do you think you first became aware of it?

2 A I can't tell you, really I think
3 it was under way I mean, I got some
4 different things that was happening

5 Q Are you aware that at some point
6 that that case settled and as a result of
7 the settlement some property from the trust
8 was then designated to pass under the will?

9 A I remember something being said
10 about that yeah

11 Q And when do you remember first
12 learning about that?

13 A I don't have no dates on that

14 Q When in relation to the time that
15 the settlement was reached do you think it
16 was that learned about it? Would it have
17 been shortly thereafter or when?

18 A You know, I never did get anything
19 up to date, it was always a good while
20 after

21 Q Do you recall during that time or
22 about that time being represented by Mr
23 James Jackson?

24 A No, not at that time

25 Q Do you remember there being a time



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1 when Mr Yarborough was ill and was not
2 practicing or not practicing as much and Mr
3 Jackson handled some of your affairs for the
4 firm?

5 A Oh, yes

6 Q Do you remember asking Mr Jackson
7 or anyone at his firm to inquire into -- let
8 me ask you this Did you learn at some
9 point that the Caw Caw Swamp property was not
10 to be included in the trust and therefore not
11 to go to your children?

12 MR ALEXANDER Object to the
13 form

14 THE WITNESS I learned that they
15 were talking about that, yeah

16 BY MR HENRIKSON

17 Q And was Mr Jackson representing
18 you during this time?

19 A Not in this matter at all Mr
20 Jackson never represented me in anything about
21 this

22 Q Okay Let me show you what's
23 marked as Exhibit 3 in another deposition and
24 see if you'll just take a look at that
25 Take a couple minutes and read it, if you



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1 don't mind

2 MR MOORE Tell us what that is

3 MR ALEXANDER It's the September
4 27th letter from Mr Drennan to Mr Drennan
5 from Mr Jackson

6 THE WITNESS Yes, I don't agree
7 with it

8 (Off-the-record conference)

9 BY MR HENRIKSON

10 Q We're back on the record When
11 you say you don't agree with that, tell me
12 what you mean by that

13 A Additionally I've been asked by Jim
14 McLean who is the son -- to receive a number
15 of documents -- to review a number of
16 documents that he had provided me, which
17 include the McLean trust Jim McLean has
18 never been in contact with Jay Jackson about
19 this That was -- I asked him to provide,
20 if he could anything from up there that they
21 would -- they would need to know what was
22 going on

23 Q Have you talked to your son, Jim
24 about this?

25 A Yeah



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1 Q What does he say?

2 A He says he don't recall getting
3 anything from Jay Jackson In fact, it says
4 -- I think this letter might say a copy went
5 to Jim, but Jim didn't get a copy

6 Q Did you authorize Mr Jackson to
7 say what he did in that letter?

8 A No I authorized Mr Jackson
9 anything that he reported me in this letter
10 was strictly a matter of bull if you want to
11 call it that We were just talking he was
12 not my lawyer on this case In fact, I had
13 no interest in this property at this time of
14 this letter

15 Q But you were looking out for your
16 children, weren't you?

17 A Yeah I was trying to find out
18 information for them And I said, try to
19 find out what's going on Nobody is letting
20 me know anything about what's going on up
21 there, and they're supposed to be getting --
22 for one thing they were supposed to be
23 resolving that trust and the property -- the
24 Grambling property, they weren't getting it
25 I think it had been five years before they



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1 ever got it deeded to them

2 So things like that would have --
3 and copies of the Wills I said, I don't
4 have a copy of them, I never seen a copy of
5 them I said, see if you can get some of
6 that information so I can look at it And
7 that's all -- but he's worked on another --
8 and was working for me on other cases at the

9 time -- That's all -- it was, is -- just strictly
10 discussion back and forth and we did pros and
11 cons and what ifs I mean, there's nothing
12 to be quoting me from any of that

13 Q As you were having these
14 discussions with Mr Jackson during this time
15 period, were you also discussing these things
16 with your children to let them know what was
17 going on?

18 A Yeah I let them know anything I
19 could pass on to them

20 Q Okay Let me show you -- let's
21 go ahead mark this

22 (DFT EXHIBIT-1, Letter to James
23 Jackson from James B Drennan, III, Dated
24 October 1, 2002, was marked for
25 identification)



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1 BY MR HENRIKSON

2 Q Let me show you a two-page exhibit
3 which is marked Defense Exhibit 1 which is
4 an October 1, 2002 letter from Jim Drennan to
5 James Jackson and ask you to take a look at
6 that And I'm going to ask you two
7 questions One, have you ever seen that
8 letter before, and two, have you ever -- did
9 you ever discuss with Mr Jackson the
10 contents of that letter I'll take a few
11 minutes and let you read it

12 A Not exactly It seems like it's a
13 little bit familiar but not really I'm
14 familiar with things he said, but as far as
15 this exact letter I'm not sure

16 Q You don't remember specifically
17 seeing this letter, but are you familiar
18 with --

19 A A lot of familiar statements made

20 Q Do you understand the contents of
21 this letter, what it says?

22 A Uh-huh

23 Q You're saying yes?

24 A Yes

25 Q Do you agree that the contents of



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1 the letter are essentially an explanation that
2 the Caw Caw Swamp property and the Cannon
3 Bridge Road property were not put in the
4 trust and accordingly were not to pass not
5 through the terms of the trust but through
6 the terms of your sister's will?

7 A That's what he's saying, yes
8 That's what he's saying

9 Q Right -- Let me show you now --
10 I'm going to mark this as 2

11 (DFT EXHIBIT-2, Letter to James
12 Drennan from James Jackson, Dated October 21,
13 2002, was marked for identification)

14 BY MR HENRIKSON

15 Q Let me show you this document,
16 which is Defense Exhibit 2 It is dated
17 October 21, 2002 And it is from James
18 Jackson to Mr Drennan Let me ask you if
19 you have ever seen that letter -- let you
20 read it first and ask you that same thing,
21 have you ever seen that letter before, and if
22 so, or if not, have you ever discussed th
23 substance of that letter with anybody?

24 A Yes, I'm familiar with that letter

25 Q Okay



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1 MR EASTERLING I'm sorry, what
2 did he say?

3 BY MR HENRIKSON

4 Q He is familiar with this letter
5 Have you seen this letter?

6 A Yes

7 Q And this appears to have been
8 copied to Jim McLean

9 A He didn't get it --

10 Q You got it?

11 A Uh-huh

12 Q You're saying yes?

13 A Yes, I got it

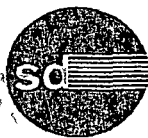
14 Q Now, paragraph two of this letter
15 says that I, it refers to Mr Jackson have
16 discussed the matter with my clients Do you
17 know who Mr Jackson discussed these matters
18 with?

19 A No, because he never was hired by
20 my children

21 Q Did he discuss these matters with
22 you?

23 A But he was not -- he was not my
24 attorney in any of this at all

25 Q Okay But did he discuss these



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1 matters with you?

2 A Did he discuss them with me?

3 Q Yes, sir The matters that are
4 set froth --

5 A We discussed -- like I said, we
6 were just what-ifying We didn't really as
7 attorney/client trying to issue a case or
8 nothing like that It was just the fact

9 -- that we were just sitting here shooting the --
10 breeze

11 Q Okay Well, as the result of
12 shooting the breeze, Mr Jackson wrote to Mr
13 Drennan and said, I have discussed this
14 matter with my clients and they do accept the
15 fact that the Caw Caw property and the Cannon
16 Bridge Road property in which Elizabeth had a
17 remainder interest were not put into the
18 trust Therefore, we accept that title to
19 those properties pass through the wills of
20 Elizabeth Pence, the mother, and Elizabeth
21 Pence, the daughter

22 Therefore, the purpose of this
23 letter is simply assure you that we do accept
24 and agree with the matters set forth in your
25 letter of October 1, 2002 Which we've



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1 previously looked at in this deposition today
2 which is Exhibit 1 Do you agree that
3 that's what Mr Jackson's letters says in
4 Exhibit 2?

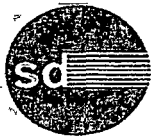
5 A That's what his letter says but
6 that's not what we told him that would be
7 appropriate for him to say I didn't
8 authorize that

9 Q You did not authorize Mr Jackson
10 to say this?

11 A I did not authorize him to say
12 that

13 Q Now, in paragraph three there is a
14 -- Mr Jackson goes on to tell Mr Drennan
15 that his clients are interested in purchasing
16 the property Did you authorize that?

17 A That is where Jim gets in there
18 I said, my children would like to know if
19 anything like that is planned so that they
20 can -- the idea was is they would buy
21 anything before somebody else got it, and
22 then we could talk about whether it was
23 supposed to have been sold or not afterwards
24 That's what they wanted to keep it from going
25 to another party



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1 Q I'm sorry, can you repeat that I
2 did not follow you

3 A If somebody was to put her
4 property up for sale, they wanted to a chance
5 to be able to buy it and then we'll discuss
6 whether they should have sold it or not
7 afterwards That was the thing, they didn't
8 want it to go to a third party and bring

9 ~~somebody else involved like what's happened to~~
10 the Caw Caw property

11 Q So just so I understand your
12 testimony, what you're saying is that
13 paragraph two of Exhibit 2 you did not
14 authorize --

15 A Didn't authorize

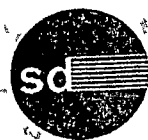
16 Q Let me finish the question just
17 for the record You didn't authorize Mr
18 Jackson to pass this along to Mr Drennan and
19 none of your children did, is that correct?

20 A That's right

21 Q Do you know what possessed Mr
22 Jackson to do that?

23 A I don't know

24 Q When you got a copy of this letter
25 as you testified that you did, what did you



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1 do?

2 A I didn't pursue it any further
3 because we weren't -- it was supposed to be
4 nothing of any importance, that he was just
5 talking with Drennan

6 Q Well, I mean, did call Mr Jackson
7 up and say, I didn't authorize you to say
8 that What are you doing?

9 A No

10 Q Did you talk to Mr Jackson at all
11 after you received a copy of this letter?

12 A Yes, I've talked to Mr Jackson
13 many times We're talking now

14 Q Let me refine my question Did
15 you talk to Mr Jackson about the contents of
16 Exhibit 2 after you received a copy of
17 Exhibit 2?

18 A About that?

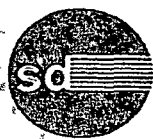
19 Q Yes, sir

20 A About that letter?

21 Q About that letter, Exhibit 2?

22 A I don't think I did

23 Q So when you received a copy of
24 this letter even though today you're saying
25 you did not authorize the statements in



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1 paragraph two, you did not talk to Mr
2 Jackson about that or object to it or tell
3 him to retract it or cure it or anything
4 like that, did you?

5 A It had been said

6 Q And nobody in your family did
7 either, did they?

8 A No Now, I can't speak for that
9 ~~because I don't know whether they did or not~~

10 Q Okay Well, you told me before
11 that you were discussing all of these issues
12 with your children at the time that you were
13 discussing with your Mr Jackson, is that
14 correct?

15 A Yes But not -- not everything
16 and not every -- in other words, we don't
17 get together and have a conference I might
18 discuss it with one and not the other So
19 another one might would say something or
20 contact somebody I can't speak for all of
21 them

22 Q Who do you remember discussing the
23 contents of Exhibit 1 with? With which of
24 your children did you discuss that with?

25 A ~ Jim



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1 Q - Anyone else?

2 A Maybe at times, but Jim would have
3 been the main one that I would have discussed
4 that with

5 Q Who else would you have possibly
6 spoken with about that Exhibit 1?

7 A It could have possibly been any
8 one of the other three. But I mean, Jim
9 most likely because Jim comes to my house and
10 eats lunch with me every day, so most likely
11 I discussed things like this

12 Q Would you have discussed Exhibit 2
13 with Jim or any of your other children the
14 contents of that letter?

15 A Yeah Yeah I was trying to get
16 a copy of the will,

17 Q So you were --

18 MR JAMES What was the answer?

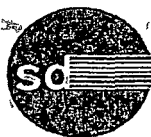
19 BY MR HENRIKSON

20 Q Yes as I understood it

21 A Yes

22 Q And when Jim came to over to eat
23 lunch at your house, did you show him a copy
24 of this letter, Exhibit 2?

25 A Doesn't this latter say that I



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1 said that -- this is the one, yeah Yes

2 Yes

3 Q So Jim saw a copy of that letter?

4 A I'm pretty sure he did He might
5 not have remembered it because that one was a
6 little bit vague to me, too

7 Q Would you agree that the essence
8 of Exhibit 2 is that Mr Jackson is telling

9 Mr Drennan that my clients, whoever that
10 refers to, agree with you, Mr Drennan, in
11 your assertion this the Caw Caw Swamp
12 property and the Cannon Bridge Road property
13 are to pass under the Pence will's and not
14 under the trust?

15 A But he wasn't authorized to be
16 telling Mr Drennan these things

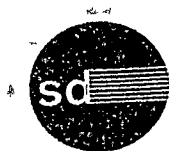
17 Q That's what he told him for
18 whatever reason

19 A I know

20 Q And as you sit here today, can you
21 explain why Mr Jackson said such a thing if
22 he was not authorized by his clients?

23 A I can't explain his actions

24 Q And is it fair to say that at
25 about the time these letters were written and



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1 you received a copy of Exhibit 2 that you
2 and your children understood the issues that
3 were set forth in those letters?

4 MR ALEXANDER Object to the
5 form

6 BY MR HENRIKSON

7 Q You still need to answer it

8 A We didn't understand all the
9 issues, no

10 Q Sir?

11 A Didn't understand all the issues,
12 no

13 Q But you understood that at least
14 as of the time of your receipt of letter --
15 of Exhibit 2, that for whatever reason
16 unbeknownst to you, Mr. Jackson had told Mr.
17 Drennan that at least you and Jim had agreed
18 to the fact that the Cannon Bridge property
19 and the Caw Caw property --

20 A No, we had --

21 Q -- let me finish the question,
22 please -- were not part of the trust?

23 A No, we hadn't agreed on anything
24 We were hearing all of this misconception
25 stuff, but we weren't agreeing with it



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1 Q But you didn't do anything about
2 it?

3 A No, we didn't do anything about
4 it Well finally they did Finally they got
5 ahold of David

6 Q Right

7 A Finally they did something about
8 it

9 Q But at the time in October of
10 2002, when you first knew that there was a
11 problem you didn't do anything, did you?

12 A No, but they knew there was a
13 problem

14 Q Right And the whole family knew
15 there was a problem?

16 A Yeah, but they were discussing it
17 and deciding to do something about it

18 Q Okay We've talked a little bit
19 about the unfairness issues And I
20 understand your reluctance to tell me all the
21 things you thought were unfair, so I'm going
22 to try to narrow it down to Mr Drennan
23 You have sued Drennan in this lawsuit Can
24 you tell me why specifically you sued Mr
25 Drennan and what you think he did that he



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1 should not have done or what do you think he
2 failed to do which he should have done? And
3 I need to know every reason why you think
4 Mr Drennan should be in this lawsuit

5 A Well, number one, is he sold
6 property that belonged to my children

7 Q Are you referring to Caw Caw
8 Swamp?

----- 9 A Caw Caw

10 Q And Cannon Bridge Road?

11 A Caw Caw

12 Q Caw Caw All right And where
13 is the deed of Caw Caw property to your
14 children?

15 A Where is the deed to it?

16 Q Is there a deed of Caw Caw
17 property to your children?

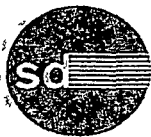
18 A No, but that trust should have
19 said it was supposed to be that

20 Q Sorry?

21 A My sister supposed to have said
22 that was her intent that it was to theirs

23 Q Okay

24 A So they never did get a deed It
25 took them five years to get a deed on the



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1 Grambling property So they're still waiting
2 on it

3 Q Do you have any knowledge as to
4 whether or not Mr Drennan drafted the trust?
5 Did he have anything to do with the creation
6 of the trust?

7 A Which trust?

8 Q Your sister's trust See, I'm

9 - trying to figure out what you think Mr
10 Drennan did wrong

11 A I'm thinking we're talking about
12 several different trusts, aren't we, involved
13 with my sister?

14 (Off-the-record conference)

15 BY MR HENRIKSON

16 Q I'm talking --

17 A She had the trust that Brogdan and
18 then those other trusts, too So which
19 trust --

20 Q I'm talking about the Brogdan
21 trust

22 A The Brogdan trust?

23 Q Right The one that was the
24 result of the litigation that we discussed
25 earlier



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1 A Yeah

2 Q That Mr Yarborough told you about
3 And at some point my understanding is that
4 you learned that that case had been settled,
5 right, the litigation against your sister's
6 trust?

7 A Yeah

8 Q And that some property from the --
9 -- that had originally been in the trust was
10 taken out and was to pass under your sister's
11 will

12 A Uh-huh

13 Q And that some property was to
14 remain in the trust and would pass under the
15 terms of the trust?

16 A Uh-huh

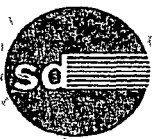
17 Q You understand that's the
18 litigation we're talking about?

19 A Yeah

20 Q Okay. Now, do you have any
21 knowledge or information that Mr Drennan had
22 anything to do with the creation of the
23 Brogdan trust?

24 A The original Brogdan trust --

25 Q Right



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1 A -- I don't think so

2 Q Okay I'm trying to get down to
3 where you think Mr Brogdan -- I mean, Mr
4 Drennan did wrong What do you think Mr
5 Drennan did wrong?

6 A Of all the things collected
7 together I have the feeling Mr Drennan did
8 wrong Now, I'm not an attorney and I'm not

9 going to -- I can't sit here and pick every
10 little letter every little correspondence
11 apart But the overall picture of all of it
12 together, Mr Drennan did a lot wrong

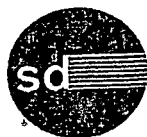
13 Q And just so I understand your
14 testimony, as we sit hear today you cannot
15 point to any specific act or omission that
16 you believe Mr Drennan did or failed to
17 do --

18 A You all --

19 Q Wait Let me finish the question,
20 please -- that he should have done that
21 resulted in some damage to you?

22 MR ALEXANDER Object to the
23 form

24 THE WITNESS You all got stacks
25 of it there I don't, I've been doing other



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1 things I haven't been looking at this
2 stuff

3 BY MR HENRIKSON

4 Q Well, one of the things --

5 A I'm not -- I'm not up on it like
6 you all are I'm looking at the overall
7 picture And no, I can't just point anything
8 out of the sky I would have to study all
9 of that and I could point it out

10 Q Well, did you know you were going
11 to be deposed today?

12 A Yeah But I was out of town for
13 a week or two

14 Q You know, and I apologize for the
15 inconvenience, but this is your lawsuit

16 A Yeah sure

17 Q Mr Drennan did not ask you to sue
18 him, would you agree with that?

19 A That's right

20 Q Well, let me do this then I
21 will stop asking questions of you now, and
22 I'll reserve the right to ask you more
23 questions when you've had a chance to look at
24 all of this and get up on it if you want to
25 tell me something that Mr Drennan did wrong



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1 But as we sit here today --

2 MR ALEXANDER You need to ask
3 your questions today

4 MR HENRIKSON I'm trying to
5 And what I'm being told is that he's not --
6 he can't answer them today

7 MR ALEXANDER He's answering them
8 as well as he can

9 THE WITNESS I'm answering them
10 as well as I can And it might be a long
11 time before I go through that stuff again
12 I've gotten copies of a lot of it And for
13 me to find it and then go back through it
14 would take considerable time --

15 BY MR HENRIKSON

16 Q Well, here's the problem

17 A -- out of my schedule

18 Q Here's my problem I have one
19 chance to ask you questions

20 A Well, ask What specific thing
21 you want to ask?

22 Q What did Mr Drennan do wrong?

23 A That's not -- that's a broad
24 issue

25 Q So, it's still a question Can



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1 you answer the question?

2 A Well, it's a broad issue, and the
3 broad answer is a lot

4 Q A lot? Well, let's have it
5 What are some of the things he did wrong?

6 A I'm not going to list them without
7 going through the paperwork on it

8 Q Are you refusing to answer?

9 A Not refusing to answer, I can't
10 answer that question

11 Q Okay

12 A At this time I can not answer that
13 question

14 Q Well, if you find at some point in
15 your life prior to the trial that you can
16 answer that question, you need to get your
17 lawyer to let me know so I can come back and
18 ask it, is that fair?

19 A Sure That's fair enough

20 Q Because my problem is, is I got
21 one opportunity to ask you questions And I
22 need to find out what you're going to testify
23 to at the trial of this case And so it's
24 not fair for you to say I don't know in the
25 deposition, and then at trial you come up



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1 with all kind of answers Do you agree with
2 that?

3 A Right

4 Q Okay So as I understand your
5 testimony today, you don't know -- you cannot
6 specify what you things Mr Drennan did
7 wrong?

8 A Specify right now

9 -- Q At some point later, if you are
10 going to testify at trial --

11 A I'll let him know to let you know
12 that what I discovered

13 Q Let me finish the question just
14 for the court reporter's ease If do you
15 have some specific answer to my question --
16 to that question then you will let your
17 attorney know and he will let me know and
18 I'll have the opportunity to ask you again
19 Is that fair?

20 A You can do that

21 Q Thank you At this point, based
22 on that, I don't have any other questions

23 A All right

24 MR ALEXANDER Want to take a
25 short break?



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(A recess transpired)

EXAMINATION

BY-MR JAMES

Q Mr McLean, my name is Jay James
I represent Marlboro Academy And I have
just a couple of questions Does Mr Jay
Jackson represent you in legal matters now?

A Yes

Q Did you -- you have testified, I
believe, that you did not express any
dissatisfaction to him with respect to the
representation that he made in this October
21 2002 letter?

A Jay and I talk a lot I'm not
sure whether I had mentioned that to him or
not

Q You didn't admonish him? You
didn't fire him?

A No, I didn't From doing other
work for me? No

Q Okay And you would have received
that letter at about the date that is on the
letterhead in October of '02?

A Probably so Talking to Jim
probably was me



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1 Q Did you maintain a file on this
2 Caw Caw Swamp property?

3 A No

4 Q Did you save copies of these
5 letters?

6 A I have some of it I have some
7 of them

8 Q And where are those copies now?
9 Where is that file?

10 A Scattered in my office When I
11 clean it up, I might find some

12 Q Have you given it to Mr
13 Alexander?

14 A No, I hadn't given him copies

15 Q Did you ever write any letters to
16 Mr Jackson about this?

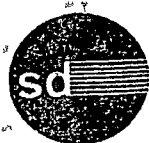
17 A No

18 Q You had never written a letter to
19 Mr Jackson about the Caw Caw Swamp property,
20 is that your testimony?

21 A I don't recall ever writing a
22 letter to him If it's very strange for me
23 to write a letter

24 Q Do you use e-mail?

25 A If you're trying to get around



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1 that, no I didn't write a letter either way
2 you know, to him I might have talked on
3 the phone We talked on the phone and in
4 person But as far as me writing him
5 letters -- I get letters from him, but me
6 writing him letters don't usually happen

7 Q But you think you do have a file
8 that would have perhaps some of these letters
9 that we have talked about today in it?

10 A Yes They're more copies yeah

11 Q But you never showed that Mr
12 Alexander?

13 A Not my copies, no

14 Q Did you know that we deposed Mr
15 Jackson on Monday?

16 A He was supposed to

17 Q Did you and he talk about it
18 before he came here Monday?

19 A We had phone conversation about it
20 -- or we was talking about something else, I
21 think, and then brought it up yeah But he
22 was supposed to Not when he did, but in --
23 a time hadn't been set back when we talked
24 about it That's before I left town

25 Q Did you and he talk about the



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1 substance of your --

2 A I let him know I didn't approve of
3 it, yeah I let him know I didn't approve
4 of it

5 Q And that -- and when would these
6 conversations have taken place?

7 A Probably two or three weeks ago

8 Q When you talked to him did you
9 have copies of these letters in front of you?

10 A No

11 Q Then what did you tell him that
12 you did not approve of?

13 A I might have had -- yes, I might
14 have had -- I might have had the copy of the
15 one where when he was stating -- the one he
16 wrote to Mr Jim Drennan That's not here

17 Q Would that be the October 21
18 letter?

19 A I don't think it's that letter
20 The one to -- yeah The one from -- the
21 one from Jim Drennan to Jay Jackson

22 Q You didn't approve what Mr Drennan
23 said?

24 A What Mr Drennan said to -- Mr
25 Jackson said Where Mr Jackson was saying



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1 that we -- that we said we agreed to that so
2 and so statement or something other Which
3 letter is that in?

4 Q That's October 21

5 MR DAVIS It should be Exhibit

6 2

7 MR ALEXANDER This is the one
8 they're asking you about

9 THE WITNESS Oh, okay That's
10 still not what I'm talking about Oh yes,
11 next paragraph Yeah, that's the one that I
12 was telling you about

13 BY MR JAMES

14 Q So you admonished him a couple of
15 weeks ago about the letter?

16 A Yeah I told him that I, you
17 know --

18 Q Did you have a copy of that letter
19 in front of you when you talked to him?

20 A I don't think so I was doing it
21 from memory of reading it

22 Q And when did you -- did Mr
23 Alexander furnish you a copy of it in recent
24 weeks?

25 A Yes, I've gotten a copy from him



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1 but I'm not sure that's the one that I read
2 that, you know, that was stuck in my mind
3 seemed like I read it before

4 Q So you had read the one that you
5 had in your file?

6 A I don't know which one I've read
7 both, let's put it that way

8 Q Okay So you have that letter in
9 --your file?

10 A If I still got it, yes If I
11 still got it

12 Q Well, you said that you might have
13 read both letters, the one that Mr Alexander
14 gave you a copy of and one that you might --

15 A I might have got a copy of this
16 from Jay Jackson, yeah

17 Q You hadn't destroyed anything in
18 the last two or three weeks, have you?

19 A No, I haven't been home

20 Q Did you review your file before
21 you came here today?

22 A No, I just got in last night I
23 had to get up early this morning and had to
24 get up here

25 Q I'm sorry we're inconveniencing



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1 you

2 A Yeah

3 Q You don't know what's in your

4 file?

5 A I don't have an organized file on

6 this right now, but I can probably dig up

7 some of this. And I probably won't even dig

8 that up because I have a copy. Of all that

9 came from David, so I can use those copies

10 if I want to refer back to anything

11 Q You don't know whether there are

12 things in there that may be in addition to

13 what David has furnished you?

14 A I don't think so. I think he's

15 pretty thorough

16 Q But you don't know for a fact?

17 A I don't know for a fact

18 Q Have rents been paid on the Cannon

19 Bridge Road property since your brother died?

20 A Oh, yes

21 Q And who has collected those rents?

22 A JL McLean Properties Incorporated

23 -- LLC have taken care of all the operations

24 and expenses and collection of rents

25 Q Who farms that property?



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- 1 A It's rented Rented out
- 2 Q To an Orangeburg County farmer?
- 3 A Orangeburg County farmer
- 4 Q Have any of the rents been paid to
- 5 Marlboro Academy?
- 6 A No No, it's in one -- it all
- 7 kept -- tallied by an accounting person
- 8 Q Has any timber been put on that
- 9 property since -- --
- 10 A No
- 11 Q -- your brother died?
- 12 A No
- 13 Q Has any income been realized other
- 14 than farm rents?
- 15 A Yeah Yeah They had a power
- 16 line come across A power line right-of-way
- 17 Q When was that?
- 18 A Some time in the last year, I
- 19 think
- 20 Q What power line -- what power
- 21 company was it?
- 22 A Santee Cooper They widened the
- 23 right-of-way is what they did
- 24 Q And they issued a check?
- 25 A I presume



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1 Q Who was that check issued to?

2 A To them

3 Q Who is them?

4 A JL McLean Properties Incorporated

5 -- I mean, LLC

6 Q Do you know how much that was?

7 A I don't know

8 Q Did you and Mr Jackson discuss
9 whether he would be able to review the file
10 about these matters that was at his former
11 Orangeburg County office?

12 A State again please

13 Q Did you and Mr Jackson discuss
14 whether he would be able to review the file
15 that he may have created when he was working
16 with the law firm in Orangeburg before he
17 testified Monday?

18 A No, we didn't discuss anything like
19 that I thought he had access to all the
20 files if he wanted to review them,

21 Q Okay You did not tell him that
22 he could not review them?

23 A No No

24 Q Did he discuss with you the fact
25 that he might want to review them?



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1 A No I know very little about his
2 -- about his separation with the other firm
3 and moving with -- that has just been kind
4 of new to me right now We haven't had to
5 -- I think we might have had a short phone
6 conversation, but other than that we haven't
7 really gone into that

8 Q You still use him for legal
9 services?

10 A Yes, yes He's been working on
11 something for me

12 Q No further questions

13 A I use him and others He's not
14 the only one

15 Q Nothing further

16 A Okay

17 EXAMINATION

18 BY-MR DAVIS

19 Q Mr McLean, my name is Ward Davis
20 and I represent Wachovia Bank, another
21 Defendant in this lawsuit I'd like to refer
22 again to Exhibit 2, the October 21 letter
23 just to make sure I'm clear on your
24 testimony

25 The third paragraph of this letter



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1 at the bottom -- starting at the bottom the
2 first page referring to the -- an additional
3 purpose of the letter Was Mr Jackson
4 authorized to make that communication to Mr
5 Drennan about your children potentially
6 purchasing that property?

7 A Yes And as I stated before, the
8 purpose of that was for me -- the request
9 was from me, and it was because of the fact
10 like I stated before, that if they got a
11 third party involved it made things harder to
12 settle

13 Q And so in that paragraph of the
14 letter when Mr Jackson refers to his
15 clients, is he referring to you and your
16 children?

17 A He didn't have any clients in this
18 matter, really Nobody had hired him for any
19 of this, it was just a matter of asking to
20 write a letter and see if he could find out
21 what was going on up there and to inform
22 them for this for me

23 Q All right But just so we're
24 clear --

25 A They didn't ask me to do this, no,



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1 I did it

2 Q But you did ask Mr Jackson to
3 make that communication in the third
4 paragraph --

5 A Right

6 Q -- of this letter?

7 A I did, right

8 Q Did your children know that you

9 -- were asking Mr Jackson --

10 A Right, they did Right

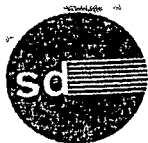
11 Q All right Similar to the
12 question that Mr Henrikson asked you, Mr
13 McLean Are you able today to specify what
14 Wachovia Bank did wrong causing you to sue
15 the bank?

16 A No

17 Q Okay Well, then I will make the
18 similar request If in the future you are
19 able to specify what the bank did wrong, are
20 you willing to provide that testimony?

21 A Yes, I am

22 Q Okay When is the last time you
23 spoke with Jay Jackson, Mr McLean? Let me
24 make that easier for you Have you spoken
25 to him since his deposition this past Monday?



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1 A No

2 Q Have you discussed your upcoming
3 deposition or your son Jim's upcoming
4 deposition with Jim?

5 A With?

6 Q Jim, your son?

7 A Well, yes

8 MR ALEXANDER Could you ask that
9 again? You're asking two different questions
10 there

11 BY MR DAVIS

12 Q The question is, have you discussed
13 your deposition or your son Jim's deposition
14 with Jim? I think that's one question

15 A All we discussed is where it's was
16 going to be and what time it was going to be
17 and David let us know where

18 Q You didn't discuss the substance of
19 your upcoming testimony with Jim?

20 A No

21 Q Have you discussed with your son
22 Bill -- he does go by Bill, right?

23 A William or Bill

24 Q Have you discussed with Bill his
25 deposition that was taken several weeks ago?



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1 A No Just mentioned you've had it
2 Just general like that We didn't go into
3 it

4 Q But you didn't discuss the
5 contents --

6 A No

7 Q -- of his testimony? Mr McLean,
8 back in 2002 what was your payment

9 ~~arrangement with Jay Jackson and Mr~~
10 Yarborough's firm? How would you pay them?

11 A Back when Mr Yarborough was living
12 it was about a trade off Because I was
13 doing some real estate and I did some --
14 selling property for him, one thing or
15 another, real estate thing and he didn't
16 charge me and I didn't charge him

17 Q Were there any times in or about
18 2002 that you received invoices from their
19 firm that you think?

20 A I couldn't answer that That's a
21 good while back,

22 Q You don't remember?

23 A I have paid them at times, yeah

24 Q If you paid invoices of that firm
25 in 2002, would you still have copies of those



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1 invoices?

2 A I would have a record on the
3 computer and then I might could dig up the
4 copies I'd have it in my accounting that I
5 paid -- I'd have it in my accounting that I
6 paid them But I might could find a copy of
7 the -- you know, that But I definitely
8 would have it in my computer

9 Q I don't have any other questions
10 at this time Thank you, sir

11 EXAMINATION

12 BY-MR DAVIS

13 Q Mr McLean, Randy Davis I
14 represent the Defendant, Money To Go, LLC
15 Money To Go purchased 120 acres of 174-acre
16 tract of the Cañ Caw property in the Summer
17 of 2004 Have you or any of your family
18 members had any of that tract appraised since
19 the appraisal that was done in the partition
20 action?

21 A No

22 Q A gentlemen by the name of Mr
23 Dewalt Waters owns that company, Money To Go,
24 LLC? Do you know him?

25 A I know Dewalt



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1 Q Did you or if you know any of
2 your family members have any contact with him
3 prior to that company buying the 120 acres of
4 the Caw Caw property?

5 A No Well, I don't know the dates,
6 but I had the correspondence with Walt Waters
7 on him buying a tract from me

8 Q What tract was that?

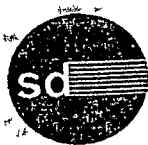
9 A ~~An island that --~~ an island in
10 there that when it was owned by the family
11 was an island Became -- when the division
12 happened, my brothers hit it on one side, I
13 touched it on the bottom side, and my sister
14 was split

15 Q This island tract is a separate
16 piece of property which is not involved in
17 this particular lawsuit?

18 A Nothing to do with it Nothing to
19 do with it

20 Q Did you at the time of his
21 purchase -- his company's purchase of this
22 120 acres, did you or any of your family
23 members know that he was buying 120 acres?

24 A No I didn't know about that sale
25 until it was all over



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1 Q Do you have any -- strike that
2 Do you know if Mr Waters had any actual
3 knowledge of the claim that your family has
4 on this property at the time that his LLC
5 bought that tract?

6 A I wouldn't think he did I mean,
7 not from me any way

8 Q Let me rephrase that to make sure
9 we're clear My question is, do you have
10 any evidence that he had any knowledge when
11 he bought this tract the 120 acres, as to
12 the claim from your family on this property?

13 A Not that I know of

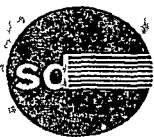
14 Q All right You indicated that Mr
15 Jackson was not representing you at the time
16 that letter was written I believe, to Mr
17 Drennan, is that correct?

18 A Right

19 Q Was any other member of Mr
20 Jackson's law firm representing you at that
21 time on that particular matter, at to
22 responding to Mr Drennan's letter?

23 A No

24 Q Did you have any conversations with
25 any other members of that law firm in regards



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1 to Mr Drennan's letter outside of Mr
2 Jackson?

3 A I think Mr Yarborough had already
4 deceased at that time, so he was kind of in
5 and out of his office a little bit I don't
6 think that he was involved, but I'm just
7 covering myself from being wrong that it
8 could have been Mr Yarborough if he was

9 still living and back in the office at the
10 time

11 Q All right Do you know if the
12 timber has been cut on the 120-acre tract
13 that Mr Waters has purchased in the last ten
14 years?

15 A Let's put it this way, if I had
16 known it was being cut, it would be hearsay
17 because I have not been on that tract

18 Q You have no personal knowledge?

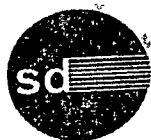
19 A I have no personal knowledge

20 Q Thank you, sir

21 EXAMINATION

22 BY-MR EASTERLING

23 Q Mr McLean, I'm Harry Easterling
24 I represent my son, Harry Easterling, Jr and
25 Steven Pence's parents in this matter They



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1 are Defendants in this matter Reviewing
2 your earlier testimony you said that you
3 deeded your remainder interest to this LLC,
4 did you not?

5 A To my children

6 Q To your children?

7 A Uh-huh They formed the LLC
8 afterwards, but I deeded it to the children

9 Q You deeded your interest in this
10 property to your children?

11 A Right

12 Q Do you recall when that was?

13 A Not exactly It's on record

14 Q All right, sir It was prior to
15 your brother's -- your brother, Lennon's
16 death, was it not?

17 A Yes

18 Q All right, sir So according to
19 your understanding you had the ability to
20 deed your remainder interest to your children
21 during the lifetime of your brother Lennon?

22 A I think that was stated to be as
23 a quit-claim deed any interest I might have

24 Q All right, sir And you've made
25 no further conveyance to your children



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1 following your brother Lennon's death, have
2 you?

3 A No Could if necessary but I
4 haven't

5 Q You testified earlier as to a
6 parents relationship with children, did you
7 not?

8 A Yes

9 Q All right, sir Your sister
10 Elizabeth McLean Pence had a child, did she
11 not?

12 A Right

13 Q And what was that child's name?

14 A Elizabeth McLean Pence Pence (sic)

15 Q All right And at the time of
16 your sister's death Elizabeth McLean Pence was
17 still alive was she not?

18 A Yes

19 Q All right And again, she was the
20 child of your sister?

21 A Right

22 Q Now, insofar as your understanding
23 of what your sister was going to do with her
24 property, you had no contractual arrangement
25 with your sister, did you?



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1 A On what property?

2 Q On the two properties that we're
3 talking about, the Cannon Bridge Road property
4 and the Caw Caw Swamp property?

5 A I had no contractual no

6 Q And what she did with her interest
7 in these properties was her decision, was it
8 not?

9 A Right

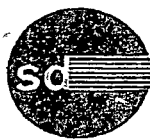
10 Q All right At one time you spoke
11 in terms of being an heir of your sister in
12 your earlier testimony today In truth, you
13 were not an heir of your sister because your
14 sister had a daughter who was her sole heir,
15 is that correct?

16 A I think I'm talking about the only
17 remaining heir in this matter I'm the only
18 remaining one of that family -- of my
19 sister's family Her daughter is not living

20 Q But her daughter was living at the
21 time of your sister's death, was she not?

22 A Yes

23 Q All right So she was the sole
24 heir at law of your sister at the time of
25 your sister's death, was she not?



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1 A We got a misunderstanding here

2 Q All right, sir

3 A Misunderstanding is that the
4 settling of the estates was happening after
5 my niece's death So I was the only remaining
6 family member before all this was settled
7 The way -- I don't know settlement dates, but
8 as far as I'm concerned it was still going

9 on up in the air when -- after my niece
10 died So I'm the only remaining one, and I
11 still wasn't informed

12 Q Your niece, Elizabeth Pence Pence,
13 she was free to do with her property as he
14 decided upon, was she not?

15 A She should have, yeah

16 Q All right And again, at the time
17 of your sister's death, Elizabeth Pence Pence
18 was alive, was she not?

19 A Yes

20 Q Nothing further

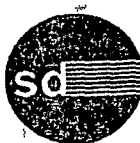
21 EXAMINATION

22 BY-MR MOORE

23 Q Mr McLean, my name is Cliff

24 Moore I am representing Charles and Cheri

25 Thompson They own portions of the Caw Caw



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1 -- or at least the owners of record of a
2 portion of the Caw Caw Swamp property Do
3 you know Charles and Cheri Thompson?

4 A I know Charles well

5 Q How long have you known Charles?

6 A Probably off the top of my head,
7 ten years

8 Q And Cheri, do you know her?

9 A I might have met her some time,
10 but I can't remember her

11 Q When did you learn that they had
12 purchased an interest in the Caw Caw Swamp
13 property?

14 A I can't give you a date or time
15 on that other than it was -- would have been
16 after the fact -- it would have been after
17 it was purchased After probably when I saw
18 it in the paper

19 Q What did you see it in the paper?

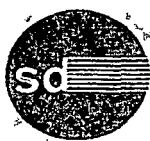
20 A Transaction

21 Q You read the transactions in the
22 newspaper?

23 A Yeah

24 Q Do you know when that was?

25 A No



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1 Q Soon after the transaction?

2 A It's usually within a couple of
3 weeks

4 Q What paper were you looking at?

5 A The Orangeburg County Democrat

6 Q Have you talked to Charles and
7 Cheri Thompson about your interest in the Caw
8 Caw Swamp --

9 A ~~Never~~ We've never mentioned any
10 of this

11 Q Have you talked with them since
12 this lawsuit has been filed?

13 A No I've talked to them, but not
14 -- this wasn't brought up With Charles

15 Q In the complaint that you filed
16 you suggest that they should have known that
17 you had an interest in this property What
18 information you do have that they should have
19 known that you had an interest in this
20 property?

21 A I don't believe I ever had an
22 interest in that property

23 Q All right What knowledge would
24 they have of any of your family members
25 interest? Any of your children's interest in



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1 the Caw Caw Swamp property?

2 A Well, I would imagine that they
3 realized how it came -- when they traced the
4 title they found out what happened, that it
5 was divided You know, the McLean family
6 divided it

7 Q I'm talking about the interest that
8 your children are claiming through this
9 lawsuit that they have the right to Caw Caw
10 Swamp property?

11 A They would have no way to know
12 what was going on in Bennettsville, no

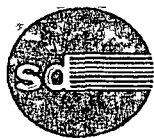
13 Q You mentioned that you have some
14 computer records I think there was some
15 questions about some statements that you may
16 have made to Jay Jackson's law firm

17 A I keep Quicken I keep things
18 like that

19 Q What other type of records do you
20 keep on your computer?

21 A That's basically it I just do my
22 accounting on the computer

23 Q You talked earlier about not
24 writing letters And there was a question
25 about e-mails Do you have e-mail



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1 communication on your computer?

2 A Yes I do

3 Q Do you keep copies of your
4 e-mails, or do you erase them?

5 A No, sir

6 Q You erase them?

7 A I erase them

8 Q How frequently do you erase them?

9 A Usually right away — I mean, maybe
10 not right when I read it, but a couple of
11 days I go back and erase them

12 Q You have one computer or more than
13 one?

14 A I have a main computer and a
15 laptop

16 Q And where is the main computer
17 located?

18 A My office

19 Q And that address is?

20 A Same as my house

21 Q Your office at your home?

22 A It's in another building, but it's
23 the same as my house

24 Q And your laptop, where is it?

25 A In my house



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1 Q No further questions

2 EXAMINATION

3 BY-MR PAYNE

4 Q Mr McLean I'm Jeff Payne I'm
5 battling a cold here today, so bear with me
6 I'm the lawyer for Mr Brogdan The Caw Caw
7 Swamp property, how long had that property
8 been in ya'lls family?

9 A A long time

10 Q And you talked earlier about your
11 home place being on one of these tracts, and
12 I lost you Where was your home place that
13 you were referring to?

14 A That's the Cannon Bridge Road
15 tract

16 Q What went on Caw Caw Swamp
17 property?

18 A Timber growing

19 Q Okay No hunting, fishing, lakes?

20 A Well, my son would go over there
21 and hunt sometimes, but very rarely

22 Q Okay When you and Mr Hal
23 Yarborough went to meet with Mr Brogdan
24 right after Mr Ellie Pence's death I think
25 you testified that you were concerned about



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1 your sister's health at that point, is that
2 correct?

3 A Yeah

4 Q And was she having some mental
5 problems at the time that you all were
6 concerned about?

7 A Well, a lot of it I'm having now
8 It's just old age is catching up But it

9 made me concerned, you know, that she needed

10 to be sure everything was in order in case
11 she passed away

12 Q And what were some of these things
13 that concerned you?

14 A The Orangeburg properties

15 Q I mean, about physically or
16 mentally or were you just worried about
17 getting ya'lls property straight?

18 A I just wanted to make sure she had
19 everything straight Mr Brogdan did
20 everything more or less for her

21 Q What health issues was she going
22 through? Do you know of any dementia,
23 Alzheimers? Just forgetfulness?

24 A Just forgetfulness You know,
25 thinking something might happen



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1 Q Was there anything that you can
2 remember specifically what was causing you
3 some concern about her memory? Just getting
4 old?

5 A Uh-huh

6 Q Now, I think you testified and I
7 want to make clear of this that your sister
8 never told you her intent for the Orangeburg
9 property, did she? What she was going to do
10 with it or anything like that?

11 A No

12 Q And you learned that when you met
13 with Mr Brogdan --

14 A Mr Brogdan explained all that to
15 me That's what she wanted -- what she wanted
16 down I think she already told him to do
17 that

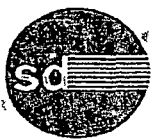
18 Q And was he specific about any of
19 the property that he knew about when you all
20 were talking?

21 A Orangeburg property

22 Q I know, but there's three or four
23 pieces Was he specific about any of --

24 A All the Orangeburg property

25 Q Which ones?



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1 A All her property in Orangeburg,
2 which would have been anything that she had

3 Q So when you met with Mr Brogdan,
4 you all discussed Caw Caw Swamp property?

5 A Yeah

6 Q Or just said look --

7 A All of her Orangeburg property

8 Q Did you discuss that tract

9 specifically?

10 A Yeah He discussed all of it

11 Q You did?

12 A Uh-huh

13 Q How about any of the other
14 property, Grambling?

15 A Yeah

16 Q Okay You sure?

17 A Yeah

18 Q And why can you remember that?

19 A Why can I remember that?

20 Q Yeah You said you can't remember

21 some things Is there anything that really

22 helps you remember that was discussed?

23 A Some things stand out and some
24 don't

25 Q Okay Do you think Mr Brogdan



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1 intentionally didn't transferred the Caw Caw
2 Swamp' property to the trust? "

3 A I think he just hadn't got around
4 to it 'Everybody was busy and I think' the
5 problem was he just hadn't 'got around' to
6 doing 'what she wanted him to do He was in
7 the process, I understand, on that He had
8 -- the lawyer already been informed that
9 drew the deed

10 Q Did you know about that until his
11 deposition was taken?

12 A Yes

13 Q And where did you learn that
14 before?

15 A I don't know, but I knew that I
16 did know that

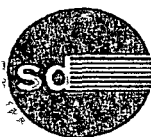
17 Q He just didn't get it into the
18 trust?

19 A Right' He hadn't gotten in before
20 something happened

21 Q Nothing intentional, just didn't
22 get it done?

23 A Just didn't get it done

24 Q Do you know when did Mr Hal
25 Yarborough, died?



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1 A About two years ago

2 Q Were you aware that Mr Hal
3 Yarborough was helping Mr Brogdan's attorney
4 with getting descriptions of some of this
5 property that was to be put in the trust?

6 A Yeah, I think they did do some
7 work

8 Q And did Mr Yarborough tell you

9 that he was helping him?

10 A Requested yes some of the
11 descriptions -- legal descriptions

12 Q Mr Yarborough was representing you
13 at that time, too, wasn't he?

14 A Uh-huh

15 Q As to the Cannon Bridge Road
16 property how long have you known about your
17 remainder interest in that property?

18 A Since 1954

19 Q And did your children -- or any of
20 your children know that you had a remainder
21 interest in that property?

22 A Yes

23 Q And which ones new?

24 A I couldn't be specific

25 Q How long have they known that you



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1 had -- or anyone of them known that you had
2 a remainder interest in Cannon Bridge Road
3 property?

4 A Well, we covered a lot of time
5 here The old is 45-years-olds and I couldn't
6 tell you when they knew that

7 Q If we could mark this as an
8 exhibit

9 (DFT EXHIBIT-3, Quit-claim Deed,
10 was marked for identification)

11 BY MR PAYNE

12 Q Mr McLean, I'm going to show you
13 what's been marked as Exhibit 3 And this
14 is a quit-claim deed, I believe that conveys
15 your remainder interest in the Cannon Bridge
16 Road property, is that correct?

17 A Uh-huh

18 Q Just say yes, if you could

19 A Right

20 Q Okay And when was this
21 quit-claim deed signed by you?

22 A It looks like on August the 9th,
23 2001

24 Q All right And you -- well, let
25 me back up Which children did you tell



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1 that you had quit-claim deeded this remainder
2 interest?

3 A All of them got told, because they
4 got

5 Q And did you tell them at about the
6 same time you signed this deed?

7 A Yes Before that They knew
8 about it before that

9 Q Okay So they knew about it
10 before 2001?

11 A Yes

12 Q And all of them knew that?

13 A Yes

14 Q Who prepared this deed for you?

15 A One of the Yarborough, Jackson --
16 one at that firm I'm not sure exactly
17 which one

18 Q I see John Fisher back at the back
19 of it Does that ring a bell?

20 A John Fisher?

21 Q Uh-huh

22 A No

23 Q He signed on the last page of it

24 MR ALEXANDER Where are you?

25 BY MR PAYNE



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1 Q The last page of the affidavit
2 It's the last page of Exhibit 3

3 A That's a Notary, right? Ain't
4 that the Notary?

5 Q On the very last page

6 A It's attorney --

7 Q You don't know John Fisher?

8 A Not that I recall I mean, he
9 might have been another attorney in the
10 office and it was something he asked him to
11 sign as the witness or something like that

12 Q In which office are you referring
13 to?

14 A To Yarborough, Hood and Jackson
15 It might have been a visiting attorney
16 because there was not -- well, at one time
17 there was another fellow but his name wasn't
18 fisher

19 Q Well, I notice that the probate
20 block is signed in Lexington County Did you
21 go to Lexington to sign this?

22 A Huh-uh

23 MR ALEXANDER Can you direct him
24 to a page on there?

25 BY MR PAYNE



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1 Q Page four is, the probate block on
2 Exhibit 3 It just says County of Lexington
3 and somebody signed it

4 A I can't recall who was who when,
5 you know, go signing legal papers It's
6 whoever the officer of the court

7 Q And if you look on the top of
8 page 1 it says, return it looks like to
9 something--Davis, Lexington, South Carolina

10 You think Mr Yarborough --

11 A Mr Jackson Mr Jackson lives in
12 Lexington County

13 Q Okay

14 A If that means anything He lives
15 in Lexington County so it could have been a
16 matter of convenience

17 Q Who is on -- whose address is 3578
18 Saint Matthews Road?

19 A That's me

20 Q That's you Okay And since 2001
21 who was paying the tax on the Cannon Bridge
22 Road property?

23 A JL McLean Property

24 Q That's LLC?

25 A Yeah Yes



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1 Q Prior to Mr Jackson or you and
2 Mr Jackson discussing a matter involving the
3 litigation between Lib Pence's estate and
4 Elizabeth Pence, has your son William given
5 you any documents relating to that litigation?

6 A Make that little more clearer now

7 Q It appears from these letters from
8 Mr Jackson that you all were discussing --
9 you and Mr Jackson were discussing these
10 issues back in October of 2002, is that
11 correct? Because he's writing you these --
12 these letters are going out and you're
13 getting copies of them

14 A I guess so, yeah

15 Q And prior to your discussions with
16 Mr Jackson -- let me ask it this way What
17 has your son told about -- your son William
18 told you about what was going on with the
19 trust and the litigation?

20 A I ain't got hardly any information
21 from William He lives in Columbia Excuse
22 me just a minute

23 (Off-the-record conference)

24 BY MR PAYNE

25 Q What you -- you said he didn't



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1 have much information What did he tell you
2 was going on?

3 A At which time now we talking
4 about?

5 Q Before you and Mr Jackson -- you
6 got Mr Jackson to try to get you some
7 information

8 A Oh, no No with them No

9 ~~discussions with him on that~~

10 Q Did he tell you they had asked him
11 to withdraw as being a trustee?

12 A No, he saw a copy of that letter
13 and didn't like it at all He would have
14 gotten on it

15 Q Let me ask you about -- listen to
16 the question Prior to this October of 2002
17 did your son, Bill, tell you that they had
18 asked him to withdraw as a trustee --

19 A Oh, yes

20 Q -- of a trust?

21 A Yes, I knew about that

22 Q Did he tell you he had obtained a
23 copy of the trust?

24 A Yes, I think so

25 Q Did he tell you he obtained a copy



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1 of the settlement agreement?

2 A I'm not sure about that one

3 Q Okay

4 A The trust I'm pretty sure

5 Q When did you all first learn, you

6 or any of your children, that the Caw Caw

7 Swamp property was not included in the trust?

8 Was it right about the time of these letters?

9 A I guess so

10 Q Or right before then?

11 A Before that I would think

12 Q As to the Cannon Bridge Road

13 property do you think Mr Brogdan knew about

14 that property, that remainder interest?

15 A I don't know

16 Q You have no idea or any specific

17 knowledge that he knew about that?

18 A No

19 Q Because that property is not

20 mentioned on anything from what I see, is

21 that correct?

22 A Other than it's been McLean

23 property, Orangeburg property

24 Q It's not mentioned under the

25 settlement agreements or any of the lists or



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1 this remainder interest --

2 MR ALEXANDER Object to the
3 form

4 THE WITNESS Orangeburg property
5 It's mentioned as Orangeburg property All
6 of her Orangeburg property

7 BY MR PAYNE

8 Q How many times --

9 -- A ~~Which back to my original~~

10 statement She didn't own it at the time of
11 her death

12 Q Who was handling the Cannon Bridge
13 Road property when your brother was alive?

14 A First National Bank of Orangeburg
15 SCBT it's called now

16 Q They paid the taxes?

17 A Uh-huh

18 Q All right Just a few more here
19 sorry How many times did you meet with Mr
20 Brogdan?

21 A Once

22 Q And your sister had confidence in
23 Mr Brogdan?

24 A Did very much so

25 Q And she liked him?



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1 A Yes

2 Q Trusted him?

3 A Been with him for years

4 Q Known him --

5 A As a matter of fact, I know ever

6 since they got married At least that long

7 Q And any reason to believe that

8 he's anything but honorable person?

9 A Very much Very honorable person

10 In fact, my daddy was with the firm Lundeen,

11 are you familiar with that?

12 Q Yes, sir

13 A My daddy started with him back

14 when we were children

15 Q So you all have known of Mr

16 Brogdan?

17 A I been knowing Mr Brogdan a long

18 time

19 Q In the lawsuit there's been an

20 allegation that he mismanaged the trust in

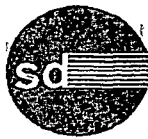
21 some way What has he done to mismanage it?

22 A I haven't been keeping up with

23 that as far as managing the trust

24 Q Any of your children complain about

25 what he did to mismanage the trust assets?



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1 A I think I might have a little idea
2 what you talking about, but not enough to
3 even discuss I think I know about where
4 you're coming from on that, but I can't
5 really -- don't have enough knowledge to talk
6 about it

7 Q How much is the Grambling tract
8 worth?

9 A What's it worth?

10 Q Yeah

11 A I don't know

12 Q How many acres is it?

13 A It's about 300 acres

14 Q Now, the trust -- or in the estate
15 valued it at 15 million dollars Do you
16 think that's high or low?

17 A That sounds in line to me

18 Q Sounds high?

19 A It sounds in line maybe I'm not
20 sure

21 Q Did you ever thank Mr Brogdan for
22 acting as the trustee to get that property
23 into the trust and ultimately to your family?

24 A Did I ever thank him?

25 Q Yes, sir



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1 A I was ready to reprimand him for
2 taking so long

3 Q Did you ever thanking him for
4 acting as the power of attorney?

5 A No

6 Q Did you ever -- did any of your
7 kids ever thank him for setting up the trust
8 pursuant to a power of attorney and getting
9 that property to your family?

10 A No, we didn't thank him I mean,
11 I assumed he had been paid to do that

12 Q But you don't no that?

13 A I don't know that, no I think I
14 saw something where he had been paid a
15 trustee's fee or whatever for handling it

16 Q I'm talking about prior to your
17 sister's death?

18 A Oh, no, I knew nothing about that
19 No I wasn't informed of any of that

20 Q And you realized if he hadn't set
21 up that trust you all wouldn't have gotten
22 any of that property --

23 MR ALEXANDER Object to the
24 form

25 BY MR PAYNE



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1 Q -- you do realize that?

2 A Yes It should have been all of
3 it, though, not just one -- I mean, he
4 should have done all of it

5 Q Let me ask you a question Are
6 you aware that if he hadn't set up that
7 trust pursuant to the power of attorney, that
8 your family would not have received --

9 A Sure

10 MR ALEXANDER Object to the
11 form

12 THE WITNESS Sure

13 BY MR PAYNE

14 Q And you all had no idea what he
15 was doing in that regard as far as taking
16 too long like you said a few minutes ago
17 did you?

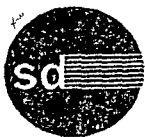
18 A Like I said we were kept in the
19 dark Nobody kept us informed

20 Q You're talking about after your
21 sister's death he took too long, is that what
22 you're referring to?

23 A Uh-huh

24 Q All right No further questions

25 ///



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EXAMINATION

BY-MR HENRIKSON

Q I've got a couple of follow-up
Mr McLean, you mentioned that your children
had somebody looking into the issues raised
by Exhibit 1 and Exhibit 2 Do you know who
that was who was looking into it? I assume
it was a lawyer but do you know who it was?

A Back now to what I said

Q You said that -- we asked you
about Exhibit 1 and Exhibit 2, the letters to
and from Mr Drennan and Mr Jackson ?

A Uh-huh

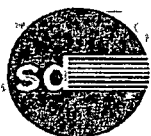
Q You indicated that your children
told you that they were having somebody
looking into those issues Do you remember
testifying to that?

MR ALEXANDER Object to the
form

THE WITNESS I got to get on the
same page with you, because I really don't --
the issues we talked about?

MR ALEXANDER Let's go off the
record for one second

THE WITNESS I don't know where



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1 this come from Can you read that back to
2 me what I said? Well, I can't answer that
3 as such, because I don't know exactly what I
4 referred to somebody looking into this

5 BY MR HENRIKSON

6 Q Okay And I guess it was --
7 whenever it was, do you know who it may have
8 been?

9 - MR ALEXANDER - Object to the
10 form

11 BY MR HENRIKSON

12 Q Let me ask you this Are you
13 aware of any other lawyer or any other person
14 other than Mr Jackson --

15 A Oh, yeah, yeah

16 Q -- quote, looking into this for
17 your children?

18 A Yes They had someone else before
19 David

20 Q Who was that, do you know?

21 A I 't don't remember the name

22 Q Do you know which of your children
23 told you they had someone else looking into
24 this?

25 A No, I talked to all of them



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1 Q Okay Now, either at the time of
2 this partition action, do you remember that?

3 A Uh-huh

4 Q Either at the time of the
5 partition action or at any time in the '90s
6 up until your sister's death, was there ever
7 any animosity between you and her?

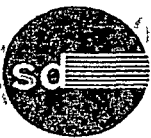
8 A Not as such As far as brother
9 and sister we got along fine We learned to
10 get along, we didn't discuss property matters
11 We didn't discuss them

12 Q Was that because there was some
13 friction between you regarding property
14 matters?

15 A Yes There was friction to this
16 extent that we could discuss it and we --
17 before she got married, we discussed what we
18 settle on and that was it After that it
19 got to be when we discussed it and we
20 decided what we were going to do and then
21 I'd get a call -- a word back through mother
22 she changed her mind

23 Q You said through her mother what
24 do you mean?

25 A Through my mother



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1 Q Through your mother

2 A Through my mother that she had
3 changed her mind So it got where we didn't
4 discuss it anymore

5 Q Was there some friction between you
6 all regarding the partition action in the
7 dividing up of that property?

8 A I couldn't get agreement

9 ~~voluntarily~~ I had to go file for the
10 partition action

11 Q So you sued her actually?

12 A Yeah Had to arrange the suit
13 particularly because my brother was involved
14 It all had to be done like that There was
15 no other way Even if he said -- if he was
16 agreeable to it or whatever and I think he
17 would have been

18 Q When you and your sister divided
19 the Grambling Road property you mentioned that
20 before, was that by partition action or was
21 that a voluntary?

22 A Voluntary

23 Q Okay I don't have anything else
24 Thank you very much

25 ///



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EXAMINATION**BY-MR JAMES**

Q One follow-up You testified that you talked to Mr Brogdan at a time before he transferred any Orangeburg property to the trust?

A Yes I think it was before It might have been -- I don't think he would have done anything yet I think he was talking about doing it

Q Did he ask you to help him identify what was the Orangeburg County property?

A Not that I can recall

Q Did at any time before your sister died look at the Orangeburg County deed records to see what property had been transferred to the trust?

A Well, I told them when I saw it come out in the paper was the Grambling property That's the only record I looked at that it came out And of course, my attorneys were aware of that

Q But you knew before your sister died that the Grambling property had been



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1 transferred to the trust?

2 A Right

3 Q Would you have then known that the
4 other property had not been transferred to
5 the trust?

6 A Not for sure I knew that the
7 Grambling one was

8 Q And how did you know that?

9 A I think Mr Yarborough looked it
10 up if I'm not mistaken I saw it in the
11 paper and he the he verified it for me

12 Q But that would have been before
13 your sister died?

14 A Yeah, I think so

15 Q But then you would have known that
16 at the time your sister died, she still owned
17 title to the Caw Caw Swamp property?

18 MR ALEXANDER Object to the
19 form

20 BY MR JAMES

21 Q Did you know that at the time your
22 sister died that she still owned title?

23 A Not for sure Not legally I
24 didn't I didn't -- I hadn't been informed
25 of it, no



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1 Q Did you go check the records or
2 have anybody check the records for you?

3 A No

4 Q Okay No further questions

5 MR DAVIS I have no further
6 questions

7 MR EASTERLING No further
8 questions

9 EXAMINATION

10 BY-MR MOORE

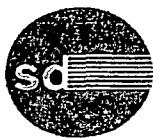
11 Q I do Just to follow-up on that
12 You saw in the paper that the Grambling
13 property transferred to the trust You
14 confirmed that with Mr Yarborough?

15 A Uh-huh

16 Q At that time you didn't ask
17 questions like, what happened to the other
18 two pieces of property why weren't they
19 transferred to the trust?

20 A Yes We were looking for it to
21 happen, it never did happen

22 Q That one time you met with Mr
23 Brogdan, did you specifically use the words
24 Caw Caw Swamp property, or did you just talk
25 about the Orangeburg County property?



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1 A I wasn't specific on any property

2 Q You were not specific on any
3 property?

4 A No Trying to look out for her
5 interest, you know, and that things were
6 taken care of accordingly

7 Q So during your conversation in your
8 one meeting with Mr Brogdan, you would have

-- 9 talked about the Orangeburg County property in
10 general not identifying specific tracts by
11 specific names?

12 A No The Orangeburg County
13 property

14 Q What is your e-mail address?

15 A Nmclean@bellsouth net

16 Q Thank you

17 MR HENRIKSON Now you're going
18 to get spam from his firm

19 THE WITNESS What's that?

20 MR HENRIKSON I'm just kidding

21 MR ALEXANDER He said you're
22 going to get spam from his firm

23 THE WITNESS Those are the first
24 things I throw away when I open my Inbox

25 ///



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1 EXAMINATION

2 BY-MR PAYNE

3 Q And I've got a couple Do you
4 make it a habit of looking in the paper
5 every week to see what gets conveyed?

6 A Not every week but generally I can
7 kind of a scan it to see if anything is
8 being conveyed

9 Q Did Mr Brogdan tell you that your
10 sister had given him some deeds?

11 A No

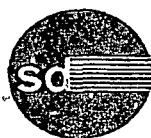
12 Q Okay That's all

13 MR JAMES Nothing

14 MR HENRIKSON Thank you very
15 much, sir I appreciate you coming

16 (The deposition was concluded at
17 12 33 PM)

18 (The witness after having been
19 advised of his right to read and sign this
20 transcript waives that right)
21
22
23
24
25



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DESCRIPTION OF DEFENDANT'S EXHIBITS

EXHIBIT DESCRIPTION

1	Letter to James Jackson from James B
	Drennan, III Dated October 1, 2002
2	Letter to James Drennan from James
	Jackson, Dated October 21, 2002
3	Quit-claim Deed



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CERTIFICATE OF REPORTER

I, Andrea Michelle Slayton, Court Reporter and Notary Public for the State of South Carolina at Large, do hereby certify that the foregoing transcript is a true, accurate, and complete record

I further certify that I am neither related to nor counsel for any party to the cause pending or interested in the events thereof

Witness my hand, I have hereunto affixed my official seal this 3rd day of December, 2007, at Dalzell Sumter County, South Carolina



Andrea Michelle Slayton

Notary Public - South Carolina

My Commission Expires

March 18 2013



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MCLEAN, NORMAN
EXHIBIT 1

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DENNIS, SHAW & DRENNAN, LLC

ATTORNEYS AT LAW
103 LAFAYETTE STREET
REPLY TO POST OFFICE BOX 891
SPARTANBURG SC 29304 0891
TELEPHONE (864) 582 0708
FAX (864) 582 0934

October 1, 2002

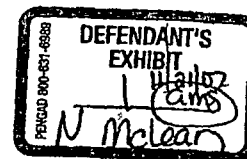
JAMES W. SHAW P.A.
JAMES B. DRENNAN, III P.A.
ANTHONY H. RANDALL P.A.
ALSO ADMITTED IN MASSACHUSETTS
CERTIFIED SPECIALIST IN ESTATE PLANNING PROBATE & TRUST LAW
ALSO ADMITTED IN NORTH CAROLINA

R. RAY DENNIS
OF COUNSEL

James B. Jackson, Jr., Esq.
Yarborough, Hutto & Jackson
Attorneys at Law
P O Box 2268
Orangeburg, SC 29116 2268

Re Estate of Elizabeth M. Pence

Dear Jay



I appreciate your sending me a copy of the deed by which Elizabeth M. Pence acquired the two properties which comprise the Caw Caw Swamp property.

I was disappointed at the comments which you made in your letter of September 27th regarding your construction of the Compromise and Settlement Agreement which was reached in connection with the Brogdon trust litigation. I believe that I have already explained to you why the Caw Caw Swamp property is not covered by that Settlement Agreement and it will not, therefore, be included in the Orangeburg County property which passes to your clients, the McLeans.

What I told you previously is that Hall Yarborough had advised me that the Caw Caw Swamp property was part of the Orangeburg County property which had been transferred into the Brogdon trust. If I have not already given you a copy of his letter to me to that effect, I can do so.

Acting upon the information which had been given to me by Mr. Yarborough, I believed that the Caw Caw Swamp property was part of the Brogdon trust and I included it on the estate tax return as property belonging to that trust, but taxable as part of Mrs. Pence's estate.

When we settled the Brogdon trust litigation, I still was under the impression that the Caw Caw Swamp property was in the Brogdon trust. It was only after the Court had approved the Settlement Agreement that Mr. Brogdon advised me for the first time that the Caw Caw Swamp property had never been transferred into his trust and it was not, therefore, subject to the Settlement Agreement.

Since the purpose of the Settlement Agreement was to divide up the Brogdon trust property and end the trust litigation, it has no effect on any property which was not trust

property at the time the Settlement Agreement was entered into. If it had been intended that the Caw Caw Swamp property be made subject to the trust and to the provisions of the Settlement Agreement which will cause the trust's Orangeburg County property to go to your clients, there would have been a provision to that effect in the Settlement Agreement.

I believe that Hall Yarborough made an honest mistake when he told me that the Caw Caw Swamp property was part of the Brogdon trust, but his mistake is not going to inure to the benefit of your firm's clients and to the detriment of my client, whom he was effectively representing when he undertook to do the work for me.

If your clients have an interest in purchasing this property from Mrs. Pence's estate I will be glad to discuss that with you.

With kindest regards,

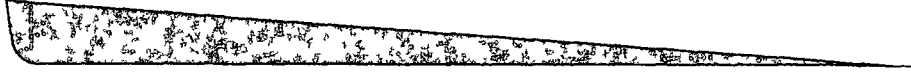
Sincerely yours,

JBD,III/tl
CC Freeman W. Coggins Jr., Senior Vice President
Mack Cornett, Trust Officer

James B. Drennan, III



MCLEAN, NORMAN
EXHIBIT 2



YARBOROUGH, HUTTO & JACKSON
ATTORNEYS AT LAW
198 DOCKET STREET N E
POST OFFICE BOX 2268
ORANGEBURG SOUTH CAROLINA 29116 2268

HALL YARBOROUGH
RONALD E HUTTO
JAMES B JACKSON JR

TELEPHONE
(803) 534-0626
(803) 534 0852
FAX
(803) 536 2175

October 21 2002

James B Drennan, III, Esquire
Dennis, Shaw & Drennan, LLC
103 Lafayette Street
Spartanburg S C 29304-0891

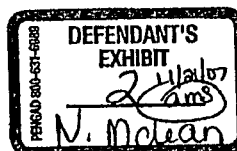
Re Estate of Elizabeth M Pence Estate

Dear Jim

This is to advise that I am in receipt of your letter of October 1 2002 and I appreciate your again explaining this situation to me Unfortunately I did remember that you had made some explanation to me regarding this matter but I could not remember all of the details and I appreciate your putting those in writing I apologize for making you go to this efforts but I appreciate your letter

I have discussed the matter with my clients and they do accept the fact that the Caw Caw property and the Cannon Bridge Road property in which Elizabeth had a remainder interest were not put into the trust Therefore we accept that title to those properties passed through the Wills of Elizabeth Pence the mother and Elizabeth Pence the daughter Therefore the purpose of this letter is simply assure you that we do accept and agree with the matters set forth in your letter of October 1, 2002

The additional purpose of this letter is to request that you provide us with a copy of the Will of Elizabeth Pence the daughter because we do not have a copy of that document Additionally we would like to let you know and would ask that you let the beneficiaries of Ms Pence's Will know that my client's are willing, to purchase these two pieces of property in order to keep them in the family My clients first choice would be to purchase the remainder interest of the Cannon Bridge Road property in which the Lennon McLean has a life estate Secondly my clients would also be interested in purchasing the Caw Caw property but believe that they would probably have to do so after the timber was cut and sold on thereon I would appreciate your forwarding this

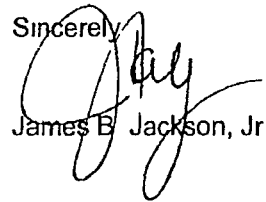


James B Drennan III Esquire
Page Two
October 21 2002

information to the appropriate persons to determine whether or not they might be willing
to sell these Orangeburg properties

With kind regards I am

Sincerely



James B Jackson, Jr

JB Jr/ddb

cc Jim McLean

MCLEAN, NORMAN
EXHIBIT 3

3
3

Res. *Richard Bous, del*
P.O. Box 444
Spartanburg, S.C. 29574-0444

2001/3901
01 AUG 16 PM 2 28
ORANGEBURG
J.E.D.S.
CO SC

STATE OF SOUTH CAROLINA) THIS INSTRUMENT PREPARED WITHOUT
COUNTY OF ORANGEBURG) ABSTRACT VERIFICATION OR
EXEMPT) TITLE EXAMINATION
QUIT-CLAIM DEED

KNOW ALL MEN BY THESE PRESENTS that I, Norman M. McLean (hereinafter referred to as the Grantor) for and in consideration of the sum of Five (\$5 00) Dollars, love and affection to the Grantor paid by my children, *Maria McLean Chol, James N McLean, William N McLean and Robert L McLean* (hereinafter referred to as the Grantees), in the State aforesaid, the receipt of which is hereby acknowledged have remised, released and forever quit claimed and by these presents do remise, release and forever quit-claim unto the Grantees, their Heirs and Assigns all my interest in and to the following described real property reserving, however unto myself and my assigns for and during my natural lifetime, all rights easements and privileges necessary or convenient for and to the harvesting and removal of merchantable trees and timber on said property including but not limited to the right to enter and leave said property for the purpose of cutting and removing said trees and timber and to do all things necessary upon the lands in removing and cutting said trees and timber (all such reserved rights easements and privileges being hereinafter referred to as the Timber Rights)

All that certain piece, parcel or lot of land situate, lying and being in Zion Township Orangeburg County South Carolina, containing two hundred twenty six and 6/10ths (226 6) acres, more or less bounded as follows On the North by lands now or formerly of Willie W. Murphy and lands formerly belonging to the estate of D. Lewis on the East by North Edisto River and lands now or formerly of Mrs. Mary M. Jeffcoat on the South by lands now or formerly of Mrs. Mary M. Jeffcoat, on the West by lands now or formerly of the estate of D. Lewis

ALSO All that certain piece, parcel or tract of land, situate, lying and being in Zion Township Orangeburg County State of South Carolina, containing one hundred twenty-two (122) acres more or less, and bounded as follows On the North and Northeast by that certain tract of land containing one hundred twenty five (125) acres now or formerly of James L. McLean Jr. on the East by the Cannon Bridge Public Road on the South by lands formerly of McLeod and McLean Lumber Company Thomas Brickle, John Brickle and Mrs. S. Riley and on the Northwest by the right of way of the Atlantic Coast Line Railroad Company

ALSO All that certain piece, parcel or tract of land, situate lying and being in Zion Township Orangeburg County South Carolina, containing sixty-seven (67) acres more or less, bounded as follows On the North and West by lands now or formerly of the estate of Minerva Jeffcoat, on the South by lands now or formerly of John Simpson and lands now or formerly of the estate of Elijah Hughes, and on the East by lands now or formerly of J. M. Brickle.

OFFICE OF ASSESSOR
01/14 00:00:00 01 PARCEL 001
COUNTY MARION K. LLOYD, COUNTY ASSESSOR

BR0883P0253

DEFENDANT'S
EXHIBIT
3
N McLean

ALSO All that certain place, parcel or tract of land, situate, lying and being in Zion Township Orangeburg County State of South Carolina, containing one hundred forty three (143) acres, more or less, bounded on the North by lands now or formerly of James L. McLean, on the East by North Edisto River on the South by lands now or formerly of the estate of J B Brickle and lands now or formerly of James L. McLean, on the West by lands now or formerly of James L. McLean, the same being the northern portion of Tract B on plat made by Styles R-Mellichamp Surveyor dated November 29 1901 of the lands of Mrs. M M Jefferson and Miss N C Joyner this tract includes a small portion of Tract A on said plat that was conveyed to Zadie E. Brickle by Mrs. Bert Jennings.

ALSO All that certain piece, parcel or tract of land, situate lying and being in Zion Township County and State aforesaid, containing five and 5/10ths (5.5) acres, more or less and bounded on the North by lands now or formerly of James L. McLean, on the East by lands now or formerly of James L. McLean, on the South by lands now or formerly of Zadie E. Brickle and on the West by lands now or formerly of James L. McLean said tract of land being the southern portion of Tract B shown on a plat made by Styles R. Mellichamp, Surveyor dated november 29, 1901 of the lands of Mrs. M. M. Jeffcoat and Miss N. C. Joyner

ALSO All that certain piece parcel or tract of land, situate lying and being in Zion Township County and State aforesaid containing forty-seven (47) acres more or less, bounded on the North by lands now or formerly of Zadie E Brickle the run of the branch being the line, on the East and South by lands now or formerly of James L. McLean, Trustee, formerly of Flora C. Ayers on the West by lands now or formerly of James L. McLean Trustee, more fully described on a plat made by S D Moss Surveyor dated October 14 1935 the said plat being added to a plat of McLeod and McLean recorded in the Office of Register of Deeds for Orangeburg County in Plat Book 6, at page 22

DERIVATION: Being a portion of that property conveyed to Grantor by deed of James L. McLean et. al. dated 7/3/54 and recorded 6/24/55 in Deed Book 195 Page 595 in the Office of the Register of Deeds for Orangeburg County SC

TMS# Pratt of 01500000000 #0230670

GRANTEES ADDRESS 3578 St. Matthews Rd.
Orangeburg, SC 29118

1004

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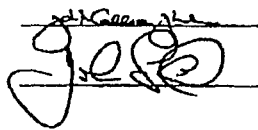
TOGETHER with all and singular the Rights, Members, Hereditaments and Appurtenances to the said premises belonging, or in anywise incident or appertaining.

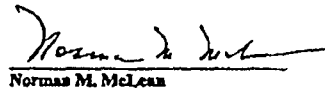
TO HAVE AND TO HOLD all and singular the premises before mentioned unto the Grantees, their Heirs and Assigns forever so that neither the said Grantor nor his Heirs, nor any other person or persons claiming under him or them shall at any time hereafter by any way or means, have, claim or demand any right or title to the aforesaid premises or appurtenances, or any part or parcel thereof forever reserving, however unto the Grantor and his assigns, for and during his natural lifetime, all said Timber Rights set forth herein.

Any reference in this instrument to the singular shall include the plural and vice versa. Any reference to one gender shall include the others, including the neuter. Such words of inheritance shall be applicable as are required by the gender of the Grantee.

IN WITNESS WHEREOF, the Grantor has hereunto set his Hand and Seal this 9th day of August in the year of our Lord Two Thousand One, and in the two hundred and twenty-sixth year of the Sovereignty and Independence of the United States of America.

Signed, Sealed and Delivered
in the Presence of:


Joseph M. McLean


Norman M. McLean

BK08836255

0883
0256

STATE OF SOUTH CAROLINA)
COUNTY OF LEWIS)

PROBATE

PERSONALLY appeared before me the undersigned witness, who being duly sworn, says that (s)he saw the within-named Grantor Norman M. McLean sign, seal and as his act and deed deliver the within Quit-Claim Deed and that (s)he with the other witness whose signature appears above witnessed the execution thereof

[Signature]
(Witness)

SWORN to before me this 9th
day of August 2001

[Signature] (L.S.)
Notary Public for South Carolina
My Commission Expires 1/17/2005

K0883P0256

PERSONALLY appeared before me the undersigned, who being duly sworn, deposes and says.

- 1 I have read the information on this affidavit and I understand such information.
- 2 The property being transferred is located at UNION PARK, 2500 14TH AVE. S.W., being DEED OF CONVEYANCE, County Tax Map Number Part of 1979-00181-018 was transferred by WILLIAM W. WILSON to WILLIAM W. WILSON, JR. on 8/24/01
- 3 Check one of the following. The deed is
- (a) ☐ subject to the deed recording fee as a transfer for consideration paid or to be paid in money or money's worth.
- (b) ☐ subject to the deed recording fee as a transfer between a corporation, a partnership, or other entity and stockholder, partner or owner of the entity or is a transfer for a loan or as a distribution to a stock beneficiary.
- (c) ☒ exempt from the deed recording fee because (See Information section of affidavit) WILLIAM W. WILSON, JR. is the son of WILLIAM W. WILSON. (If exempt, please skip items 4-7 and go to item 8 of this affidavit.)
- 4 Check one of the following if either item 3(a) or item 3(b) above has been checked (See Information section of this affidavit)
- (1) ☐ The fee is computed on the consideration paid or to be paid in money or money's worth in the amount of _____
- (b) ☐ The fee is computed on the fair market value of the realty which is _____
- (c) ☐ The fee is computed on the fair market value of the realty as established for property tax purposes which is _____
- 5 Check Yes ☐ or No ☒ to the following: A lien or encumbrance existed on the land, tenement, or realty before the transfer and remained on the land, tenement, or realty after the transfer. If Yes, the amount of the outstanding balance of this lien or encumbrance is: _____
- 6 The deed recording fee is computed as follows: _____
- (a) ☐ Place the amount listed in item 4 above here: _____
- (b) ☐ Place the amount listed in item 5 above here: _____
(If no amount is listed, place zero here.)
- (c) ☐ Subtract Line 6(b) from Line 6(a) and place result here: _____
- 7 The deed recording fee due is based on the amount listed on Line 6(c) above and the deed recording fee due is: _____
8. As required by Code Section 12-24-70, I state that I am a responsible person who was connected with the transaction as: A SELLER OF THE PROPERTY

9 I understood that a person required to furnish this affidavit who willfully furnishes a false or fraudulent affidavit is guilty of a misdemeanor and, upon conviction, must be fined not more than the thousand dollars or imprisoned not more than one year or both.

Responsible Period Connected with the Transactions

SWORN to before me this 13th
day of August 1924
John William Brown
Notary Public for Ill.
My Commission Expires 23-2-24

Journal & Enquirer Reported by _____ day of _____
Print or Type Name Here August 01 1900
Box 885 No. 253
Salem, Oregon
ORANGEBURG CO SC.

INFORMATION

[illegible]

Estimated from the face are double.

- (1) transferring entity is which the value of the entity, as defined in Code Section 1361-2(a), is equal to or less than one hundred dollars;
- (2) transferring entity is the federal government or a trust, its agencies and departments, and its political subdivisions, including school districts;
- (3) that are otherwise exempted under the laws and Constitutions of this State or of the United States;
- (4) transferring entity is which no gain or loss is recognized by reason of Section 1081 of the Internal Revenue Code as defined in Section 124-64(a);
- (5) transferring entity is in order to preserve entity as long as no consideration is paid for the transfer other than the interest in the entity that is being exchanged in order to preserve the entity;
- (6) transferring in full interest gave space as is currently used by a voluntary company formed under Chapter 33 of Title 29;
- (7) the conditions a decision for the sale of entity in the form of a partnership, or trust in order to become, an S corporation, or a trust beneficiary of a trust, or a transferee entity to a corporation, a partnership, or trust in order to become, an S corporation, or a trust beneficiary of a trust, or the increase in value is paid for the transfer other than stock in the corporation, interest in the partnership, or beneficiary interest in the trust, or the increase in value is paid for by the grantor. However the value of entity may be "depreciation," "amortization," or "depletion," or the value of the entity is subject to the tax even if the entity is transferred to another corporation, trust, partnership, or trust;
- (8) transferring entity from family partnership to a person or from a family trust to beneficiary provided no consideration is paid for the transfer other than the interest in the partnership or trust;
- (9) transferring entity to a family trust is to which the beneficiaries are all members of the same family. The beneficiaries of the same family may not include charitable entities. "Family" means the grantor and the grantor's spouse, parents, grandparents, aunts, uncles, nephews, nieces, grandchildren, and the spouses and first descendants of any of the above. A family entity may be an entity which has received deductible contributions under Section 170 of the Internal Revenue Code as defined in Section 124-64(a);
- (10) transferring entity is necessary pursuant to considerations from a constituent corporation to the successor or sole representative;
- (11) transferring entity is necessary or consideration from a constituent partnership to the continuing or sole representative and;
- (12) the constituent corporation or partnership does not need to purchase the entity transferred in the transfer, provided that no consideration may be paid or is to be paid under the conversion or partition deed.

Copy of Transcript

STATE OF SOUTH CAROLINA
COURT OF COMMON PLEAS
COUNTY OF ORANGEBURG

NORMAN M MCLEAN, JAMES N MCLEAN,
MARIE MCLEAN CHOI WILLIAM N MCLEAN
ROBERT L MCLEAN AND JL MCLEAN
PROPERTIES, LLC,

Plaintiffs,

vs

CASE NO 2006 CP 38-1523

JAMES B DRENNAN III AS PERSONAL
REPRESENTATIVE OF THE ESTATE OF
ELIZABETH MCLEAN PENCE JAMES E
BROGDAN, SR AS TRUSTEE OF THE TRUST
AGREEMENT OF ELIZABETH MCLEAN PENCE
DATED MAY 28 1999 WACHOVIA BANK
NATIONAL ASSOCIATION, AS PERSONAL
REPRESENTATIVE OF THE ESTATE OF
ELIZABETH P PENCER TRUSTEE, MARLBORO
ACADEMY INC CHARLES P THOMPSON,
CHERI BROWN THOMPSON MONEY TO GO, LLC
JAMES J PENCE JR AS PERSONAL
REPRESENTATIVE OF THE ESTATE OF STEPHEN
PENCE AND HARRY R EASTERLING, JR ,

Defendants

DEPOSITION OF

JAMES N MCLEAN

November 21 2007

1 14 p m

Turner Padgett Graham & Laney
1901 Main Street
Columbia SC

Andrea Michelle Slayton, Court Reporter



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APPEARANCE OF COUNSEL

ATTORNEY FOR PLAINTIFFS NORMAN M MCLEAN, JAMES
N MCLEAN, MARIE MCLEAN CHOI, WILLIAM N MCLEAN,
ROBERT L MCLEAN, AND JL MCLEAN PROPERTIES, LLC
CULBERTSON & ALEXANDER
DAVID ALEXANDER ESQUIRE

110 Williams Street

Greenville, SC 29601

(864) 370 8222

david@culbertalexander.com

ATTORNEYS FOR DEFENDANTS JAMES B DRENNAN, III, AS
PERSONAL REPRESENTATIVE OF THE ESTATE OF
ELIZABETH MCLEAN PENCE
CLARKSON, WALSH, RHENEY & TERRELL
MATTHEW H HENRIKSON, ESQUIRE

1164-A Woodruff Road

Greenville SC 29607

(864) 672-7115 or (864) 232 4400

mhenrikson@cwrtlaw.com

ALSO PRESENT

JAMES B DRENNAN, III



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APPEARANCE OF COUNSEL (CONT)

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BELL, DAVIS & PITT, P A

EDWARD B DAVIS ESQUIRE

227 West Trade Street Ste 2160

Charlotte, NC 28202

(704) 227 0129

ward davis@belldavispitt com

CHARLES P THOMPSON AND CHERI BROWN THOMPSON

ELLIS, LAWHORNE & SIMS

W CLIFF MOORE III, ESQUIRE

1501 Main Street, 5th Floor

Columbia, SC 29201

(803) 254 4190

cmoore@ellislawhorne com

JAMES E BROGDAN, SR

TURNER, PADGET, GRAHAM & LANEY

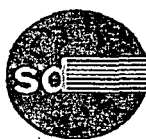
JEFFREY L PAYNE, ESQUIRE

1831 West Evans Street, 4th Floor

Florence SC 29501

(843) 656 4432

jpayne@turnerpadget com



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Deposition of James N McLean

November 21 2007

JAMES N MCLEAN being first duly
sworn, testified as follows

EXAMINATION

BY-MR HENRIKSON

Q Please state your full name for
the record

A James N McLean

Q My name is Matt Henrikson I
represent Jim Drennan who is sitting next to
me in the lawsuit that you're a plaintiff in
along with some of your family members And
I'm going to ask you some questions, today
A little bit about your background, about
what facts you know regarding this lawsuit

A What's your name?

Q Matt Henrikson

A Matt

Q And I'm required by the Supreme
Court of South Carolina that once you've been
sworn, which you just have been, that you
can't discuss your testimony with anybody else
until the deposition is over We can take a
break at any time you want, but you just



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1 have to remember that

2 'A Okay

3 Q Also, if you have any questions
4 about any question asked of you, you can't
5 consult your lawyer you have to ask the
6 lawyer who posed the question originally

7 A Okay

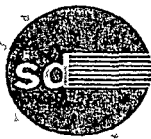
8 Q Have you ever been deposed before?

9 A I don't know I've been to
10 hearings and stuff I don't if it was a
11 deposition or not

12 Q This is a -- the court reporter is
13 taking down everything everybody says So
14 because of that, in order to make it
15 convenient you just need the make sure you
16 answer verbally as opposed to shaking or
17 nodding your head, saying uh-huh and huh-uh,
18 which is tempting for witnesses sometimes

19 A Yeah

20 Q And if you have any questions
21 about anything I ask you, please ask me to
22 repeat it, rephrase it or explain it And
23 if I have any questions about anything you
24 tell me I'll do the same Also for the
25 court reporter's sake if you can just wait



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1 until I finish the question before you start
2 your answer, even if you think you know what
3 the question is going to be, it just makes
4 it easier to have a record Do you
5 understand all those things?

6 A Yes

7 Q Okay What is your current -- I'm
8 sorry What is your date of birth?

9 A 11-29-66

10 Q And what is your current residence
11 address?

12 A 4005 Turkey Hill Court, Orangeburg,
13 29118

14 Q And who lives with you at that
15 address?

16 A Nobody

17 Q Are you married?

18 A Single

19 Q Have you ever been married?

20 A No

21 Q Do you have any relatives to whom
22 you're connected in Orangeburg County with the
23 last name other than McLean?

24 A Any relatives -- yeah

25 Q Cousins?



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1 A Yeah, I've got people in
2 Orangeburg

3 Q What last names of those relatives
4 can you recall today?

5 A Brown Phillips Should have paid
6 better attention at the family reunion
7 That's the main ones, Brown and Phillips

8 Q Is Ashton Phillips familiar?

9 A Ashton Phillips? No, I don't know
10 Ashton

11 Q Brown, Phillips, that's what you
12 remember today?

13 A Yeah That's name is from
14 England, one generation, so it ain't kin to
15 anybody

16 Q Tell me a little bit about your
17 educational background

18 A I have a BS from College of
19 Charleston

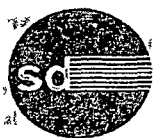
20 Q What year did you get that?

21 A 1990

22 Q And how about high school?

23 A High school -- high school diploma
24 from Wayne Hampton Academy

25 Q What year was that?



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1 A '85

2 Q Any other education -- formal
3 education?

4 A You know, technical real estate
5 appraisal I have real estate appraiser
6 Mass real estate appraiser license for the
7 State of South Carolina

8 Q Okay When did you get that?

9 A It was some time in the '90s I
10 mean, some time after '92 when I started
11 working there And also I have a real estate
12 license, so I've training in -- you know,
13 taking the real estate courses

14 Q Do you have real estate broker's
15 license or a sales license or anything like
16 that?

17 A Just a sales license

18 Q Give me a little bit of your work
19 history from the time you got your degree at
20 College of Charleston

21 A Well, I did temporary jobs after
22 College of Charleston The first real career
23 type job was working for Orangeburg County
24 I worked for Orangeburg County as a real
25 appraiser



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1 Q What department in the County?

2 A Assessor's Office

3 Q Okay When did you start that
4 you think?

5 A '92

6 Q How long were you there?

7 A I'm still there I mean, I was
8 an appraiser, then at some point in the later
9 '90s I became chief appraiser Then I left
10 to go to Calhoun County And then they
11 hired me back at Orangeburg County like a
12 year later as deputy assessor and now I'm the
13 county assessor

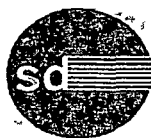
14 Q And when did you first become
15 county assessor?

16 A I believe it was 2003

17 Q Okay And for the -- you say for
18 the year prior to that -- I'm sorry How
19 long were you deputy assessor prior to
20 becoming the assessor?

21 A Let's see I came back from
22 Calhoun County in 2000 -- in '99 or 2000
23 So from '99 or 2000 to 2003 I was deputy
24 assessor

25 Q And is the tax assessor an elected



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1 office?

2 A No

3 Q Who is your immediate supervisor
4 there?

5 A Currently?

6 Q Yeah

7 A Marion Lloyd, who is the deputy
8 administrator of property services

9 - Q Okay And tell me as deputy
10 assessor and assessor what are your duties?
11 What do you do daily?

12 A The duty of assessor is to
13 appraise real estate or to make sure that
14 appraisal is done of real estate for tax
15 purposes We do a five-year revaluation We
16 go out and look at all the property and come
17 up with a value for it Notify the taxpayer
18 of those tax values, and then, you know,
19 handle any appeals if people question the
20 values we have on them

21 And right now -- I mean, a lot of
22 it is done with software We have to -- we
23 use a basically create a computer model of
24 the county as far as values are concerned
25 And with that computer model we use it to



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1 appraise the -- appraise the rest of the
2 county And that's actually what we're in
3 the process of doing right now is appraising
4 the county

5 Q How many people are in the
6 Assessor's Office in Orangeburg?

7 A We got some part-time and some
8 full-time Somewhere in the neighborhood of
9 16 or 17

10 Q How many of those are actual in
11 the field appraisers?

12 A I think I got five -- I got five
13 full-time appraisers I got three -- four
14 four give or take, depends on if a guy comes
15 back sick, part-time

16 Q And then what other positions are
17 there in the office? There's assessor, the
18 deputy assessor some clerical?

19 A I got four clerks -- no, excuse
20 me, six clerks right now and a deputy
21 assessor And I included the chief appraiser
22 in the appraiser count

23 Q Okay Is it part of the Tax
24 Assessor's Office duty to review deed of real
25 property transactions within the county?



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1 A Yes

2 Q And what is the process of that?
3 Tell me how that works

4 A We have -- of those clerks, four
5 of them we have assigned to read those deeds
6 that get recorded and make the changes on the
7 tax role so we know who to notify for tax
8 purposes Typically a deed gets recorded

9 The mappers in another office start working
10 on any map work Then --

11 Q What map work -- I'm sorry What
12 map work would be involved with a new deed?
13 So if I own a house and a lot and I sell it
14 to Joe Smith and a deed comes in, what map
15 work comes in?

16 A The mappers read it first to
17 determine if there is any -- if there is any
18 movement of property lines If somebody --
19 if you have a house and a lot, straight
20 forward deed, you know, not splitting it,
21 then that would come onto the Assessor's
22 Office

23 But they read them and then pass
24 them on to our clerks if they're not going
25 to do any map work on them If they do any



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1 map work on them, of course, they take longer
2 and they might be subdivided

3 Q So in a subdivision that's when
4 the map people do whatever it is they do?

5 A Right And they pass them to the
6 -- they pass them to our transfer clerks
7 We work on approximately, it varies, about a
8 year delay of what gets recorded If you
9 record a deed any time during 2007, or have
10 recorded a deed any time in 2007 -- it's a
11 little bit of an odd year because we are now
12 maintaining data for the reassessment

13 But say in a normal year we would
14 typically read that deed some time -- and
15 process it some time in January and March --
16 January and April probably of the year
17 following the deed recording

18 Q Okay As deputy assessor or
19 assessor, did you ever as part of your duties
20 to review any deeds? I mean, would that be
21 part of your --

22 A Only if somebody got a complaint
23 about them Typically people come to me if
24 they didn't get the notice they were supposed
25 to get or somebody got it and said this is



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1 not what I'm supposed to get, then complaints
2 come to me

3 Q Okay Are there any -- I guess
4 from time to time deeds that involve property
5 owned by people actually in the Assessor's
6 Office coming in, are there any rules or
7 protocols or procedures about when that
8 happens?

9 A No -- Not as far as deeds -- We
10 make sure we get somebody else to review it
11 if we do an appraisal on somebody else's
12 property But as far as deeds are concerned,
13 I mean, it's straightforward All we're
14 going is interpreting for tax purposes

15 Q Okay When did you first become
16 aware that -- I guess I'll refer to her as
17 your Aunt Elizabeth, is that fair enough?

18 A Yeah

19 Q When did you first become aware
20 that she had created a trust which by it's
21 terms could benefit you and your siblings?

22 A When I -- actually when it was
23 brought to my attention that it was in the
24 paper that the Brogdan -- property was
25 transferred as Mr Brogdan's trustee That



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1 when I first became aware of a trust that
2 included any property from my aunt that was
3 recorded in the courthouse But like I said,
4 we don't -- I typically wouldn't see those
5 deeds until about a year later if then, you
6 know Then somebody brought it to my
7 attention that it was in the paper

8 Q Someone recognized your aunt's name
9-- and said, hey, look at this?

10 A Yeah

11 Q And that's published in the
12 newspaper?

13 A In the local newspaper, yeah

14 Q Is that something you read
15 ordinarily?

16 A I do now I don't read the -- I
17 don't read the record section, I just make
18 sure my name is not in it personally and
19 make sure that they're not -- somebody is not
20 writing a letter to the editor about my
21 office or something

22 Q Okay So if the Orangeburg
23 Newspaper, I guess, reports on a transaction,
24 I guess they have people to come to the RMC
25 Office and --



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1 A Yeah, somebody comes there and they
2 must read them every week, and I think they
3 get published on about a two or three-week
4 delay

5 Q Was is the extent of the
6 description? Is it Joe Smith sold one acre to
7 Fred Brown?

8 A Typically is has the grantor and
9 grantee and the acreage and the tax map
10 number

11 Q Any address or highway or street?

12 A Not usually highway Sometimes
13 they'll have like lot numbers and stuff or,
14 you know township, which doesn't really mean
15 anything to anybody anymore They'll have
16 township information

17 Q All right And when you first, I
18 guess, became aware then that your aunt had
19 deeded some property to a trust, what did you
20 -- tell me what you did in response to this,
21 if anything Did you talk to other family
22 members? Did you talk to your father?

23 A I believe it was them that told
24 me I believe it was family members that
25 told me they saw it in the paper Which we



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1 knew that she had intended on giving it to
2 us somehow I didn't know how it was going
3 to be done

4 Q Tell me about that How did you
5 learn about her intent and the scope of her
6 intent?

7 A That was based on the conversation
8 that she had with my father

9 -Q And when did that conversation take
10 place?

11 A Whenever she -- I mean, it was
12 when she was alive, so that's all I can say

13 Q Who told you about that
14 conversation?

15 A My father

16 Q And when did he tell you about
17 that conversation?

18 A It would have been shortly after
19 the conversation, that she intended on
20 leaving, you know, the property to us

21 Q And when he told you about the
22 conversation, did he -- was he specific about
23 any particular tracts by name or description?

24 A No, I don't think so

25 Q It was just general, I'm leaving



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1 you some property?

2 A Right

3 Q Did you then know specifically what
4 property you were, I guess, expecting to be
5 put into the trust?

6 A No

7 Q When you saw the one track that
8 was put in the trust, that was the Grambling

9 Road property?

10 A Yes

11 Q Did you at that time have any
12 expectation that there would be any other
13 transfers?

14 A Yeah, I did, but I don't know why
15 I had that expectation. I did expect, you
16 know, that other property was going to be put
17 in there

18 Q What other property did you expect
19 to be put in there?

20 A For some reason I was think it was
21 going to be, you know, all the property she
22 had in Orangeburg, but I don't know what my
23 basis was for that

24 Q Okay At the time that you saw
25 that the Grambling Road property was put in,



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1 what was the extent of your understanding as
2 to her real estate holdings in Orangeburg
3 County?

4 A You mean, what did I know what she
5 owned in Orangeburg County?

6 Q Yeah, what did you know that she
7 owned? Not necessarily of record, but what
8 you personally had knowledge of

9 A I personally had knowledge that she
10 was listed somehow as a remainder --
11 contingent remainder in my grandfather's will
12 on Cannon Bridge Road And I also knew she
13 had property that had once we had called the
14 Big Woods, which my aunt, uncle and my dad
15 owned together And they had partitioned it
16 at some point

17 Q That's the Caw Caw Swamp property?

18 A Yeah And I knew that she still
19 -- as far as I knew she still had her
20 interest in that as well

21 Q Do you know how long it had been
22 prior to your seeing the Grambling Road
23 property transferred to the trust -- how long
24 it had been since that partition action had
25 resolved?



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1 A Sure don't

2 Q Were you involved at all in the
3 partition action?

4 A No

5 Q Do you remember there -- in
6 relation to the partition action or at least
7 during that time do you remember there being
8 any animosity between your aunt and your

9 father?

10 A No

11 Q Do you know -- all right Let me
12 strike that When you saw the Grambling Road
13 property go into the trust, about how long
14 was it after that that your aunt died? If
15 you can just can you ballpark it

16 A I have no idea You'd have to
17 look and see when the deed was recorded and
18 when she passed away I don't know the
19 dates

20 Q And that's set out somewhere, I
21 was just curious if you happened to know when
22 it was?

23 A I sure don't

24 Q From the time that you saw the
25 Grambling Road property go in, did you then



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1 at that point specifically look for other
2 parcels to be put into the trust or be
3 transferred into the trust?

4 A I mean, I expected it, but I
5 didn't -- I mean I wouldn't know who was
6 doing that and at what point it was going to
7 get done or anything

8 Q Did you have any discussions with
9 any members of your family about any
10 expectation that additional parcels would be
11 deeded to the trust?

12 A I'm sure I did but I didn't know
13 what that would have been about I mean,
14 just that we expected the property to be
15 there But other than that, I don't know

16 Q Is it fair to say that in addition
17 to being officially of record in the RMC
18 Office, that any of the real estate
19 transactions that occurred in Orangeburg County
20 were also published in the local newspaper?

21 A Yeah, after a certain point I
22 mean, I don't know when they started that
23 some time in the late '90s, I think

24 Q They were doing it at the time at
25 least when the Grambling Road property was



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1 transferred because that's how you saw it?

2 A Right

3 Q When you saw that reference in the
4 newspaper, did you go look at the deed for
5 any reason?

6 A I don't remember

7 Q Okay I mean, did you go to see
8 how it was reappraised or whether there was

9 any map work to be done on it, or did you

10 do anything in connection with that deed?

11 A Yeah Well, I have looked at that
12 deed I don't know when it was I'm
13 thinking it was -- I'm thinking it was around
14 the time of our reassessment that the
15 property lines didn't match I looked at a
16 plat of the property, and I said you know,
17 the property lines of what we have don't
18 match So I took it to the mapping
19 department and told them that the lines
20 didn't match And indeed the lines had run
21 -- when the mappers --, probably as far as
22 back as when the office was created, which
23 was in the 1970s, they had that property line
24 running down a creek And actuality, the way
25 it's supposed to go, is there was a pond on



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1 that creek The pond is not there anymore,
2 but the line encompassed where the pond use
3 to be So we did correct -- at some point
4 the map work changed the acreage

5 Q Did it increase or decrease the
6 acreage?

7 A It's increased the acreage

8 Q Did it have an impact on the value
9 of the property, the change in the property
10 lines?

11 A It would have But it's on
12 agricultural, it would have been a negligible
13 amount as far as its taxable value It
14 would increase it slightly

15 Q So I guess it wouldn't --
16 conversely it would not have significantly
17 decreased the acreage or the value of the
18 adjacent piece?

19 A Yeah, it wouldn't decreased the
20 acreage of the adjacent piece as well It
21 was -- whatever piece was next to it, it was
22 being wrongfully taxed for on over acreage
23 based on the plats that were recorded

24 Q But it would have likewise have
25 been negligible since --



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1 A Yeah, it would have been
2 negligible It was a few acres and they
3 were both -- both properties were receiving
4 agriculture discounts

5 Q Did you do anything else in
6 connection with that deed at any time?

7 A No

8 Q When did you first learn from any
9 source that, and I guess this would be after
10 your aunt passed away, the Grambling Road
11 property was the only Orangeburg real estate
12 in the trust?

13 A I have no idea

14 Q How did you first learn that?

15 A How did I first learn that? I
16 mean, I knew it was -- I mean, I don't know
17 I don't know how I first learned it I
18 mean, it's the only one that's got -- that's
19 on our records that's showing how -- actually
20 it was listed on our records under the name
21 of James Brogdan and not -- which the proper
22 way to list it would have been the Pence --
23 Elizabeth Pence Trust, Brogdan Trustee
24 Actually it was incorrectly listed as Brogdan
25 James, Trustee, Elizabeth Pence So it



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1 actually' would have 'been under Brogdan's name

2 Q Was 'that' changed to make it record
3 properly or indexed properly?

4 A I 'don't think it' was ever changed
5 It was -- since then a deed has been
6 recorded so it doesn't have his name on it
7 at all

8 Q Okay

9 -- A But I don't think that was ever
10 changed I think it was always listed in his
11 name

12 Q Are you aware -- or at some point
13 did you become aware that there was
14 litigation involved with the trust that could
15 effect the amount of property that was in the
16 trust?

17 A Well, yeah, I knew my brother had
18 to go to Florence and meet with some people
19 because he was back-up trustee or something

20 Q Is that your brother William?

21 A Yeah

22 Q And what did you learn about that
23 litigation? I'll just call that the trust
24 litigation, if that's okay with you What
25 did you learn about that?



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1 A What I learned about it? Not
2 much I learned the basics, that my cousin
3 was filing a case against trusts or the will
4 or something of my aunt And that she
5 doesn't like the way it was structured And
6 that basically my brother was asked to, I
7 guess, release himself as back-up trustee or
8 something like that That's all I remember
9 --about that

10 Q Do you remember discussing with
11 your brother, William, that you had -- that
12 he had received any documents in connection
13 with the trust -- in the trust litigation?

14 A No

15 Q Have you ever seen any documents
16 related to the trust or the trust litigation?

17 A Yes

18 Q All right Let me show you what
19 has previously been marked as Exhibit 1 and
20 Exhibit 2 in a previous deposition Just ask
21 if you recognize either of those two
22 documents?

23 MR DAVIS What are those
24 documents?

25 MR HENRIKSON The settlement



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1 agreement and the order approving settlement

2 And I'll get them marked in a second

3 (DFT EXHIBIT-1, Compromise and
4 Settlement Agreement was marked for
5 identification)

6 (DFT EXHIBIT-2, Order Approving
7 Compromise and Settlement, was marked for
8 identification)

9 --- THE WITNESS Yeah, I believe I've
10 seen that before Number 2

11 BY MR HENRIKSON

12 Q On we'll put another -- we'll mark
13 -- that exhibit is the compromise settlement
14 agreement You do agree that that's what
15 this is?

16 A Yes

17 Q And we'll have this marked as
18 Exhibit 1 to your deposition

19 A I don't remember seeing that one
20 I just don't know if I did or not

21 Q And now you're referring to the
22 court approval?

23 A Right The court approval

24 Q We'll mark that Number 2 just for
25 fun When did you first see Exhibit 1?



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1 A I don't know

2 Q Would you have -- the date on
3 Exhibit 1 is -- looks like some time in
4 January 2002 on the last page Is that
5 apparent from the exhibit?

6 A Yeah No day, but January 2002

7 Q And it's signed by a bunch of
8 people?

9 A Yeah

10 Q Do you recall whether you would
11 have seen it in proximity to that time, or
12 do you recall -- do you remember?

13 A I don't remember I don't think I
14 did

15 Q At some point you became aware --
16 let me ask you this At some point did you
17 become aware that there was an issue
18 regarding what Orangeburg real property was
19 actually in the trust and perhaps what should
20 have been in the minds of some members of
21 your family?

22 A Say that question again

23 Q Yeah, that was inartfully phrased
24 I apologize Did you at some point become
25 aware that there was an issue regarding what



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1 property was actually in the trust and what
2 property your family had an expectation should
3 have been in the trust? That isn't a heck
4 of a lot' better

5 A Yeah You asking when did I
6 become or did I become aware?

7 Q Did you become aware of that?

8 A Yes

9 Q And do you have it -- do you have
10 a recollection as to about when you became
11 aware of that?

12 A Well, I don't know when it was
13 But at some point I talked to Mr Brogdan
14 and asked him about the distribution about
15 the Grambling property And he stated that
16 there were -- he was trying to work out
17 issues with taxes in regard to Internal
18 Revenue Service taxes, you know, income taxes
19 It might have been federal or state, I don't
20 know

21 And that he was going to
22 distribute it as soon as he could, talking
23 about the Grambling Road property And then
24 I asked him about the other property and he
25 said that that wasn't in the trust that he



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1 was handling, that was in a different trust
 2 Q Okay Did you ever see any
 3 documents connected with a different trust
 4 other than the one that we're talking about
 5 today?

6 A Did I ever see them, or when did
 7 I see them? I have seen them because it's
 8 -- I mean, doesn't this refer to a trust?

9 Q That refers to what we've been
 10 calling the Brogdan trust The trust that
 11 Mr Brogdan set up --

12 A Okay

13 Q -- pursuant to a power of attorney
 14 that your aunt gave him Do you understand
 15 that? That that's what Exhibit 1 refers to?

16 A Then, I mean, that's the only
 17 trust --

18 MR ALEXANDER Object to form
 19 You can answer

20 THE WITNESS I mean, that's the
 21 only trust that I really knew about -- knew
 22 anything about I mean, I don't know of any
 23 other trusts and I don't know what the names
 24 of them I don't know if they had a name

25 BY MR HENRIKSON



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1 Q I'm just trying to chase down what
2 you said I understood you to say that Mr
3 Brogdan told you that the other property --
4 and I guess by that we're talking about Caw
5 Caw and Cannon Bridge

6 A Right

7 Q That I understood you to say just
8 a few minutes ago that he suggested that they
9 may be in some other trust

10 A Some other trust, but I didn't
11 know what trust or what the name of the
12 trust was or anything like that

13 Q And so the question is, have you
14 ever seen any documents that suggests a trust
15 other than the Brogdan trust?

16 A Official, no

17 Q Okay But Mr Brogdan told you
18 that those two pieces of property were not
19 included in the trust that he set up for
20 your aunt?

21 A Right He said that was -- it
22 was handled separately

23 Q Okay Do you recall ever talking
24 to a lawyer in Orangeburg named Jay Jackson
25 about any of this?



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1 A About this?

2 Q Right

3 A No I've talked to Jay Jackson
4 many times, but I don't ever remember talking
5 to him about any McLean family property

6 Q Okay With respect to the
7 property that's the subject of this action --
8 that being Grambling Road, Caw Caw, and

9 Cannon Bridge Did you ever have any
10 discussions with anyone or did you ever have
11 any official contact with any of those pieces
12 of property in your capacity as deputy
13 assessor or assessor other than the mapping
14 issue on Grambling Road that you discussed?

15 A On any property? Did I make any
16 changes to any other properties or anything
17 like that?

18 Q No Did you have any official
19 contact as deputy assessor or assessor with
20 the Caw Caw property or the Cannon Bridge
21 property?

22 A Sure I remember moving my
23 uncle's homestead discount when he passed
24 away And taking the -- and the owner
25 occupied discount --



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1 Q You mean, Mr Pence?

2 A No My uncle that had a life
3 estate on Cannon Bridge Road

4 Q Your uncle Lennon?

5 A Lennon Since that was his
6 residence, he had sizable discounts on there
7 for the owner occupied discount So I
8 removed those, and then let's see How would
9 that have worked? At some point I filled

10 out an agricultural application for both the
11 Highway 33 property and the Cannon Bridge
12 Road property to continue to be taxed as
13 agricultural discount

14 Q And were those things that you did
15 in your capacity as a deputy assessor or
16 assessor?

17 A Those were personal things that I
18 did while I was in my capacity as deputy
19 assessor or assessor Those would have been
20 personal things that everybody would have --
21 I guess the discount was an assessor thing
22 It's something that I -- or a deputy assessor
23 thing I knew he didn't live there anymore
24 It's my job if I know somebody doesn't live
25 there to remove those discounts



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1 Q Okay Any other official contact
2 with the Caw Caw Swamp property or the Cannon
3 Bridge Road property in your capacity as
4 assessor or deputy assessor?

5 A No Not that I know of

6 Q Okay Have you looked at these
7 James Jackson letters?

8 A I looked at them last week, yes

9 Q -- Do you recall ever having any
10 discussions with Mr Jackson that are
11 reflected in these exhibits? And we'll --
12 I'm talking about Exhibits Number 2 to your
13 father's deposition, Exhibit Number 1 to your
14 father's deposition And we'll go ahead and
15 mark this as Number 3 in your deposition

16 (DFT EXHIBIT-3, Letter to James
17 Drennan from James Jackson, Dated September
18 27, 2002, was marked for identification)

19 THE WITNESS Yeah, this is the
20 same letter I read last week And on
21 Exhibit 1 in my Dad's deposition, which is a
22 letter to James Jackson from Mr Drennan, no,
23 I didn't -- the first I ever saw that letter
24 or knew about that letter -- well, I knew
25 about it when discovery package came from



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1 David, but I didn't actually read that letter
2 until about a week ago

3 BY MR HENRIKSON

4 Q Okay Then Exhibit 1 to your
5 father's deposition, which is the October 21,
6 2002 letter -- Exhibit 2, I'm 'sorry Okay
7 Exhibit 2 to your father's deposition that
8 purports to have been copied to you at the
9 time that it was sent by Mr Jackson Do
10 you recall ever getting a copy of that
11 letter?

12 A No

13 Q Do you know why Mr Jackson would
14 have sent that letter to you?

15 A No

16 Q Let me show you Defense Exhibit
17 Number 3 and ask you if you've seen that
18 And that's the September 27, 2002, letter
19 from Mr Jackson to Mr Drennan

20 A Okay Can I see exhibit -- that
21 last exhibit there? Because I thought this
22 was this letter

23 Q Take your time and look at
24 anything you want, let me know when you're
25 ready



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1 A Okay Yeah No, I didn't see --
2 I didn't see that one, which was -- I forgot
3 what you call it

4 Q This is Exhibit 1 to your father's
5 deposition You didn't see that one?

6 A No

7 Q Okay So now you're looking at
8 Exhibit 3 to your deposition, which is the
9 September 27, 2002 letter from Jay Jackson to

10 Jim Drennan

11 A Right No, I didn't see this
12 letter until about a week ago as well

13 Q Okay In particular with respect
14 to that exhibit, Exhibit 3 to your
15 deposition, there is a specific reference that
16 Mr Jackson makes indicating that you had
17 requested that he father some information
18 Do you -- do you have any recollection of
19 ever asking Mr Jackson or anyone at his firm
20 to do that?

21 A No, I don't

22 Q Do you have -- let me ask you
23 this Have you spoken to Mr Jackson about
24 any of these issues in the last several
25 weeks?



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1 A No

2 Q Have you ever spoken to Mr
3 Jackson ever about issues related to the
4 property which is the subject of this
5 lawsuit?

6 A No, I don't believe that I have

7 Q Do you recall talking to your
8 father at this time -- this frame September
9 -- October 2002, regarding the issues of the
10 property in the trust?

11 A I'm sure I did, but I don't
12 remember when or the nature of the
13 conversation

14 Q Your father indicated that you
15 would routinely come to his house and eat
16 lunch during the day

17 A Right

18 Q And he in his deposition,
19 indicated that he thought that about the time
20 that he received these letters, that he would
21 have discussed them with you Do you have a
22 recollection of that?

23 A I sure don't

24 Q Do you deny that that happened or
25 you just don't remember?



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1 A I don't deny it I don't
2 remember I mean, he discussed a lot of
3 things with me, but I'm on my lunch break,
4 I'm not always listening

5 Q Sure If it's the case that you
6 came to learn that there was some issue
7 regarding what property was in the trust as
8 opposed to what property your family thought

- 9 - ~~was supposed to be in the trust, do you have~~ - - - -
10 a recollection whether or not now that you've
11 reviewed some of these letters, that it would
12 have been around this time frame that it
13 first came to your attention? And we're
14 talking about September, October 2002?

15 A All I can tell you is it was some
16 time after my aunt and my cousin had passed
17 away And some time after the thing was in
18 the paper for Brogan That the transferring
19 the property to Brogdan trust whatever
20 When? I have no idea

21 Q Okay And I guess the more
22 specific question is, is your -- by looking
23 at these letters is your recollection
24 refreshed that it most probably would have
25 been in this time frame?



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1 A I don't know I mean, time passes
2 so fast, I have no idea

3 Q Sure Do you recall at any point
4 having any discussions with your father or
5 any of your sibling regarding expressing the
6 desire to purchase the Caw Caw Swamp property
7 or your aunt's interest in the Cannon Bridge
8 Road property?

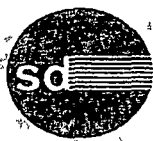
9 A I don't know if I discussed it
10 with them My concern after talking to Mr
11 Brogdan was that a number of years had
12 passed, there were -- seemed to be some type
13 of tax problems And the concern was, are
14 we going to have to -- am I going to have
15 to come up with money to buy out of any kind
16 of trust or anything because of possible
17 income tax liability

18 Q That was specifically referring to
19 the Grambling Road property?

20 A That was any property

21 Q Any property?

22 A Any property I mean, if -- I
23 don't know how it works If you had tax
24 problems with one trust, if there were
25 multiple trusts set up You know, if there



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1 were taxes owed, I don't know how that works
2 with a trust

3 Q Let me ask you if will to read
4 the third paragraph on Exhibit 1 to your
5 father's deposition

6 MR ALEXANDER I think you still
7 have it

8 MR HENRIKSON Do I still have

9 it? No Right there

10 MR ALEXANDER That's Exhibit 2

11 BY MR HENRIKSON

12 Q That's Exhibit 2, I just can't see
13 this far away

14 A Which paragraph now?

15 Q The third paragraph

16 A Okay

17 (DFT EXHIBIT-4, Letter to James
18 Drennan from James Jackson, Dated January 17,
19 2003, was marked for identification)

20 BY MR HENRIKSON

21 Q And then let me show you what's
22 been marked as Exhibit 4 to your deposition,
23 which is a January 17, 2003, letter from Mr
24 Jackson to Mr Drennan Just let me know
25 when you've had a chance to review that



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1 A Okay

2 Q Does reading any of those letters
3 refresh your recollection as to there being
4 any discussions within your family about
5 wanting to purchase the Caw Caw Swamp and/or
6 the Cannon Bridge Road property from either
7 your aunt's or your cousin's estate?

8 A No I don't know if it was my
9 own thoughts or if I discussed them with
10 anybody else that there could be -- that we
11 would, like I said, have to buy them because
12 there wasn't enough money in the trust And
13 for whatever reasons with estates, that it
14 would have to -- we'd have to pay taxes
15 basically We'd have to buy them for
16 whatever the taxes were owed Somebody put
17 something in a trust and didn't put any money
18 in there -- you know, I don't know how it
19 works

20 If there's some kind of income tax
21 liability that we might have to come up with
22 since -- you know I talked to Mr Brogdan
23 and he said he's trying to work, you know,
24 quite a few years after my aunt had passed
25 away that there was still some hold up on



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1 what we could clearly see in the courthouse
2 in which, he did -- he said right out, I'm
3 going to distribute it to you, but I got to
4 get -- there's tax problems that I got to
5 get straightened out

6 Q Let me show you what's been marked
7 in your father's deposition as Defendant's
8 Exhibit Number 3 and ask you if you recognize

9 that? -- And that on its face appears to be --
10 the quit-claim deed that he executed in
11 August of 2001

12 A Uh-huh

13 Q Do you recognize that document or
14 have you seen that before?

15 A Yes

16 Q And that deed purports to transfer
17 all of his interest in real property in
18 Orangeburg County to his children, is that
19 correct?

20 A No, that's not correct

21 Q All right What property does
22 that purport to convey to his children?

23 A This is just the Cannon Bridge --
24 any interest that he has in the Cannon Bridge
25 Road property That's it



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1 Q And then as I understand it some
2 time in 2004 each of the children then
3 quit-claimed their interest in the Cannon
4 Bridge property to JL McLean, LLC?

5 A Yes

6 Q Who is the -- and is that the
7 only asset that's owned by that LLC?

8 A Yes

9 Q Who is the president, or who were
10 the principles? Who are the responsible
11 people for that LLC?

12 A Me and my siblings

13 Q Is there one person who is sort of
14 in charge of that LLC?

15 A My sister handles the bookkeeping
16 And since I'm local I've signed some stuff
17 for the farm that rents there to -- for the
18 Farm Services to say that he's legally
19 allowed be on the property or whatever they
20 wanted to require

21 Q Was the LLC properly created with
22 the Secretary of State's Office?

23 A Yes

24 Q Is it in good standing?

25 A Yes



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1 Q Is there an operating agreement?

2 A Yes

3 Q And who is president?

4 A There is no president We're all
5 co-managers

6 Q All of you are co-managers?

7 A I believe that's how we set it up

8 Q Has there been any similar

9 ~~transaction on the Caw Caw Swamp property?~~

10 A No

11 Q And I guess I'm referring to has
12 there been any purported deed from your
13 father to you regarding any interest he may
14 or may not have in the Caw Caw Swamp
15 property?

16 A Not to my knowledge

17 Q Okay Do you recall there being
18 any discussions at any time -- that's sort of
19 an obvious question When do you first
20 recall there being any discussions in your
21 family about filing a lawsuit in order to
22 pursue the Caw Caw and the Cannon Bridge Road
23 property?

24 MR ALEXANDER Can you clarify
25 that so that it excludes any privilege?



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1 BY MR HENRIKSON

2 Q Yeah And I don't want to -- I'm
3 not asking you to tell me anything that you
4 have discussed with any lawyer I'm just
5 trying to ask you when would the first --
6 the discussions first start within your family
7 as to pursuing this legally?

8 A I don't know when it was We had
9 another attorney before David and her name
10 was Kathleen

11 Q Do you recall there being even
12 other attorneys?

13 A No We discussed who to hire for
14 something like this And my brother somehow
15 had some connection, I don't know how he came
16 across her or how he knew her

17 Q William?

18 A Right And he discussed it with
19 her I can't remember if he was there alone
20 or not I know I wasn't there And he
21 discussed retaining her and we retained her

22 Q Again, don't tell me anything that
23 she may have --

24 A Yeah, well I never talked to her

25 Q Who was sort of spearheading that



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1 for the family, I guess?

2 A William

3 Q Do you recall there being a lawyer
4 named Pope Johnson involved at any time?

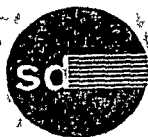
5 A That name is familiar I'm
6 thinking that -- I think Kathleen had some --
7 hired some other attorneys but I don't know

8 Q Do you remember there being a
9 lawyer named Gerald Jowers?

10 A I remember that name, but I don't
11 know exactly what his capacity was

12 Q Okay Do you remember within the
13 family -- and again not -- specifically
14 excluding anything that any lawyer may have
15 told you or said to you Do you recall
16 there being any sort of articulation within
17 your family's discourse about why you should
18 file suit? What were the specific
19 allegations that you were going to make, that
20 sort of thing?

21 A Well, yeah We saw -- well,
22 again, I was informed by somebody in my
23 family that the deeds were recorded in the
24 courthouse I mean, I know that sounds
25 backwards, I work down there But I don't see



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1 them for about a year after they happen So
2 people tell me what they see in the paper,
3 and then they're asking me questions about
4 what's in the paper and I frankly don't know
5 So whenever it was in the paper that deeds
6 were being recorded on the property at Caw
7 Caw and Cannon Bridge Road -- and/or, I don't
8 remember which one was first or anything then
9 -- that's when the discussion

10 Q You're talking about deeds out of
11 the estate to third parties?

12 A Right

13 Q Okay And I guess, that may tell
14 us when your discussions started But the
15 question really is, was it ever articulated
16 within your family as to why you were going
17 to file suit, who you were going to sue, and
18 why you would sue those people?

19 A No Because I mean, I didn't know
20 -- I didn't know who all was involved I
21 mean, that's what we had to go to -- we had
22 to go to an attorney to figure that
23 information out

24 Q Okay I mean, for instance, do
25 you know from any source other than one given



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1 to you by an attorney, do you know why you
2 are suing Jim Drennan in this lawsuit?

3 A Well, I mean, I understand it -- I
4 don't know where it came from I'll say I
5 understood he was the personal representative
6 of my cousin And other than that, I don't
7 know exactly where his signature is I'll
8 stop now

9 Q So if I were to ask you to
10 articulate what you think Mr Drennan did or
11 failed to do which was some a deviation from
12 any duty owed to anybody, you wouldn't be
13 able to say that?

14 A I can't When we hired the
15 attorney, the first attorney which was, you
16 know, whenever that was, Kathleen, whatever
17 her name is -- I read the documents that she
18 provided to us But as far as any of the
19 stuff since she's been out of the picture and
20 she went on somewhere else, I've not read
21 anything in since David's been involved And
22 I don't remember when he got involved

23 Q I mean, for instance, did you
24 read --

25 A I mean, I read the stuff that he



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1 said you need to read because these are in
2 the discovery --

3 Q Don't say anything that your lawyer
4 -- any lawyer told you

5 A Okay

6 Q I mean, did you read the complaint
7 before it was filed?

8 A I think I -- I think I looked at
--- 9- it Yeah I don't remember all the details
10 about it But, yeah I looked at before I
11 did look at the complaint before it was
12 filed But there's -- understanding, and
13 I've lost it somewhere at my house, is a
14 large amount of discovery But you know, I
15 have not had a chance to read all of that

16 Q Did you understand the complaint
17 when you read it?

18 A I understood the basics of it
19 yes

20 Q But in terms of telling me, for
21 instance, the particulars of what you contend
22 Mr Drennan did wrong, you would be unable to
23 do that today without your lawyer telling
24 what you to say, I guess?

25 A Well --



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1 MR ALEXANDER Object to the

2 form

3 THE WITNESS Without a refresher

4 -- I mean, I could look back at the

5 complaint I mean, my gist of the

6 understanding is -- gist of the understanding

7 doesn't make any sense My understanding of

8 it is that he was in charge of the

9 -- distribution of the property -- How he became --

10 in charge of that, I don't know But that's

11 my understanding

12 BY MR HENRIKSON

13 Q That's the extent of your knowledge

14 as to what you believe he may or may not
15 have done wrong?

16 A Right

17 Q If you develop any other opinions

18 as to what you think or learn any other

19 facts as to what you think Mr Drennan may

20 have done wrong, will you let your lawyer

21 know so I can come and ask about those?

22 A Okay

23 Q One second I don't have any

24 other questions at this time I would beg

25 for five minutes, though



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(A recess transpired)

EXAMINATION

BY-MR DAVIS

Q I've got a few questions, Mr McLean My name is Ward Davis I represent Wachovia in the lawsuit Are you able to articulate today the specifics on what you all claim Wachovia did wrong in this case? Similar kind of questioning that Mr Henrikson asked you

A No I mean, I know Wachovia was involved because somehow they were a trustee in something But, no, I don't know the particulars

Q Okay I'll make the same request If you become aware or form an opinion about what Wachovia did wrong in this lawsuit, will you allow us to ask more questions of you about that?

A Okay

Q Okay I want to ask you a few questions about a couple of the exhibits If you'll look at -- I want to look at the January '03 letter and the October 21 letter, exhibit 4 of your deposition



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1 MR ALEXANDER One second
2 Before you jump in there, I want to put
3 something on the record make sure we're clear
4 about something about both the statements you
5 guys -- you and Matt have both made To the
6 extent that you're going to ask Mr McLean or
7 Jim any further questions -- the deposition
8 will be closed today I can speak to my

9 client about his testimony or any other
10 matter with you entering into the
11 attorney/client privilege

12 MR HENRIKSON Oh, yeah

13 MR DAVIS Yeah

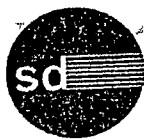
14 MR ALEXANDER I just want to
15 make sure that's clear

16 MR DAVIS I think Matt expressed
17 it well If he can't answer questions today
18 that he's going to be asked on the stand
19 when we get to trial we have the right to
20 depose him

21 MR ALEXANDER That's fine

22 BY MR DAVIS

23 Q Mr McLean, if you'll look at
24 Exhibit 4 and what I think we referred to as
25 Exhibit 2 to your father's deposition In



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1 the -- the issues addressed in the third
2 paragraph of the October 21 letter and then
3 the issues addressed in the January 17, '03,
4 letter regarding a potential purchase of the
5 property Is it your testimony you're unsure
6 when you became aware of the potential of you
7 and your siblings purchasing the property?

8 A Say that again now

9 Q At the time of the dates of these
10 letters were you aware or did you have any
11 discussions with your father or anyone else
12 about a potential purchase of this subject
13 property?

14 A I don't know

15 Q Okay If your father testified
16 that you did have discussions with him around
17 the time of those letters about the potential
18 purchase of the property, would you dispute
19 that?

20 A Was it a discussion or he was
21 talking to me?

22 Q Was it a discussion that -- if he
23 testified that he discussed it with you and
24 you were aware of those issues, would you
25 dispute --



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1 A I'm not going to dispute it, no

2 Q Mr McLean, do you have any
3 documents relevant to the litigation, be it
4 notes of conversations or anything other than
5 pleadings that Mr Alexander has sent to you?

6 A Do I have any documents other than
7 pleadings?

8 Q A better way to ask it is do you

9 ~~have any documents that predate the filing of~~
10 this lawsuit that are relevant to the issues
11 raised in the lawsuit?

12 A That nobody -- that my attorney
13 doesn't already have?

14 Q Yes

15 A No

16 Q Have you turned over documents to
17 your attorney?

18 A I didn't have any to turn over

19 Q Okay So you don't have any notes
20 of conversations or e-mails or anything about
21 this lawsuit?

22 A No

23 Q I think just one other issue I
24 want to explore I believe you did testify
25 that you have had numerous discussions with



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1 Jay Jackson in the past

2 A Yeah He's a real estate attorney
3 and I'm a county assessor

4 Q Has Jay Jackson ever represented
5 you as your attorney?

6 A No, I don't think so

7 Q I think that's all I have right
8 now

9 EXAMINATION

10 BY-MR MOORE

11 Q Mr McLean, my name is Cliff
12 Moore I represent Charles and Cheri
13 Thompson in this lawsuit Do you know
14 Charles and Cheri?

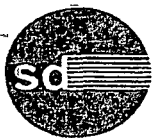
15 A Yeah Well, I know Charles

16 Q How do you know Charles?

17 A He has the drugstore in town and
18 I've talked to him about real estate issues
19 before, I believe I believe I talked to
20 him about -- in my capacity as an assessor
21 I don't know if it was -- whether it was
22 agricultural applications or what it was
23 about

24 Q How long have you known Charles?

25 A Known who he was for a long time



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1 Knowing him when I saw him -- well, actually
2 I don't know if I'd know him when I saw him
3 right now I mean, I've known who he was
4 for a long time And, you know, that goes
5 -- and that goes way back to probably in the
6 '90s or mid-'90s About the time I started
7 working at the County

8 Q You through with --

9 A Yeah Sorry -

10 Q When did you first become aware
11 that the Thompsons had purchase an interest
12 -- or thought they purchased an interest in
13 the Caw Caw Swamp property?

14 A When I saw the deed Well, I
15 don't want to say when I saw the deed When
16 I was told about the deed when somebody saw
17 it in the paper

18 Q Okay Did you talk with Mr
19 Thompson about it after you saw it in the
20 paper?

21 A Not that I recall, no

22 Q Have you had the opportunity to
23 look at any of the records in Orangeburg
24 County Courthouse concerning the Caw Caw Swamp
25 property?



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1 A Sure, I did when they -- I'm sure
2 I pulled them -- looked at them when they
3 got recorded or something But I didn't
4 know

5 Q What did you look at?

6 A I would have just looked at
7 whatever got recorded

8 Q When you say you were looking at
- - - 9 what got recorded --

10 A Excuse me The deed

11 Q The deed to who?

12 A The deed to -- any deeds that get
13 recorded And if somebody brought one to my
14 attention, I'm sure I looked at it to see
15 what property was described Because like I
16 said, the newspaper only has a very brief
17 description of what the property is

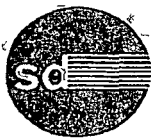
18 Q So what deeds were you looking at?
19 I'm still uncertain The Caw Caw Swamp
20 property?

21 A Right

22 Q The one that went to the
23 Thompsons?

24 A Right

25 Q Did you look at anything other



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1 than that deed?

2 A I don't remember looking at
3 anything other than that deed It seems
4 there was -- I'm thinking there was another
5 deed recorded about that same time, but I
6 don't remember

7 Q Do you know if a title search has
8 been done on the Caw Caw Swamp property?

9 A No I don't know -- --

10 Q Have you had an opportunity to
11 look at either of the Elizabeth Pence estates
12 that are filled in Orangeburg County?

13 A No

14 Q You've not gone to the Probate
15 Court and looked at the files?

16 A No

17 Q So the only thing that you have
18 looked at in the Orangeburg County Courthouse
19 relating to the title to the Caw Caw Swamp
20 property is the deed into Mr and Ms
21 Thompson?

22 A Say that again now

23 Q The only thing you've looked at
24 concerning the Caw Caw Swamp property in the
25 Orangeburg County Courthouse has been the deed



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1 into Mr and Ms Thompson Is that a true
2 statement?

3 A I looked at any of the deeds that
4 were recorded there I'm thinking there was
5 -- I mean, I don't know how the -- I don't
6 know how the progress went as far as who it
7 went from and to in that deed to the
8 Thompson So I would have -- I looked at if
9 there were other deeds recorded at the same
10 time regarding that property, I looked at
11 those as well I did not look at any
12 probate records I did not know there was
13 probate records in Orangeburg County regarding
14 my aunt I thought they were done in the
15 county in which she passed away or where she
16 resided I'm not sure I think it's where
17 you reside when you pass away So that was
18 not Orangeburg County

19 Q The deeds that you looked at in
20 Orangeburg County, why were you looking at
21 them?

22 A Because somebody brought them to my
23 attention that they were recorded in
24 Orangeburg County

25 Q Curiosity?



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1 A Yeah

2 Q Did you make copies of them?

3 A I don't think so

4 Q You just looked at them? Did you
5 share the information that you got out of the
6 deeds with anyone?

7 A Yeah, I'm sure I discussed it with
8 my family You know, I don't know when that

9 was done exactly You don't have to make
10 copies of deeds anymore, they're online You
11 just pull them up That's the same way I
12 look at them is pull them up online

13 Q Are you aware of anything in the
14 Orangeburg County Courthouse that would have
15 put the Thompson's on notice that you and
16 your siblings had some claim to the interest
17 in the Caw Caw Swamp property?

18 A No

19 Q You've not looked for it?

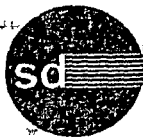
20 A I've not looked

21 Q Do you know if anybody has looked
22 for it?

23 A No I don't know

24 Q No further questions

25 ///



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EXAMINATION

'BY-MR PAYNE

Q Mr McLean, I'm Jeff Payne I'm
battling a cold here, so bear with me In
the complaint that you and your family have
filed, you've claimed that Mr Brogdan has
breached his fiduciary duty to you And I'm
curious as to what he did to you to breach
his fiduciary duty?

A I couldn't answer that I'm not
familiar enough with the case to answer that

Q Well, one of the things in the
complaint says that he should have conveyed
property to the trust Is that one of your
complaints?

A I mean, I understand that he was
my aunt's power of attorney before she passed
and that that was her wishes to transfer the
property to me and my siblings And so he
transferred the property -- the Grambling
property But my understanding from what I
heard from my aunt was that it was going to
be you know, it was Orangeburg property

Q So your aunt told you?

A Not me directly It was a



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1 conversation between my father and my aunt

2 Q Okay So prior to her death, all
3 of this Orangeburg property should have been
4 transferred to the trust Is that what you
5 all are saying?

6 A Well, yeah I mean, I don't know
7 what mechanism she was going to use to
8 transfer it to us I know it was -- the

9 Grambling property was transferred to the
10 trust, but I don't know if she got into the
11 specifics with my dad that she was going to
12 put it in a trust

13 Q Right

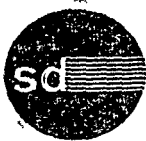
14 A And therefore that's how it was
15 going to -- that was the vehicle for getting
16 it to us I don't know

17 Q But prior to her death he should
18 have gotten it so that you all would have
19 received it after her death?

20 A Right

21 Q It also alleges that he's
22 mismanaged assets What has he done to
23 mismanage assets?

24 A I don't know remember the
25 particulars on that



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1 Q You all haven't had to pay any
2 kind of moneys out of pocket for anything
3 regarding this case, have you? And when I
4 say this case out of -- related to the trust
5 in receiving the Grambling property?

6 A That we haven't had to pay to --

7 Q In other words, to receive that
8 property, Mr Brogdan didn't say, hey, you
9 all got to cut me a check you all owe some
10 money for a portion for taxes or something
11 like that?

12 A No, he didn't say that

13 Q And you haven't had to pay
14 anything to him as the trustee, you have?

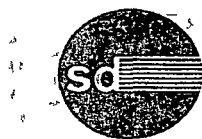
15 A No Not to my knowledge

16 Q And your dad told you that this
17 other property should have -- the Caw Caw
18 Swamp property and the Cannon Bridge Road
19 property should have been left to you all
20 Is that who told you?

21 A Yes

22 Q And he told you that right about
23 the time she died?

24 A It was before she passed away
25 She was in a home -- a nursing home at the



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1 time And I believe that's when
2 conversations took place

3 Q And he's the one who notified you
4 about the Grambling Road property getting into
5 the trust when he saw it in the paper?

6 A It was either him or my sister,
7 because those -- I'm is pretty sure it was a
8 family member And it was -- they're the

9 ~~only ones who get the T&D~~

10 Q Which one of those told you that
11 the other property didn't get into the trust
12 and you all were not going to receive it?

13 A That was -- I mean, I didn't -- I
14 don't know I mean, that's like proving a
15 negative, isn't it?

16 Q I mean, which one -- you knew all
17 of a sudden, okay, he's got -- you got this
18 property in this and you're going to get it
19 just like your dad told you The Grambling
20 Road property, you knew about that, right?

21 A Well, I never saw the trust
22 documents for the Grambling Road property I
23 mean, the assumption was that that was her
24 mechanism for doing it But I don't remember
25 ever seeing the trust document saying, hey,



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1 we get the trust after she's passed I knew
2 she was doing estate planning And by that
3 being recorded, that was evidence she was
4 doing some type of estate planning

5 Q Who finally said by God Mr
6 Brogdan didn't put the stuff in the trust
7 like he was supposed to who told you that?

8 MR ALEXANDER To the extent that
9 was an attorney, don't --

10 THE WITNESS Yeah I mean, I
11 don't know where I learned that I mean,
12 that's -- I think that's -- all the what is
13 at issue right now And I mean, I discussed
14 that with my attorney

15 BY MR PAYNE

16 Q Your dad didn't tell you that?

17 A That she was supposed to put it in
18 trust? Like I said, I don't know what
19 mechanism she was going to use, where there
20 was multiple trusts or there was trusts that
21 I didn't know about

22 Q Your dad didn't tell you that you
23 were not going to inherit any other property
24 beside Grambling Road?

25 A No, not to my knowledge I mean



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1 how would he know -- he's not a lawyer, I
2 mean --

3 Q After your aunt had died -- all
4 right After she dies, at some point somebody
5 -- before that, you thought you all were
6 getting all this Orangeburg property?

7 A Right

8 Q After she dies all of the sudden
9 -- somebody says, not uh, -- all you're getting is --
10 Grambling That's it You're not getting
11 anymore Your dad told you, Bill told you,
12 your sister told you, who told you?

13 A I think it became evident when we
14 started seeing deeds being recorded out of
15 the estate is when I think we figured that
16 out There was nobody that came along, I
17 don't think, and said, hey, you're not going
18 to go it Until we saw deeds coming out of
19 the estate saying absolutely you're not going
20 to get it

21 Q Your brother never told you that?

22 A I don't think so I'm not sure

23 Q And when were those deeds coming
24 out?

25 A When were those deeds --



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1 Q You said that we didn't know until
2 we saw these deeds coming out of the estate?

3 A I don't know I mean that's
4 recorded in the courthouse I don't know the
5 dates

6 Q You knew right about the time
7 those deeds were recorded?

8 A Right

9 Q Now, you said your brother had to
10 go to Florence to discuss acting as a back-up
11 trustee?

12 A Uh-huh

13 Q Is when your brother told you
14 that?

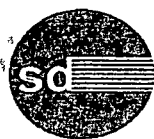
15 A Yeah

16 Q And he told you about the time
17 that he was going over there to discuss that
18 issue with some lawyers?

19 A Right

20 Q And at that time did he tell you
21 about what was going on in terms of the
22 settlement agreement?

23 A No I wouldn't -- my recollection
24 is he didn't know that he knew the terms of
25 the settlement agreement at that time My



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1 recollection is that he went over there -- he
2 was removed as the back-up trustee before the
3 settlement agreement was done But I don't
4 know

5 Q Before it was done?

6 A Before the settlement agreement was
7 done

8 Q Did he tell you about how

--- 9 -- Elizabeth Pence's estate was going to get 60
10 percent and the trust was going to get 40
11 percent? Did he tell you about that?

12 A I don't recall I mean, it was
13 just -- he was giving me a brief overview of
14 what was happening That she didn't like the
15 arrangement and what the arrangements actually
16 turned out to be, I don't know if he knew
17 and I don't know if he shared that with me
18 what the arrangements were going to be after
19 the settlement

20 Q She is your cousin, Elizabeth, was
21 not happy?

22 A Yeah, my cousin was not happy It
23 gets confusing, I know

24 Q Now, you testified that you talked
25 to Mr Brogdan and he told you that Caw Caw



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Swamp property was put in another trust?

A Right

Q And that was the trust for your cousin, is that right?

A He didn't specify whose name it was in or anything, just that that's in a different trust and it's not one that he's managing

Q And not one that you're going to be getting anything from?

A No, he didn't say that I didn't know if he knew at the time

Q You didn't ask him?

A Well, he told me he wasn't in charge of that He said I don't know anything about that trust I'm just handling the Grambling Road property, and I'm trying to handle the income tax issues on the Grambling Road property

Q Well why did you call him?

A To see about the distribution of the Grambling Road property

Q So at that time you knew you were going to get the Grambling Road property?

A Yeah because it was the



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1 supposition that -- is that the right word,
 2 supposition? It was my understanding that
 3 that was her mechanism for giving it to us
 4 Now, when she passed away then the question
 5 came up And I don't know if my dad had
 6 spoken to Mr Brogdan some time before that,
 7 and he told us that's what was going to
 8 happen, you know, that he was going to

9 ~~distribute the trust~~

10 But the reason I was calling him,
 11 and I think that's the only time I've ever
 12 spoken to him, is that to see what the time
 13 table was on it and see what it was hold-up
 14 was

15 Q How often do you talk to your
 16 brother?

17 A William?

18 Q William?

19 A On average probably a couple of
 20 times a month

21 Q And that would have been true back
 22 in '99 through 2004?

23 A Yeah

24 Q And you eat lunch every day with
 25 your dad?



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1 A When 'they're in town, yeah

2 Q Okay That's all I have

3 MR HENRIKSON I don't have
4 anything else Thank you

5 MR DAVIS No further questions

6 MR MOORE No questions

7 (The deposition was concluded at
8 2 44 PM)

9 (The witness after having been
10 advised of his right to read and sign this
11 transcript waives that right)
12
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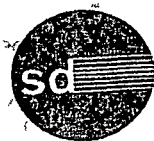
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DESCRIPTION OF DEFENDANT'S EXHIBIT

EXHIBIT DESCRIPTION

- | | |
|---|--|
| 1 | Compromise and Settlement Agreement |
| 2 | Order Approving Compromise and Settlement |
| 3 | Letter to James Drennan from James Jackson, Dated September 27, 2002 |
| 4 | Letter to James Drennan from James Jackson, Dated January 17, 2003 |


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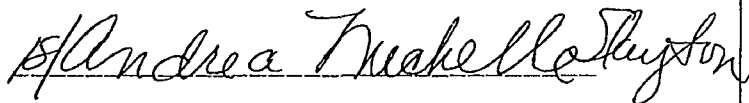
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CERTIFICATE OF REPORTER

I Andrea Michelle Slayton Court Reporter and Notary Public for the State of South Carolina at Large, do hereby certify that the foregoing transcript is a true, accurate, and complete record

I further certify that I am neither related to nor counsel for any party to the cause pending or interested in the events thereof

Witness my hand, I have hereunto affixed my official seal this 3rd day of December, 2007, at Dalzell, Sumter County, South Carolina



Andrea Michelle Slayton

Notary Public - South Carolina

My Commission Expires

March 18, 2013



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MCLEAN, JAMES N
EXHIBIT 1

STATE OF SOUTH CAROLINA)
COUNTY OF MARLBORO)

COMPROMISE AND
SETTLEMENT AGREEMENT

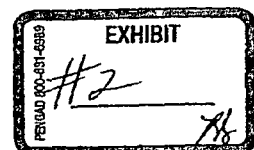
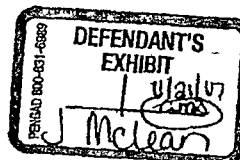
WHEREAS, by Summons and Petition filed in the Marlboro County, South Carolina Probate Court on October 19, 2000, Elizabeth P Pence, also known and therein designated as Elizabeth McL Pence ("Pence"), individually and as Personal Representative of the Estate of Elizabeth McLean Pence ("Decedent"), filed an action against James E Brogdon (hereafter referred to as "Brogdon" or as "Trustee"), Clemson University ("Clemson") and Coker College ("Coker"), Respondents, contesting the validity of a Trust Agreement established by Respondent Brogdon on May 28, 1999 in the name of and in behalf of the Decedent (the "Pence Trust") pursuant to powers given him in a Durable Power of Attorney signed by Elizabeth McLean Pence on July 30, 1998, to which said Trust Brogdon transferred assets belonging to the Decedent prior to her death, and

WHEREAS, said action was thereafter removed to the Court of Common Pleas for Marlboro County where it is now pending under Civil Action number 00-CP-34-354, and

WHEREAS, the parties have now reached certain understandings and agreements in full settlement of all claims made or which might have been made by Pence in any way arising out of the death of the Decedent and/or the matters alleged in the Petition herein

NOW, THEREFORE, KNOW ALL MEN BY THESE PRESENTS, that, in consideration of the sum of One Dollar to each in hand paid by the others, the receipt and sufficiency of which is hereby acknowledged, and the mutual covenants and agreements herein

1



contained, Pence Brogdon, Clemson and Coker have agreed as follows, effective this ___ day of January, 2002

1 DISTRIBUTION FROM TRUST TO PENCE ESTATE The parties have agreed that in order to resolve the disputes between them, Brogdon, as Trustee, will convey and distribute to Pence, as Personal Representative of the Decedent's Estate, Trust assets having a value equal to sixty (60%) percent of the value of all of the Trust assets, determined as provided below, and the remaining forty (40%) of the Trust assets will be retained by the Trustee, in trust, upon the terms, conditions, uses and trusts set forth in the Trust Agreement

2 ASSIGNMENT BY PENCE Upon approval of this Agreement by the Court pursuant to paragraph 11 below, if not sooner, Pence, in her individual capacity, will execute a revocable Trust Agreement in the form attached hereto, marked Exhibit "A" (the "Revocable Trust") Pence is the sole beneficiary of the Decedent's Estate, and as such will ultimately receive all assets of the Estate, including the Trust assets to be distributed by the Trustee to Decedent's Estate pursuant to paragraph 1 above. In order to minimize probate costs and to expedite the transfer of the Trust assets to the Revocable Trust, Pence, individually and as Personal Representative, hereby authorizes and directs that the Trustee convey and distribute to the Trustee of said Revocable Trust for her use and benefit all property and interests in property which may be distributable to the Estate under this Agreement, and to that end she does hereby assign unto said Trustee the right to receive and receipt for all assets which may be due her in and by the terms of this Agreement.

3 VALUATION OF TRUST ASSETS For purposes of this Agreement, the Trust

assets shall be valued as follows

(a) All real property shall be valued at the same values reported for federal estate tax purposes in the Decedent's estate, ~~excluding~~ any timber thereon, which shall be separately valued as provided in subparagraph (c) below. The Trust real properties and their values are set forth in Exhibit "B" attached hereto.

(b) The remaining Trust assets, other than timber, shall be valued as of the close of business on the last day of the calendar month in which this Agreement is approved by the Court as provided below.

(c) The value of the timber on the Trust real property shall be deemed to be the sum of (i) the net proceeds received for such timber upon its sale pursuant to paragraph 4 below after deducting from the sale proceeds the cost of reseedling and the costs and expenses of sale, plus (ii) the appraised value of any immature timber not cut, such appraised value to be established in the manner set forth in paragraph 4 below.

4 SALE OF TIMBER. Immediately after Court approval of this Agreement, all merchantable timber on the Trust real property shall be sold by the Trustee and, in the event that the Marlboro County real property is conveyed to her by the Trustee prior to selling the timber thereon, by Pence, and Pence and the Trustee shall select one or more Registered Foresters to assist in the harvesting of such timber and to appraise any timber not cut because not mature. Following the initial harvest of merchantable timber on the Orangeburg County real property, Trustee shall thereafter periodically harvest timber thereon in accordance with the recommendations of the Registered Forester who assists in the harvesting of the Orangeburg

timber

5 TIME OF PAYMENT/DISTRIBUTION All distributions and payments due Pence from the Trust shall be made as follows

(a) Non-Timber Assets As soon as is practicable, but not later than the 15th day of the calendar month following the month in which the Court approves this Agreement as provided in paragraph 11 below, the Trustee shall transfer and distribute to Pence assets of the Pence Trust having a value equal to sixty (60%) percent of the value of the Trust's assets, other than timber, valued as provided in paragraph 3 above. The assets to be distributed to Pence shall include the Marlboro County real property now owned by the Trust, at its value as shown on Exhibit "B". All Orangeburg County, South Carolina real property which is owned by the Trust shall be retained in trust by the Trustee.

(b) Timber The Trustee shall pay Pence sixty (60%) percent of the net proceeds arising from the sale of the Trust's timber assets, as and when timber sales are made pursuant to paragraph 4 above. In the event that the Trustee conveys the Marlboro County real property to Pence prior to selling the timber thereon, Pence shall receive and shall account for the proceeds of such sale and shall remit to the Trustee forty (40%) percent of the net proceeds arising from the sale of such timber. Following the final timber sale, the amounts due each of the parties shall be reconciled, and if either has received less than the full amount of his or her prorata share of the timber sales, the other shall pay such deficit, plus interest at the rate of seven (7%) percent.

6 BROGDON AS TRUSTEE Brogdon shall continue to serve as Trustee of the Trust for so long as he is able and willing to do so, and he shall be entitled to receive reasonable

compensation for his services as Trustee, in such amount as may be agreed to by and between Pence and Brogdon. Prior to the submission of this Agreement to the Court, William N McLean, designated as a successor Co-Trustee in ARTICLE VII(1) of the Trust, will have executed a Waiver of Right to Serve a copy of which is attached hereto, marked Exhibit "C", and in the event that Brogdon should become unable or unwilling to serve as Trustee, Wachovia Bank, or any duly designated successor corporate Trustee, shall serve as sole Trustee of the Trust

7 CLOSING OF L E PENCE ESTATE Following approval of this Agreement by the Court, Brogdon, who is now serving as Personal Representative of the Estate of L E Pence in the Marlboro County Probate Court, shall take such steps as may be required in order to bring the administration of said estate to a close, and shall distribute any remaining assets to Pence, as Personal Representative of Decedent's estate

8 SEPARATE ACCOUNTING FOR ORANGEBURG REALTY Following the approval of this Agreement by the Court and the distributions to Pence as provided herein, the Trust property will consist of (a) the Orangeburg real property, including any timber not cut because not merchantable and (b) other investments. In order to give effect to the intention of the Decedent, as expressed in ARTICLE VI(3) of the Trust, that the Orangeburg real property be distributed to the issue of the Settlor's brother (Norman M McLean), per stirpes, in the event that Pence does not have children or other issue to receive final distribution of the Trust property, the Trustee will separately account for the Orangeburg real property, and any proceeds therefrom in the event of sale so that in the event that Pence should leave no issue to receive final distribution of the Trust property in accordance with the terms of the Trust, such real property, as from time

to time constituted, including the proceeds therefrom should it or any part of it be sold, shall pass to the issue of the Decedent's said brother, and the remaining Trust property shall pass to Clemson and Coker in equal shares, as provided in said Trust.

9 TREATMENT OF ESTATE TAXES (a) In the event that it is finally determined in the estate tax proceedings relating to the Decedent's estate that additional estate taxes are due by reason of her death, such additional taxes shall be borne by the parties as follows

(i) any additional estate tax which may be due because of an increase in the fair market value of any asset of the Decedent's taxable estate which is to be retained in trust by the Trustee, including any interest due thereon, shall be paid in full by the Trust. Any additional estate tax which may be due to an increase in the fair market value of any other asset shall be paid in full by Pence, as Personal Representative of the Decedent's estate

(ii) any additional estate tax, including interest, which may be due for any other reason shall be apportioned between the Trust and Decedent's estate, with the Trust bearing that proportion of such additional estate tax as the value of the Trust, after making all distributions due Pence hereunder, bears to the total value of the Decedent's taxable estate, as finally determined, and the estate bearing the remainder of such additional tax

(b) In the event that the Decedent's estate should receive any refund of estate taxes paid, such refund shall be apportioned between the estate and the Pence Trust, each to receive a portion of such refund in proportion to its contribution towards payment of such estate taxes, provided, sixty (60%) percent of any refund to which the Pence Trust may receive shall be distributed to Pence as part of the distributions due her under paragraph 1 above

10 MUTUAL RELEASES Each of the parties does hereby release, relieve and forever discharge the others, and such others' heirs, successors and assigns, of and from any and all further liability for or on account of any and all claims heretofore made arising out of or in any way connected with the death of Decedent and the creation and administration of the Trust, and each party agrees to execute and deliver any and all additional releases or other instruments which may be reasonably necessary to accomplish the full and complete release of the others of and from all claims heretofore made, or which could have been made by them, arising out of or in any way connected with the death of Decedent and the creation and administration of said Trust. Each of the parties shall be responsible for his or her own attorneys' fees.

11 COURT APPROVAL This Agreement shall be subject to the approval of the Court of Common Pleas for Marlboro County pursuant to the provisions of South Carolina Code Section 62-3-1102. When this Agreement is submitted to the Court for approval, the proposed ratifying Order attached hereto, marked Exhibit "D", shall be submitted to the Court together with such testimony as may be needed by the Court to establish the reasonableness and finality of this Agreement.

12 EXECUTION IN COUNTERPARTS Copies of this Agreement may be executed separately by the parties, and this Agreement shall be deemed to be fully executed and binding and effective for all purposes when each of the parties has signed a counterpart hereof. All such counterparts, taken together, shall constitute a single agreement.

13 BINDING EFFECT/AMENDMENT This Agreement shall be binding upon and

shall inure to the benefit of the parties, their respective heirs, successors and assigns and it may not be amended except by mutual agreement reduced to writing

IN WITNESS WHEREOF, the parties have hereunto set their hands and seals this ____ day of January, 2002

WITNESSES

Sam Pugh
Janet Pugh

Deborah Pugh
Myra E. Pugh

Christopher M. Swendsen
Mollie L. Swendsen

Maury Lathrop Steele
Jayme Swendsen

Elizabeth P. Pence
ELIZABETH P. PENCE, Individually and
as Personal Representative of the Estate of
Elizabeth McLean Pence, deceased

James E. Brogdon
JAMES E. BROGDON, Individually and
as Trustee under Trust Agreement of
Elizabeth McLean Pence dated May 28,
1999

CLEMSON UNIVERSITY
By John R. Gentry
Its Associate General Counsel

COKER COLLEGE
By Robert B. Gentry
Its General Counsel

MCLEAN, JAMES N
EXHIBIT 2

STATE OF SOUTH CAROLINA)

COUNTY OF MARLBORO)

Elizabeth P Pence, Individually and as)
Personal Representative of the Estate of)
Elizabeth McLean Pence, deceased,)

Plaintiff,)

vs)

James E Brogden, Individually and as)
Trustee under Trust Agreement of)
Elizabeth M Pence dated May 28, 1999)
Coker College, and Clemson University,)

Defendants)

COURT OF COMMON PLEAS

CASE NO 00 CP-34 354

A CLERK

THURSDAY

William B Summerville

CLERK OF COURT

ORDER APPROVING

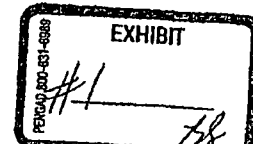
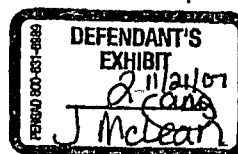
COMPROMISE AND SETTLEMENT

This matter comes before this Court upon petition of the Plaintiff, Elizabeth P Pence requesting approval of a Compromise and Settlement Agreement between the parties in the above entitled matter With a Summons and Petition filed in the Marlboro County, South Carolina Probate Court on October 19, 2000, Elizabeth P Pence, also known and therein designated as Elizabeth McL Pence ("Pence"), individually and as Personal Representative of the Estate of Elizabeth McLean Pence ("Decedent"), filed an action against James E Brogden (hereinafter referred to as "Brogden" or as "Trustee"), Clemson University ("Clemson") and Coker College ("Coker"), Respondents, contesting the validity of a Trust Agreement established by Respondent Brogden on May 28, 1999 in the name of and on behalf of the Decedent the "Pence Trust") pursuant to powers given to him in a Durable Power of Appointment signed by Elizabeth McLean Pence on July 30, 1998, to which said Pence Trust Brogden transferred assets belonging to the Decedent prior to her death

This action was thereafter removed to this Court under the provisions of South Carolina Code §62 1-302

The parties have now reached certain understandings and agreements in full settlement of all claims made or which might have been made by Pence in any way arising out of the death of the Decedent and/or the matters alleged in the Petition herein

The Court finds that a good faith controversy exists as to the creation of the Pence Trust as exhibited by the filing of the above referenced petition in the Marlboro County Probate Court and that the proposed compromise is in the best interest of all of the parties hereto



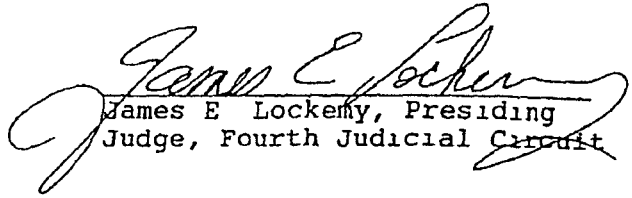
The Court finds that the attached Compromise and Settlement Agreement is in good faith and that the effect of the Agreement is just and reasonable

NOW, THEREFORE IT IS HEREBY ORDERED that the Agreement is approved and that the execution of such Agreement by all fiduciaries subject to this Court's jurisdiction is hereby ratified

IN WITNESS WHEREOF, the parties set their hands and seals this
_____ day of February, 2002

February 26, 2002

Bennettsville, SC


James E. Lockemy, Presiding
Judge, Fourth Judicial Circuit

MCLEAN, JAMES N
EXHIBIT 3

YARBOROUGH, HUTTO & JACKSON
ATTORNEYS AT LAW
198 DOCKET STREET N E
POST OFFICE BOX 2268
ORANGEBURG SOUTH CAROLINA 29116 2268

HALL YARBOROUGH
RONALD E HUTTO
JAMES B JACKSON JR

TELEPHONE
(803) 534 0626
(803) 534 0852
FAX
(803) 536-2175

September 27 2002

James B Drennan, III, Esquire
Dennis, Shaw & Drennan, LLC
103 Lafayette Street
Spartanburg S C 29304 0891

Re Elizabeth M Pence Estate

Dear Jim

Pursuant to your request of August 30, 2002, I am enclosing a copy of the deed from O Davie Burgdorf, Master-in-Equity for Orangeburg County to Elizabeth M Pence which seems to convey the Caw Caw Swamp property to her and provides a legal description therein. It seems to me that the 120 11 acres and the lot shown as tract 2 A would be Caw Caw Swamp property. The remaining piece seems to me to be in Limestone Township which is probably a different piece of property. I trust that this will provide you the information you need to prepare the Deed of Distribution.

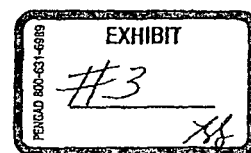
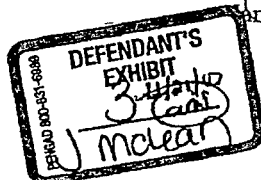
Additionally, I have been asked by Jim McLean, who is the son of Norman McLean, to review a number of documents that he provided me which includes the Elizabeth Pence Trust agreement prepared by attorney J Munford Scott Jr dated May of 1999 and the Order Approving Compromise and Settlement with the attached Compromise and Settlement Agreement which was the result of a lawsuit filed in Marlboro in case number 00 CP-34-354. In reading the Compromised and Settlement agreement, which was approved by Judge Lockemy in paragraph 8 entitled 'Separate Accounting For Orangeburg Reality', it says that in the event that Elizabeth P Pence dies without children that the intent was for the Orangeburg real property to be distributed to the issue of Norman M McLean. Therefore, it appears to me on the face of this matter that since Ms Pence died recently without children that the Order and Settlement Agreement would require that the Orangeburg property be distributed from her estate or from the trust or both to the children of Norman McLean. I would appreciate your letting me know your position in regards to that matter so that I can advise my clients appropriately.

With kind regards, I am

Sincerely,

James B Jackson Jr

JB Jr/ddb



MCLEAN, JAMES N
EXHIBIT 4

YARBOROUGH, HUTTO & JACKSON
ATTORNEYS AT LAW
198 DOCKET STREET N E
POST OFFICE BOX 2268
ORANGEBURG SOUTH CAROLINA 29116-2268

F HALL YARBOROUGH
RONALD E HUTTO
JAMES B JACKSON JR

TELEPHONE
(803) 534-0626
(803) 534-0852
FAX
(803) 536 2175

January 17 2003

James B Drennan III Esquire
Dennis, Shaw & Drennan, LLC
103 Lafayette Street
Spartanburg, S C 29304-0891

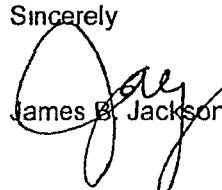
Re Estate of Elizabeth M Pence Estate

Dear Jim

This is to reconfirm my telephone conversation with you in which I indicated that my clients here in Orangeburg are interested in purchasing the Orangeburg County property owned by the late Elizabeth Pence. You indicated to me on the telephone that you would make sure that the heirs of her estate are aware of my clients' desires so that in the event they wish to sell the property they will make sure that my clients do have an opportunity to purchase this property. In addition, I want to again ask you to please forward me a copy of Elizabeth Pence's Will so that my clients can have the opportunity to review it for themselves. Your cooperation in this matter is greatly appreciated.

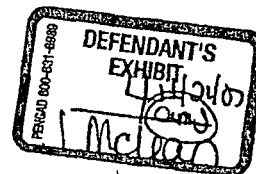
With kind regards I am

Sincerely


James B. Jackson, Jr

JB Jr/ddb

cc Jim McLean



COPY

TRUST AGREEMENT
OF
ELIZABETH M PENCE

J MUNFORD SCOTT, JR
SCOTT & ASSOCIATES ATTORNEYS AT LAW
1807 Cherokee Road
Florence, South Carolina 29502

CERTIFIED A TRUE COPY

P Mark Heath
P MARK HEATH
PROBATE JUDGE FOR MARLBORO COUNTY
PO Box 455
Bennettsville SC 29512

EXHIBIT 'C'

MTG0011

TRUST AGREEMENT

CERTIFIED
TRUE COPY

CERTIFICATE OF COURT

WHEREAS, ELIZABETH M PENCE did appoint JAMES E BROGDEN, SR., her Agent under that certain Durable Power of Attorney, dated July 30 1998 and

WHEREAS, said Power of Attorney did authorize under Article I (12), said Agent to execute revocable or irrevocable trust agreements with such Trustees as the Agent should select and

WHEREAS, the agent believes that the establishment of the revocable trust set out below is in the best interest of ELIZABETH M PENCE

KNOW ALL MEN BY THESE PRESENTS

Introductory Clause This Agreement made this 22 day of May, 1999 between ELIZABETH M PENCE, hereinafter referred to as the Settlor and JAMES E BROGDEN, SR. hereinafter referred to as the individual trustee and also as the Trustee

The Settlor has one living child ELIZABETH P PENCE

ARTICLE I

Description of Property Transferred The Settlor has paid over assigned granted conveyed transferred and delivered and by this Agreement does hereby pay over assign grant convey transfer and deliver unto the Trustee the property described in Schedule A annexed hereto and made a part hereof This property and any other property that may be received or which has been received by the Trustee hereunder as invested and reinvested (hereinafter referred to as the Trust Estate") shall be held administered and distributed by the Trustee as hereinafter set forth

ARTICLE II

Provisions for Settlor and Settlor's Daughter During Settlor's Lifetime The Trustee shall hold manage, invest and reinvest the Trust Estate (if any requires such management and investment) and shall collect the income if any therefrom and shall dispose of the net income and principal as follows

(1) During the lifetime of the Settlor, the Trustee shall pay to or apply for the benefit of the Settlor all the net income from this Trust

CERTIFIED A TRUE COPY

P. Mark Heath

P MARK HEATH
PROBATE JUDGE FOR MARLBORO COUNTY
PO Box 455
Reno, NV 89502

Trust Agreement - ELIZABETH M PENCE P 5 1

MTG0012

(2) During the lifetime of the Settlor the Trustee may pay to or apply for the benefit of the Settlor such sums from the principal of this Trust as in its sole discretion shall be necessary or advisable from time to time for the medical care support and maintenance in reasonable comfort of the Settlor, taking into consideration to the extent the Trustee deems advisable any other income or resources of the Settlor known to the Trustee

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(3) In the event that the Settlor is adjudicated to be incompetent or in the event that the Settlor is not adjudicated incompetent, but by reason of illness or mental or physical disability is in the opinion of the Trustee, unable to properly handle the Settlor's own affairs, then and in that event the Trustee may during the Settlor's lifetime, in addition to the payments of income and principal for the benefit of the Settlor, pay to or apply for the benefit of any one or more of the Settlor's daughter such sums from the net income and from the principal of this Trust in such shares and proportions as in the Trustee's sole discretion it shall determine to be necessary or advisable from time to time for the medical care education, support and maintenance in reasonable comfort of the Settlor's daughter taking into consideration to the extent the Trustee deems advisable, any other income or resources of the Settlor's daughter known to the Trustee

ARTICLE III

Settlor's Rights to Amend Change or Revoke the Trust Agreement The Settlor may, by signed instruments delivered to the Trustee during the Settlor's life (1) withdraw property from this Trust in any amount and at any time upon giving reasonable notice in writing to the Trustee, (2) add other property to the Trust, (3) change the beneficiaries their respective shares and the plan of distribution (4) amend this Trust Agreement in any other respect (5) revoke this Trust in its entirety or any provision therein provided however the duties or responsibilities of the Trustee shall not be enlarged without the Trustee's consent nor without satisfactory adjustment of the Trustee's compensation

ARTICLE IV

Discretionary Provisions for Trustee to Deal with Settlor's Estate and Make Payment of Debts and Taxes After the Settlor's death the Trustee in his discretion he deems it advisable may pay all or any part of the Settlor's funeral expenses legally enforceable claims against the Settlor or the Settlor's estate reasonable expenses of administration of the Settlor's estate any allowances by court order to those dependent upon the Settlor any estate inheritance succession death or similar taxes payable by reason of the Settlor's death together with any interest thereon or other additions thereto without reimbursement from the Settlor's personal representatives from any beneficiary of insurance upon the Settlor's life or from any other person All such payments except of interest shall be charged generally against the principal of the Trust Estate includable in the Settlor's estate for Federal estate tax purposes and any interest so paid shall be charged generally against the income thereof provided however any such payments of estate inheritance succession death or similar taxes (except generation skipping transfer taxes) shall be charged against the principal constituting the PENCE Family Trust and any interest so paid shall be charged against the income thereof If such share or trust

Witness my hand and seal this 1st day of March 2013

P. MARK HEATH
PROBATE JUDGE FOR MARLBORO COUNTY
PO Box 455
Barnettsville SC 29512

MTG0013

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26

was created as a fraction, then such taxes thus paid shall reduce the numerator of that share or trust and the Trust Estate thus likewise reducing the denominator of the fraction. The Trustee may make such payments directly or may pay over the amounts thereof to the personal representatives of the Settlor's estate. Written statements by the personal representatives of such sums due and payable by the estate shall be sufficient evidence of their amount and propriety for the protection of the Trustee and the Trustee shall be under no duty to see to the application of any such payments. The Trustee shall pay over to the personal representatives of the Settlor's estate all obligations of the United States Government held hereunder which may be redeemed at par in payment of federal estate taxes. If administrative expenses are deducted on the estate's income tax return but paid from principal then they shall be charged against the PENCE Family Trust.

ARTICLE V

Creation of The PENCE Family Trust Upon the death of the Settlor the Trust Estate which shall include any property which may be added from the Settlor's general estate shall be created, administered and distributed under the PENCE Family Trust as hereinafter set forth.

ARTICLE VI

The PENCE Family Trust Introductory Provision The PENCE Family Trust shall be created, administered and distributed as follows:

(1) Provisions for ELIZABETH P. PENCE If ELIZABETH P. PENCE survives the Settlor the PENCE Family Trust shall be distributed or retained in Trust as herein provided:

(a) Payment to ELIZABETH P. PENCE of All Income If the Settlor's daughter ELIZABETH P. PENCE shall survive the Settlor then commencing with the date of the Settlor's death the Trustee shall pay to or apply for the benefit of the Settlor's daughter during her lifetime all the net income from the PENCE Family Trust in convenient installments but not less frequently than quarterly.

(b) Discretionary Payments of Principal for ELIZABETH P. PENCE If the Settlor's daughter shall survive the Settlor the Trustee may pay to or apply for the benefit of the Settlor's daughter during her lifetime such sums from the principal of the PENCE Family Trust as in its sole discretion shall be necessary or advisable from time to time for the medical care, education, support and maintenance in reasonable comfort of the Settlor's daughter taking into consideration to the extent the Trustee deems advisable any other income or resources of the Settlor's daughter known to the Trustee.

(c) Limited Withdrawal by ELIZABETH P. PENCE When ELIZABETH P. PENCE has attained the age of Twenty-five (25) years there shall be paid to her during her lifetime from the principal of the PENCE Family Trust upon her written request:

as hereinafter provided.

CERTIFIED A TRUE COPY

MARK HEATH

PROBATE JUDGE FOR MARLBORO COUNTY
PO Box 455
Bennettsville SC 29312

MTG0014

during the last month of each fiscal year of the Trust an amount not to exceed during the fiscal year the lesser of Five Thousand (\$5,000.00) Dollars or Five (5%) percent of the total value of the principal of the PENCE Family Trust on the last day of the fiscal year without reduction of the principal payment for the fiscal year. This right of withdrawal is noncumulative so that if one does not withdraw, during the fiscal year the full amount to which she is entitled under this subparagraph the right to withdraw the amount not withdrawn shall lapse at the end of that fiscal year.

(d) Division Into Shares for Children of ELIZABETH P. PENCE Upon the death of the survivor of ELIZABETH P. PENCE and the Settlor the Trustee shall divide this Trust as then constituted into equal separate shares so as to provide One (1) share for each then living child of ELIZABETH P. PENCE and One (1) share for each deceased child of ELIZABETH P. PENCE who shall leave issue then living. Each share shall be distributed or retained in trust as hereinafter provided.

(e) Income and Discretionary Invasion of Principal for the Children of ELIZABETH P. PENCE After division into shares for the children of ELIZABETH P. PENCE, all the net income from each share so provided for a living child of ELIZABETH P. PENCE shall be paid in convenient installments to or applied for the benefit of the child until complete distribution of the share as herein provided. In addition to income the Trustee may pay to or apply for the benefit of the child such sums from the principal of his or her share as in his sole discretion shall be necessary or desirable from time to time for his or her medical care, education, support and maintenance in reasonable comfort taking into consideration to the extent the Trustee deems advisable, any other income or resources of the child known to the Trustee.

(f) Distribution of the Share of ELIZABETH P. PENCE's Child After division into shares for ELIZABETH P. PENCE's children, when a child of ELIZABETH P. PENCE attains the age of Twenty-five (25) years the Trustee shall distribute to the child one third (1/3) of the principal of his or her share as then constituted and when a child of ELIZABETH P. PENCE attains the age of Thirty (30) years the Trustee shall distribute to the child one half (1/2) of the principal of his or her share as then constituted, and when a child of ELIZABETH P. PENCE attains the age of Thirty-five (35) years the Trustee shall distribute to the child the undistributed balance of his or her share. If a child of ELIZABETH P. PENCE has already attained age Twenty-five (25) age Thirty (30) or age Thirty-five (35) at the time this Trust is divided into separate shares the Trustee shall upon making the division distribute to the child one third (1/3) two thirds (2/3) or all of his or her share respectively.

(g) Upon Death of ELIZABETH P. PENCE's Child to Issue of ELIZABETH PENCE's Child After division into shares for ELIZABETH P. PENCE's children upon the death of a child of ELIZABETH P. PENCE prior to complete distribution of his or her share the undistributed balance of the child's share shall be distributed per stirpes to his or her then living issue or in default of such issue per stirpes to ELIZABETH P. PENCE's then living issue.

CERTIFIED A TRUE COPY.

P. Mark Heath

P. MARK HEATH
PROBATE JUDGE FOR MARLBORO COUNTY
P.O. Box 455
Barnett, SC 29512

MTG0015

(h) Distribution of the Share of a Deceased Child of ELIZABETH P PENCE Each share set aside upon division into shares for a deceased child of ELIZABETH P PENCE who shall leave issue then living shall be distributed per stirpes to such issue

(2) Distribution of ELIZABETH P PENCE's Deceased If ELIZABETH P PENCE shall not survive the Settlor but is survived by issue the PENCE Family Trust shall be distributed or retained in Trust as herein provided

(3) Outright Final Distribution if ELIZABETH P PENCE and Issue Deceased If at the time of the Settlor's death or at any later time prior to final distribution hereunder ELIZABETH P PENCE and all her issue are deceased and no other disposition of the property is directed by this Trust then and in that event the then remaining property of this Trust shall be paid over and distributed free of trust as follows

Endowment Gift to Charity Use of Income Designated One-half (1/2) thereof to CLEMSON UNIVERSITY located at Clemson, S C or its successors to be added to its endowment fund with the income therefrom to be used under such rules and regulations as its governing board shall determine This fund shall be known as the L. E. PENCE Scholarship Fund In the event that this use becomes impracticable then such gift may be used for such other uses and purposes as its governing board shall deem necessary and advisable

Endowment Gift to Charity Use of Income Designated One-half (1/2) thereof to COKER COLLEGE, located at Hartsville, S C or its successors to be added to its endowment fund with the income therefrom to be used under such rules and regulations as its governing board shall determine This fund shall be known as the ELIZABETH M PENCE Scholarship Fund In the event that this use becomes impracticable then such gift may be used for such other uses and purposes as its governing board shall deem necessary and advisable

Gift to Named Person McLEAN family land in Orangeburg County, S C thereof to issue of the Settlor's brother in equal shares If any or said issue shall predecease ELIZABETH P PENCE then to their issue per stirpes

ARTICLE VII

Trustee Succession Trustee's Fees and Other Matters The provisions for naming the Trustee Trustee succession Trustee's fees and other matters are set forth below

(1) Final Succession If Individual Trustee Cannot Act If the Settlor's individual Trustee should fail to qualify as Trustee hereunder or for any reason should cease to act in such capacity then the successor or substitute Trustee who shall also serve without bond shall be WACHOVIA BANK and WILLIAM M McLEAN as Co Successor Trustees

CERTIFIED A TRUE COPY

P. Mark Heath

P. MARK HEATH
CORPORATE JUDGE FOR MARLBORO COUNTY
Box 455
Beaufortville SC 29512

MTG0016

(2) Fee Schedule for Individual Trustee For services as Trustee the individual Trustee shall receive reasonable compensation for the services rendered and reimbursement for reasonable expenses

(3) Fee Schedule for Corporate Trustee For its services as Trustee, the corporate Trustee shall receive an amount determined by its Standard Fee Schedule in effect and applicable at the time of the performance of such services. If no such schedule shall be in effect at that time it shall be entitled to reasonable compensation for the services rendered

(4) Change in Corporate Fiduciary Any corporate successor to the trust business of the corporate fiduciary designated herein or at any time acting hereunder shall succeed to the capacity of its predecessor without conveyance or transfer

(5) Limitations on Trustees No person who at any time is acting as Trustee hereunder shall have any power or obligation to participate in any discretionary authority which the Settlor has given to the Trustee to pay principal or income to such person or for his or her benefit or in relief of his or her legal obligations

ARTICLE VIII

Definition of Trustee Whenever the word "Trustee" or any modifying or substituted pronoun therefor is used in this Trust, such words and respective pronouns shall include both the singular and the plural, the masculine, feminine and neuter gender thereof and shall apply equally to the Trustee named herein and to any successor or substitute Trustee acting hereunder and such successor or substitute Trustee shall have all the rights, powers and duties, authority and responsibility conferred upon the Trustee originally named herein

ARTICLE IX

Powers for Trustee The Trustee is authorized in his fiduciary discretion (which shall be subject to the standard of reasonableness and good faith to all beneficiaries) with respect to any property, real or personal, at any time held under any provision of this Trust Agreement and without authorization by any court and in addition to any other rights, powers, authority and privileges granted by any other provision of this Trust Agreement or by statute or general rules or law

(1) To retain in the form received any property or undivided interests in property donated to, or otherwise acquired as a part of the Trust Estate including residential property and shares of stock, regardless of any lack of diversification, risk or nonproductivity, as long as it deems advisable and to exchange any such security or property for other securities or properties and to retain such items received in exchange although such property represents a large percentage of the total property of the Trust Estate or even the entirety thereof

CE TIFIED A TRUE COPY

P. Mark Heath

P. MARK HEATH
PROBATE JUDGE FOR MARLBORO COUNTY
P.O. Box 455
Reno, NV 89502

MTG0017

(2) To invest and reinvest all or any part of the Trust Estate in any property and undivided interests in property, wherever located including bonds debentures notes secured or unsecured stocks of corporations regardless of class interests in limited partnerships limited liability companies or similar entities real estate or any interest in real estate whether or not productive at the time of investment interests in trusts investment trusts whether of the open end or closed fund types and participation in common collective or pooled trust funds insurance contracts on the life of any beneficiary or annuity contracts for any beneficiary without being limited by any statute or rule of law concerning investments by fiduciaries

(3) To sell or dispose of or grant options to purchase any property real or personal constituting a part of the Trust Estate for cash or upon credit to exchange any property of the Trust Estate for other property, at such times and upon such terms and conditions as it may deem best and no person dealing with it shall be bound to see to the application of any monies paid

(4) To hold any securities or other property in his own name as Trustee in his own name in the name of a nominee (with or without disclosure of any fiduciary relationship) or in bearer form

(5) To keep, at any time and from time to time all or any portion of the Trust Estate in cash and uninvested for such period or periods of time as it may deem advisable without liability for any loss in income by reason thereof

(6) To sell or exercise stock subscription or conversion rights

(7) To refrain from voting or to vote shares of stock which are a part of the Trust Estate at shareholders' meetings in person or by special limited or general proxy and in general to exercise all the rights powers and privileges of an owner in respect to any securities constituting a part of the Trust Estate

(8) To participate in any plan of reorganization or consolidation or merger involving any company or companies whose stock or other securities shall be part of the Trust Estate and to deposit such stock or other securities under any plan of reorganization or with any protective committee and to delegate to such committee discretionary power with relation thereto to pay a proportionate part of the expenses of such committee and any assessments levied under any such plan to accept and retain new securities received by the Trustee pursuant to any such plan to exercise all conversion subscription voting and other rights of whatsoever nature pertaining to such property and to pay any amount or amounts of money as it may deem advisable in connection therewith

(9) To borrow money and to encumber mortgage or pledge any asset of the Trust Estate for a term within or extending beyond the term of the trust in connection with the exercise of any power vested in the Trustee

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PROBATE JUDGE FOR MARLBORO COUNTY
PO Box 455
Barnesville SC 29512

ELIZABETH M. PENCE P.

MTG0018

(10) To enter for any purpose into a lease as lessor or lessee with or without option to purchase or renew for a term within or extending beyond the term of the trust

(11) To subdivide, develop, or dedicate real property to public use or to make or obtain the vacation of plats and adjust boundaries, to adjust differences in valuation on exchange or partition by giving or receiving consideration, and to dedicate easements to public use without consideration

(12) To make ordinary or extraordinary repairs or alterations in buildings or other structures, to demolish any improvements, to raze existing or erect new party walls or buildings

(13) To continue and operate any business owned by the Settlor at the Settlor's death and to do any and all things deemed needful or appropriate by the Trustee, including the power to incorporate the business and to put additional capital into the business, for such time as he shall deem advisable, without liability for loss resulting from the continuance or operation of the business except for his own negligence, and to close out liquidate or sell the business at such time and upon such terms as it shall deem best.

(14) To collect, receive, and receipt for rents, issues, profits and income of the Trust Estate

(15) To insure the assets of the Trust Estate against damage or loss and the Trustee against liability with respect to third persons

(16) In buying and selling assets, in lending and borrowing money and in all other transactions, irrespective of the occupancy by the same person of dual positions to deal with itself in its separate or any fiduciary capacity

(17) To compromise, adjust, arbitrate, sue on or defend, abandon, or otherwise deal with and settle claims in favor of or against the Trust Estate as the Trustee shall deem best

(18) To employ and compensate agents, accountants, investment advisers, brokers, attorneys-in-fact, attorneys-at-law, tax specialists, realtors and other assistants and advisors deemed by the Trustee needful for the proper administration of the Trust Estate and to do so without liability for any neglect, omission, misconduct or default of any such agent or professional representative provided such person was selected and retained with reasonable care

(19) To determine what shall be fairly and equitably charged or credited to income and what to principal

(20) To hold and retain the principal of the Trust Estate undivided until actual division shall become necessary in order to make distributions to hold, manage, invest, and account for the several shares or parts thereof by appropriate entries on the Trustee's books of account and to allocate to each share or part of share its proportionate part of all receipts and expenses

Trust Agreement of ELIZABETH V. PENCE P. 3

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MTG0019

provided however the carrying of several trusts as one shall not defer the vesting in title or in possession of any share or part of share thereof

(21) To make payment in cash or in kind or partly in cash and partly in kind upon any division or distribution of the Trust Estate (including the satisfaction of any pecuniary distribution) without regard to the income tax basis of any specific property allocated to any beneficiary and to value and appraise any asset and to distribute such asset in kind at its appraised value and when dividing fractional interests in property among several beneficiaries to allocate entire interests in some property to one beneficiary and entire interests in other property to another beneficiary or beneficiaries

(22) In general to exercise all powers in the management of the Trust Estate which any individual could exercise in his or her own right upon such terms and conditions as it may reasonably deem best and to do all acts which it may deem reasonably necessary or proper to carry out the purposes of this Trust Agreement

(23) To purchase property real or personal from the Settlor's general estate upon such terms and conditions as to price and terms of payment as the Settlor's personal representatives and the Trustee shall agree to hold the property so purchased as a part of the Trust Estate although it may not qualify as an authorized trust investment except for his provision and to dispose of such property as and when the Trustee shall deem advisable. The fact that the Settlor's personal representatives and the Trustee are the same shall in no way affect the validity of this provision

(24) To lend funds to the Settlor's general estate upon such terms and conditions as to interest rates maturities and security as the Settlor's personal representatives and the Trustee shall agree the fact that they may be the same in no way affecting the validity of this provision

(25) To receive property bequeathed, devised or donated to the Trustee or the Settlor or any other person to receive the proceeds of any insurance policy which names the Trustee as beneficiary, to execute all necessary receipts and releases to Personal Representatives donors insurance companies and other parties adding property to the Trust Estate

(26) To combine assets of two or more trusts if the provisions and terms of each trust are substantially identical and to administer them as a single trust if the Trustee reasonably determines that the administration as a single trust is consistent with the Settlor's intent and facilitates the trust's administration without defeating or impairing the interests of the beneficiaries

(27) To divide any trust into separate shares or separate trusts or to create separate trusts if the Trustee reasonably deems it appropriate and the division or creation is consistent with the Settlor's intent and facilitates the trust's administration without defeating or impairing the interests of the beneficiaries

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MTG0020

ARTICLE VII

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Jan
Trustee's Discretion in Making Payments to a Person Under Age Twenty-One Incompetent or Incapacitated Person In case the income or principal payment under any trust created hereunder or any share thereof shall become payable to a person under the age of Twenty-one (21) or to a person under legal disability or to a person not adjudicated incompetent, but who by reason of illness or mental or physical disability, is in the opinion of the Trustee unable properly to administer such amounts then such amounts shall be paid out by the Trustee in such of the following ways as the Trustee deems best (1) directly to the beneficiary, (2) to the legally appointed guardian of the beneficiary (3) to some relative or friend for the medical care education support and maintenance in reasonable comfort of the beneficiary, (4) by the Trustee using such amounts directly for the beneficiary's care support and education (5) to a custodian for the beneficiary under the Uniform Gifts of Transfers to Minors Act

ARTICLE VIII

Power of Trustee to Resign During Settlor's Lifetime Any Trustee may resign this trusteeship during the Settlor's lifetime by giving the Settlor Thirty (30) days notice in writing delivered to the Settlor in person or mailed to the Settlor's last known address the resignation to become effective as hereinafter provided Upon receipt of such notice the Settlor shall appoint a successor Trustee Upon the failure of the Settlor to appoint a successor Trustee who accepts the trust within Thirty (30) days from the time notice was delivered in person or mailed to the Settlor the Trustee may resign to the court having jurisdiction over this trust which court may if it deems advisable accept the resignation and appoint a successor Trustee which shall be an individual as successor to an individual trustee or a bank or trust company qualified to do business in the state of the Settlor's domicile as successor to a corporate trustee Upon the appointment or acceptance by the successor Trustee the original Trustee shall pay over deliver assign transfer or convey to such successor Trustee the Trust Estate and make a full and proper accounting to the Settlor whereupon his resignation shall become effective The substitute or successor Trustee upon acceptance of this trust and the Trust Estate shall succeed to and have all the rights powers and duties authority and responsibility conferred upon the Trustee originally named herein

ARTICLE XIV

Settlor During Lifetime to Designate Substitute or Successor Trustee The Settlor during the Settlor's lifetime may name a substitute or successor Trustee by delivery to any Trustee herein a notice naming the successor or substitute Trustee and indicating an intent to replace the Trustee named Upon receipt of such notice the Trustee named shall pay over deliver assign transfer or convey to such substitute or successor Trustee (which accepts the appointment as trustee) the Trust Estate and make a full and proper accounting to the Settlor whereupon the Trustee named shall be discharged and have no further responsibility under this Trust Agreement Upon the failure of the Trustee to make such conveyance the Settlor may

WITNESSETH ELIZABETH M. PENCE 2-11

Mark Heath
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PROBATE JUDGE FOR MARLBORO COUNTY
P.O. Box 455
Brattleboro, VT 05752

MTG0022

apply to the court having jurisdiction of this trust and such court may compel the conveyance by the Trustee. The substitute or successor Trustee upon acceptance of this trust and the Trust Estate shall succeed to and possess all the rights, powers and duties, authority and responsibility conferred upon the Trustee originally named herein

ARTICLE XV

Definition of Children For purposes of this Trust, "children" means the lawful blood descendants in the first degree of the parent designated, and "issue" and "descendants" mean the lawful blood descendants in any degree of the ancestor designated provided however, that if a person has been adopted, that person shall be considered a child of such adopting parent and such adopted child and his or her issue shall be considered as issue of the adopting parent or parents and of anyone who is by blood or adoption an ancestor of the adopting parent or either of the adopting parents. The terms "child", "children", "issue", "descendant" and "descendants" or those terms preceded by the terms "living" or "then living" shall include the lawful blood descendant in the first degree of the parent designated even though such descendant is born after the death of such parent.

The term "per stirpes" as used herein has the identical meaning as the term "taking by representation" as defined in the South Carolina Probate Code.

ARTICLE XVI

Definition of Words Relating to the Internal Revenue Code As used herein the words "gross estate", "adjusted gross estate", "taxable estate", "unified credit", "state death tax credit", "maximum marital deduction", "marital deduction", "pass" and any other word or words when from the context in which it or they are used refer to the Internal Revenue Code shall have the same meaning as such words have for the purposes of applying the Internal Revenue Code to the Settlor's estate. For purposes of this Trust Agreement, the Settlor's "available generation-skipping transfer exemption" means the generation-skipping transfer tax exemption provided in section 2631 of the Internal Revenue Code of 1986 as amended in effect at the time of the Settlor's death reduced by the aggregate of (1) the amount if any of the Settlor's exemption allocated to lifetime transfers of the Settlor by the Settlor or by operation of law and (2) the amount if any the Settlor has specifically allocated to other property of the Settlor's gross estate for federal estate tax purposes. For purposes of this Trust Agreement if at the time of the Settlor's death the Settlor has made gifts with an inclusion ratio of greater than zero for which the gift tax return due date has not expired (including extensions) and the Settlor has not yet filed a return it shall be deemed that the Settlor's generation skipping transfer exemption has been allocated to these transfers to the extent necessary (and possible) to exempt the transfer(s) from generation skipping transfer tax. Reference to sections of the Internal Revenue Code and to the Internal Revenue Code shall refer to the Internal Revenue Code amended to the date of the Settlor's death.

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PROBATE JUDGE FOR MARLBORO COUNTY
Box 455
Marlboro, VA 22552

Trust Agreement of ELIZABETH M. FENCE Page 1

MTG0023

ARTICLE XVII

Simultaneous Death Provision Presuming Beneficiary Predeceases Settlor If an beneficiary and the Settlor should die under such circumstances as would make it doubtful whether the beneficiary or the Settlor died first, then it shall be conclusively presumed for the purposes of this Trust that the beneficiary predeceased the Settlor

ARTICLE XVIII

Payment of Funeral Expenses and Expenses of Last Illness of Income Beneficiary On the death of any person entitled to income or support from any Trust hereunder the Trustee is authorized to pay the funeral expenses and the expenses of the last illness of such person from the principal of the Trust from which such person was entitled to income or support

ARTICLE XIX

State Law to Govern This Trust Agreement and the trusts created hereby shall be construed regulated and governed by and in accordance with the laws of the State of South Carolina.

ARTICLE XX

Spendthrift Provision Except as otherwise provided herein all payments of principal and income payable or to become payable to the beneficiary or any trust created hereunder shall not be subject to anticipation assignment pledge sale or transfer in any manner nor shall any beneficiary have the power to anticipate or encumber such interest nor shall such interest while in the possession of the fiduciary hereunder be liable for or subject to the debts contracts obligations liabilities or torts of any beneficiary

ARTICLE XXI

Perpetuities Savings Clause Notwithstanding anything herein to the contrary the trusts created hereunder shall terminate not later than Twenty-one (21) years after the death of the last survivor of issue living on the date of the Settlor's death when the Trustee shall distribute each remaining trust hereunder to the beneficiary or beneficiaries of the current income thereof and if there is more than one beneficiary in the proportion in which they are beneficiaries or if no proportion is designated in equal shares to such beneficiaries

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PROBATE JUDGE FOR MARLBORO COUNTY
PO Box 455
Bennettsville SC 29512

Agreement of ELIZABETH VI PENCE P. 3 13

MTG0024

#11f

Testimonium Clause IN WITNESS WHEREOF the Settlor and the Trustee have
executed this Trust Agreement

WITNESSES

James E. Brogdon, Sr.
David A. Pate

Elizabeth M. Pence
by Elizabeth M. Pence, Settlor
ELIZABETH M. PENCE, SETTLOR

James E. Brogdon, Sr.
JAMES E. BROGDON, SR.,
INDIVIDUAL TRUSTEE

Trust Agreement of ELIZABETH M. PENCE Page 14

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CLERK OF COURT FOR MARLBORO COUNTY
PO Box 455
Bennettsville SC 29512

MTG0025

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STATE OF SOUTH CAROLINA

PROBATE

COUNTY OF Florence

Personally appeared the undersigned witness and made oath that She saw the within named Settlor and Trustee sign, seal and as their act and deed deliver the within Trust Agreement and that deponent with the other witness whose name is subscribed above witnessed the execution thereof

Jennifer Swartzell
Witness

Sworn to before me this

28th day of May 1999

Lisa A. Pate

Notary Public for South Carolina

My Commission expires 1-22-08

Trust Disk O-P"
Pence E Trust

Trust Agreement FELIZABETH M. PENCE P g 15

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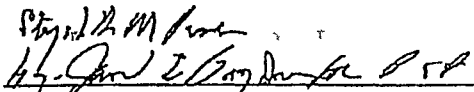
P. MARK HEATH
PROBATE JUDGE FOR MARLBORO COUNTY
PO Box 455
Bennettsville SC 29512

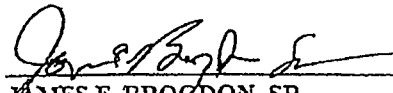
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SCHEDULE "A"

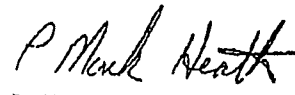
List of Assets

WACHOVIA INVESTOR'S ACCOUNT # 330-02520-1-6


ELIZABETH M. PENCE, SETTLOR


JAMES E. BROGDON, SR
INDIVIDUAL TRUSTEE

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P. MARK HEATH
PROBATE JUDGE FOR MARLBORO COUNTY
PO Box 455
Bennettsville SC 29512

True Agreement of ELIZABETH M. PENCE Page 16

MTG0027

WUPY

DURABLE POWER OF ATTORNEY OF
ELIZABETH M PENCE

I, ELIZABETH M PENCE, hereby, of account JAMES E BROGDON SR as my attorney in fact, to serve as my agent (Agent) and to exercise the powers set forth below

0002601 BK: 0381 PG: 0135
CERTIFIED TRUE COPY
08/13/13
William B Funderburk
Clerk of Court
Marlboro County, SC

By this instrument I intend to create a Durable Power of Attorney Under Section 62-1-304, Code of Laws of South Carolina (1976) as amended or any successor thereto

If no Agent designated in this instrument is able or willing to serve or to continue to serve as such Agent, then I request (i) that all desires I have stated in this instrument be honored and (ii) all instructions given to any Agent acting under this instrument be carried out and (iii) to the extent permissible under applicable law this instrument be treated as self-executing and given the same force and effect as any other written expression of intent under applicable law

I hereby revoke all powers of attorney general and/or limited, heretofore granted by me as principal and terminate all agency relationships created thereunder including those of all successor Agents named therein, if any except that powers granted by me on forms provided by financial institutions granting the right to write checks on, deposit funds to and withdraw funds from accounts to which I am a signatory or granting access to a safe deposit shall not be revoked, but shall continue in full force and effect

ARTICLE I

My Agent is authorized in my Agent's sole and absolute discretion from time to time and at any time with respect to all of my property and interests in property real, personal, intangible and mixed as follows

1-15
1-16
1-17
1-18
1-19
1-20

(1) to sell any and every kind of property that I may own now or in the future real, personal, intangible and/or mixed including without being limited to contingent and expectant interests, marital rights and any rights of survivorship incident to joint tenancy or tenancy by the entirety upon such terms and conditions and security as my Agent shall deem appropriate and to grant options with respect to sales thereof to make such disposition of the proceeds of such sale or sales (including expending such proceeds for my benefit) as my Agent shall deem appropriate

(2) to buy every kind of property real, personal, intangible and/or mixed, upon such terms and conditions as my Agent shall deem appropriate to obtain options with respect to such purchases to arrange for appropriate disposition, use, safekeeping and/or insuring of any such property to borrow money for the purposes described herein and to secure such borrowings in such manner as my Agent shall deem appropriate to repay from any funds belonging to me or my money borrowed and to pay for any purchases made or cash advanced using credit cards issued to me

(3) to invest and reinvest all or any part of my property in any property or interests (including undivided interests) in property real, personal, intangible and/or mixed, wherever located, including without being limited to securities of all kinds bonds, debentures, notes (secured or unsecured), stocks of corporations regardless of class, interests in limited partnerships, real estate or any interest in real estate whether or not productive at the time of investment, commodities contracts of all kinds interests in trusts, investment trusts whether of the open and/or closed fund types, and participation in common collective or pooled investment funds or annuity contracts without being limited by any statute or rule of law concerning investments by fiduciaries to sell (including short sales) and terminate any investments whether made by me or my Agent, to establish, utilize and terminate savings and money market accounts with financial institutions of all kinds, to establish, utilize and terminate accounts (including margin accounts) with securities brokers to establish, utilize and terminate managing agency accounts with corporate fiduciaries to employ, compensate and terminate the services of financial and investment advisors and consultants

(4) with respect to real property (including but not limited to any real property I may hereafter acquire or receive and my personal residence) to lease, sublease, release, to eject, remove and relieve tenants or other persons from, and recover possession of by all lawful means to accept real property as gift or as security for a loan to collect due for, receive and receipt for, rents and profits and to conserve, invest or utilize any and all of such rents, profits and receipts for the purposes described in this paragraph, to do any act of management and conservation to pay, compromise or to contest tax assessments and to apply for refunds in connection therewith to employ, loan, to subdivide, develop, dedicate to public use without consideration and/or dedicate easements over to maintain, protect, repair, preserve, insure, build upon, demolish, alter or improve all or any part thereof to obtain or vacate plats and adjust boundaries to adjust differences in valuation on exchange or partition by giving or receiving consideration to release or partially release real property from a lien to sell and to buy real

EXHIBIT B

MTG0031

property to mortgage and/or convey by deed of trust or otherwise and/or any real property now or hereafter owned by me whether acquired by me or for me by my Agent

(5) with respect to personal property to lease sublease and release to recover possession of by all lawful means to collect sue for receive and receipt for rents and profits the covenants to maintain, protect, repair preserve insure alter or improve all or any part thereof to sell and to buy the same or other personal property to mortgage pledge and/or grant other security interests in any personal property or intangibles now or hereafter owned by me whether acquired by me or for me by my Agent

(6) to exercise all rights with respect to corporate securities which I now own or may hereafter acquire including the right to sell grant security interests in and to buy the same or different securities to establish utilize and terminate brokerage accounts (including margin accounts), to make such payments as my Agent deems necessary appropriate, incidental or convenient to the owning and holding of such securities to receive retain, expend for my benefit, invest and reinvest or make such disposition of as my Agent shall deem appropriate all additional securities cash or property (including the proceeds from the sales of my securities) to which I may be or become entitled by reason of my ownership or any securities to vote at all meetings of security holders regular or special,

(7) to demand, arbitrate settle, sue for, collect, receive deposit, expend for my benefit, reinvest or make such other appropriate disposition of as my Agent deems appropriate, all cash, rights to the payment of cash, property (real, personal intangible and/or mixed) debts dues rights, accounts, legacies, bequests devises dividends, annuities rights and/or benefits to which I am now or may in the future become entitled, regardless of the identity of the individual or public or private entity involved, including but not limited to benefits payable to or for my benefit by any governmental agency or body (such as Supplemental Social Security (SSI) Medicaid, Medicare and Social Security Disability Insurance (SSDI) and for the purposes of receiving Social Security benefits my Agent is herewith appointed my Representative Payee) to utilize all lawful means and methods to recover such assets and/or rights, qualify me for such benefits and claim such benefits on my behalf and to compromise claims and grant discharges in regard to the matters described herein to make such compromises release settlements and discharges with respect thereto as my Agent shall deem appropriate

(8) to establish accounts of all kinds including checking and savings for me with financial institutions of any kind including but not limited to banks and thrift institutions, to modify terminate make deposits to and write checks on or make withdrawals from and grant security interests in all accounts in my name or with respect to which I am an authorized signatory (except accounts held by me in a fiduciary capacity) whether or not any such account was established by me or for me by my Agent, to negotiate, endorse or transfer any checks or other instruments with respect to any such accounts, to contract for any services rendered by any bank or financial institution

(9) to contract with any institution for the maintenance of a safe deposit box in my name to have access to all safe deposit boxes in my name or with respect to which I am an authorized signatory whether or not the contract for such safe deposit box was executed by me (either alone or jointly with others) or by my Agent in my name, to add to and remove from the contents of any such safe deposit box and to terminate any and all contracts for such boxes

(10) to institute supervise, prosecute defend, intervene in, abandon, compromise, arbitrate settle, dismiss and appeal from any and all legal equitable judicial or administrative hearings actions, suits proceedings attachments arrests or distresses, involving me in any way, including but not limited to claims by or against me arising out of property damages or personal injuries suffered by or caused by me or under such circumstances that the loss resulting therefrom will or may be imposed on me and otherwise engage in litigation involving me my property or any interest of mine including any property or interest or person for which or whom I have or may have any responsibility

(11) to borrow money from any lender for my account upon such terms and conditions as my Agent shall deem appropriate and to secure such borrowing by the granting of security interests in any property or interests in property which I may now or hereafter own to borrow money upon any life insurance policies owned by me upon my life for any purpose and to grant a security interest in such policy to secure any such loans (including the assignment and delivery of any such policies as security) and no insurance company shall be under any obligation whatsoever to determine the need for such loan or the application of the proceeds by my Agent

(12) to execute revocable or irrevocable trust agreements with such trustee or trustees as my Agent shall select, which trust may provide that income and principal may be paid to me to some person for my benefit or applied for my benefit in such amounts as I or my Agent shall request or as the trustee or trustees shall determine or such other beneficiary my agent may

designate including my agent, and that on my death any remaining income and principal may be paid to my personal representative or such other beneficiary my agent may designate including my agent, and that any payments from such trusts can be resumed in any manner that my Agent feels is in my best interest to receive and convey any or all of my assets to the trustee or trustees thereof to add any or all of my assets to such a trust already in existence at the time of the execution of this instrument or created by me at any time thereafter and for the purpose of funding any trusts, to enter and remove any of my cash or property from any safe deposit box of mine (whether the box is registered in my name alone or jointly with one or more other persons) and my Agent may be sole trustee or one of several trustees

(13) to transfer from time to time and at any time to the trustee or trustees of any trust agreement created by me before or after the execution of this instrument, any or all of my cash property or interests in property including any rights to receive income from any source and for this purpose to enter and remove from any safe deposit box of mine (whether the box is registered in my name alone or jointly with one or more other persons) any of my cash or property and to execute such instruments documents and papers to effect the transfers described herein as may be necessary appropriate incidental or convenient; to make such transfers absolutely in fee simple or for my lifetime only with the remainder or reversion (of the property so transferred) remaining in me so that such property will be disposed of at my death by my will or by the intestacy laws of the state in which I shall die a resident;

(14) to withdraw and/or receive the income or corpus of any trust over which I may have a right of receipt or withdrawal to request and receive the income or corpus of any trust with respect to which the trustee thereof has the discretionary power to make distributions to or on my behalf and to execute and deliver to such trustee or trustees a receipt and release or similar document for the income or corpus so received to exercise (in whole or in part) release or let lapse any power of appointment held by me whether general or special or any power of amendment or revocation under any trust (including any trust with respect to which I may exercise any such power only with the consent of another person, even if my agent is such other person) whether or not such power of appointment was created by me subject however to any restrictions upon such exercise imposed upon my Agent and set forth in other provisions of this instrument

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(15) to renounce any fiduciary position to which I have been or may be appointed or elected, including but not limited to personal representative trustee guardian, attorney in fact, and officer or director of a corporation and any governmental or political office or position to which I have been or may be elected or appointed to resign any such positions in which capacity I am presently serving to file an accounting with a court of competent jurisdiction or settle on a receipt and release or such other informal method as my Agent shall deem appropriate

(16) to renounce and disclaim any property or interest in property or power to which for any reason and by any means I may become entitled, whether by gift, testate or intestate succession to release or abandon any property or interest in property or powers which I may now or hereafter own including any interests in or rights over trusts (including the right to alter amend revoke or terminate) and to exercise any right to claim an elective share in any estate or under any will In exercising such discretion my Agent may take into account such matters as shall include but shall not be limited to any reduction in estate or inheritance taxes on my estate and the effect of such renunciation or disclaimer upon persons interested in my estate and persons who would receive the renounced or disclaimed property provided however that my Agent shall make no disclaimer that is expressly prohibited by other provisions of this instrument

(17) to purchase maintain surrender collect or cancel

(a) life insurance or annuities of any kind on my life or the life of any one in whom I have an insurable interest

(b) liability insurance protecting me and my estate against third party claims

(c) hospital insurance medical insurance Medicare supplement insurance custodial care insurance, and disability income insurance for me or any of my dependents and,

(d) casualty insurance insuring assets of mine against loss or damage due to fire theft or other commonly insured risk to pay all insurance premiums to select any options under such policies to increase coverage under any such policy to borrow against any such policy to pursue all insurance claims on my behalf to adjust insurance losses and the foregoing powers shall apply to private and public plans including but not limited to Medicare Medicaid SSI and Workers Compensation to designate and change beneficiaries of insurance policies insuring my life and beneficiaries under any annuity

contract in which I have an interest to decrease coverage under or cancel any of the policies described herein or to receive and make such disposition of the cash value upon termination of any such policy as my Agent shall deem appropriate

(18) to represent me in all tax matters to prepare, sign, and file federal, state and/or local income, gift and other tax returns of all kinds including where appropriate joint returns FICA returns payroll tax returns claims for refunds requests for extensions of time to file returns and/or pay taxes extensions and waivers of applicable periods of limitation, protests and petitions to administrative agencies or courts including the tax court, regarding tax matters and any and all other tax related documents including but not limited to consents and agreements under Section 2032A of the Internal Revenue Code or any successor section thereto and consents to split gifts closing agreements and any power of attorney form required by the Internal Revenue Service and/or any state and/or local taxing authority with respect to any tax year between the years 1950 and 2025 to pay taxes due collect and make such disposition of refunds as my Agent shall deem appropriate, post bonds receive confidential information and contest deficiencies determined by the Internal Revenue Service and/or any state and/or local taxing authority to exercise any elections I may have under federal, state or local tax law to allocate any generation skipping tax exemption to which I am entitled, and generally to represent me or obtain professional representation for me in all tax matters and proceedings of all kinds and for all periods between the year 1950 and 2025 before all officers of the Internal Revenue Service and state and local authorities and in any and all courts, to engage compensate and discharge attorneys accountants and other tax and financial advisers and consultants to represent and/or assist me in connection with any and all tax matters involving or in any way related to me or any property in which I have or may have an interest or responsibility

(19) to make gifts grants or other transfers without consideration either outright or in trust (including the forgiveness of indebtedness) to such person or organizations as my Agent shall select;

(20) to support and/or continue to support any person whom I have undertaken to support or to whom I may owe an obligation or support, in the same manner and in accordance with the same standard of living as I may have provided in the past (adjusted if necessary by circumstances and inflation) including but not limited to the payment of real property taxes payments on loans secured by my residence maintenance of my residence food, clothing and shelter medical, dental and psychiatric care, normal vacations and travel expenses and education (including education at vocational and trade schools training in music stage arts and sports, special training provided at institutions for the mentally or physically handicapped, undergraduate and graduate study in any field at public or private universities colleges or other institutions of higher learning) and in providing for such education to pay for tuition books and incidental charges made by the educational institutions travel costs to and from such institutions room and board, and a reasonable amount of spending money

(21) to lend money and property at such interest rate if any and upon such terms and conditions and with such security, if any as my Agent may deem appropriate, to renew extend, and modify any such loans or loans that I may have previously made to guarantee the obligations of any such person to consent to the renewal extension and modification of such obligations

ARTICLE II

My Agent is authorized in my Agent's sole and absolute discretion from time to time and at any time with respect to the control and management of my person as follows

(1) to do all acts necessary for maintaining my customary standard of living to provide living quarters by purchase lease or other arrangement, or by payment of the operating costs of my existing living quarters including interest amortization payments repairs and taxes, to provide normal domestic help for the operation of my household, to provide clothing transportation medicine food and incidentals, and if necessary to make all necessary arrangements, contractual or otherwise for me at any hospital hospice nursing home, convalescent home or similar establishment, or in my own residence should I desire it, and to assure that all of my essential needs are provided for at such a facility or in my own residence as the case may be, and if in the judgment of my Agent I will never be able to return to my living quarters from a hospital, hospice nursing home convalescent home or similar establishment, to lease sublease or assign my interest as lessee in any lease or protect or sell or otherwise dispose of my living quarters (investing the proceeds of any such sale as my Agent deems appropriate) for such price and upon such terms, conditions and security if any as my Agent shall deem appropriate and to store and safeguard or sell for such price and upon such terms conditions and security if any, as my Agent shall deem appropriate or otherwise dispose of any items of tangible personal property remaining in my living quarters which my Agent believes I will never need again (and pay all costs thereof) and as an alternative to such storage and safeguarding, to transfer custody and possession (but

not title) for such storage and safekeeping of my such tangible personal property or title to the personal property named in my will as the recipient of such property

(2) to provide for the presence and involvement of religious clergy or spiritual leaders in my care provide them access to me at all times maintain my memberships in religious or spiritual organizations or associations for religious purposes and enhance my opportunities to derive comfort and spiritual satisfaction from activities including religious observances and other materials

(3) to make advance arrangements for my funeral and burial including the purchase of a burial plot and marker and such other related arrangements as my Agent shall deem appropriate if I have not previously done so myself

(4) to make anatomical gifts which will take effect at my death to such persons and organizations as my Agent shall deem appropriate and to execute such papers and do such acts as shall be necessary appropriate incidental or convenient in connection with such gifts

ARTICLE III

My Agent is authorized in my Agent's sole and absolute discretion from time to time and at any time to exercise the authority described below relating to matters involving my health and medical care. In exercising the authority granted to my Agent herein, I first direct my Agent to try to discuss with me the specifics of any proposed decision regarding my medical care and treatment if I am able to communicate in any manner however rudimentary. My Agent is further instructed that if I am unable to give an informed consent to medical treatment, and my Agent cannot determine the treatment choice I would want made under the circumstances my Agent shall give withhold or withdraw such consent for me based upon any treatment choices that I may previously have expressed on the subject while competent, whether under this instrument or otherwise. If my Agent cannot determine the treatment choice I would want made under the circumstances then my Agent should make such choice for me based upon what my Agent believes to be in my best interests. Accordingly my Agent is authorized as follows:

(1) to request, receive and review any information verbal or written, regarding my personal affairs or my physical or mental health, including medical and hospital records, and to execute any releases or other documents that may be required in order to obtain such information, and to disclose or deny such information to such persons organizations firms or corporations as my Agent shall deem appropriate

(2) to employ and discharge medical personnel including physicians psychiatrists dentists nurses and therapists as my Agent shall deem necessary for my physical mental and emotional well being and to pay them (or cause them to be paid) reasonable compensation

(3) to give or withhold consent to any medical procedures tests or treatments including surgery to arrange for my hospitalization convalescent care hospice or home care to summon paramedics or other emergency medical personnel and seek emergency treatment for me as my Agent shall deem appropriate, and under circumstances in which my Agent determines that certain medical procedures tests or treatment are no longer of any benefit to me or where the benefits are outweighed by the burdens imposed to revoke withdraw modify or change consent to such procedures tests and treatments as well as hospitalization convalescent care hospice or home care which I or my Agent may have previously allowed or consented to or which may have been implied due to emergency conditions. My Agent's decisions should be guided by taking into account

(a) the provisions of this instrument

(b) any reliable evidence of preferences that I may have expressed on the subject whether before or after the execution of this instrument

(c) what my Agent believes I would want done in the circumstances if I were able to express myself

(d) any information given to my Agent by the physicians treating me as to my medical diagnosis and prognosis and the intrusiveness pain risks and side effects of the treatment,

(e) to arrange (upon the execution of a certificate by two independent psychiatrists who have examined me and in whose opinions I am in immediate need of hospitalization because of mental disorder alcoholism or drug abuse) for my voluntary admission to an appropriate hospital or institution for treatment of the diagnosed problem or disorder to arrange for

private psychiatric and psychological treatment for me and to revoke, modify, withdraw or change consent to such hospitalization, institutionalization or private treatment which I or my Agent may have previously given. The consent of my Agent to my hospitalization for psychiatric help, alcoholism or drug abuse shall have the same legal effect, subject to applicable local law as a voluntary admission made by me, and

(f) To take whatever steps are necessary or advisable to enable me to remain in my personal residence as long as it is reasonable under the circumstances. I realize that my health may deteriorate so that it becomes necessary to have round-the-clock nursing care if I am to remain in my personal residence and I direct my Agent to obtain such care (including any equipment that might assist in such care) as is reasonable under the circumstances. Specifically, I do not want to be hospitalized or put in a convalescent or similar home as long as it is reasonable to maintain me in my personal residence.

(6) to exercise my right of privacy in medical decision making even though the exercise of my rights might hasten my death or be against conventional medical advice.

(7) to consent to and arrange for the administration of pain relieving drugs of any kind, or other surgical or medical procedures calculated to relieve my pain, including unconventional pain relief therapies which my Agent believes may be helpful to me, even though such drugs or procedures may lead to permanent physical damage, addiction or even hasten the moment of (but not intentionally cause) my death.

(8) to grant, in conjunction with any instructions given under this Article, releases to hospital staff, physicians, nurses and other medical and hospital administrative personnel who act in reliance on instructions given by my Agent or who render written opinions to my Agent in connection with any matter described in this Article from all liability for damages suffered or to be suffered by me to sign documents titled or purporting to be a "Refusal to Permit Treatment" and "Leaving Hospital Against Medical Advice" as well as any necessary waivers of or releases from liability required by any hospital or physician to implement my wishes regarding medical treatment or non treatment.

ARTICLE IV

I wish to live and enjoy life as long as possible. However, I do not wish to receive medical treatment that will only postpone the moment of my death from an incurable and terminal condition or prolong an irreversible coma. For purposes of this instrument, (1) "terminal condition" shall refer to a condition that is reasonably expected to result in my death within twelve (12) months regardless of the treatment I may receive and (2) "irreversible coma" shall refer to a permanent loss of consciousness from which there is no reasonable possibility that I will return to a cognitive and sapient life and shall include but shall not be limited to a persistent vegetative state.

Therefore, if two licensed, qualified physicians who are familiar with my condition have diagnosed and noted in my medical records that

(1) I am unable to give informed consent to medical treatment that is proposed or available for my condition and my condition is terminal as defined above, or

(2) I have been in a coma for at least sixty days and that the coma is irreversible as defined above, then my Agent is authorized to

(a) direct that medical treatment which will only postpone the moment of my death or prolong an irreversible coma (whether or not such treatment is directed toward my terminal condition) be withheld or, if previously begun, to direct that such treatment be withdrawn.

(b) request, require or consent to the writing of a "No Code" or "Do Not Resuscitate" order by any attending physician.

© sign on my behalf any documents necessary to carry out the authorizations described in this instrument (including waivers or releases of liability required by any health care provider) and

(d) order whatever is appropriate to keep me as comfortable and free of pain as is reasonably possible, including the administration of pain relieving drugs of any kind or other surgical or medical procedures calculated to relieve my pain.

including unconventional pain relief therapies which my Agent believes may be helpful, although such drugs or procedures may lead to permanent physical damage, addiction or hasten the moment or (but not intentionally) my death.

I desire that my wishes be carried out through the authority given to my Agent by this instrument despite and contrary to the beliefs or opinions of members of my family, relatives, friends, conservator or guardian.

In exercising the authority granted to my Agent hereon, my Agent shall first follow the instructions of this document and any other subsequent instructions, oral or written, that I may give my agent while I am competent. Notwithstanding such instructions, if my Agent cannot determine the treatment choice I would want made under the circumstances then my Agent should make such choice for me based upon what my Agent believes to be in my best interest.

If no Agent designated in this instrument is available or able or willing to serve as my Agent or to exercise the powers granted in this article, then I request that this document be given the same force and effect as any other written expression of intent under applicable law.

In addition, if I have been in an irreversible coma (as defined above) for sixty (60) days or more or if because of my terminal condition as defined above it is no longer possible to nourish me without severe discomfort, and the two physicians described above also conclude that the nourishment will not improve my physical condition and I will not experience pain as a result of the withdrawal of nourishment or hydration, then my Agent may require that procedures used to provide me with nourishment and hydration (including by way of example only all forms of intravenous and parenteral feeding, all forms of tube feeding and misting) be withheld or if previously instituted to require that they be withdrawn.

In addition, my Agent is authorized to receive and retain custody of any instrument signed by me that is effective under law to require the withdrawal or withholding of life sustaining treatment or procedures including but not limited to a Living Will, Directive to Physician and a Declaration of a Desire for Natural Death, and if the circumstances described above (authorizing/directing) my Agent to require that life sustaining treatment be withheld or withdrawn have occurred, then as an alternative or supplemental act, I (authorize/direct) my Agent to deliver to my physicians, health care providers and other appropriate recipients this instrument and any other writings signed by me that express my desire under the circumstances to require the withholding or withdrawal of further medical treatment (including but not limited to a Living Will, Directive to Physician and a Declaration of a Desire for Natural Death) and to instruct such physicians, health care providers and other appropriate recipients to act immediately in accordance with my desires.

CERTIFICATION

I CERTIFY THAT I HAVE READ THE PROVISIONS OF THIS ARTICLE AUTHORIZING MY AGENT TO REFUSE MEDICAL TREATMENT FOR ME UNDER THE CIRCUMSTANCES SPECIFIED IN THIS ARTICLE THAT SUCH PROVISIONS HAVE BEEN EXPLAINED TO ME TO MY SATISFACTION THAT I UNDERSTAND SUCH PROVISIONS AND THAT SUCH PROVISIONS STATE MY WISHES AND DESIRES UNDER THE CIRCUMSTANCES DESCRIBED.

Elizabeth M Pence
ELIZABETH M PENCE PRINCIPAL

ARTICLE V

In connection with the exercise of the powers herein de cined, my Agent is fully authorized and empowe ed to perform any acts and things and to execute and deliver any documents instruments and papers nece ary appropriate incident or convenient to such exercise or exercises including without limitation the following

(1) to seek on my behalf and at my expense

(a) a declaratory judgment from any court of competent jurisdiction interpreting the validity of this instrument and any of the acts authorized by this instrument but such declaratory judgment shall not be necessary in order for my Agent to perform any act authorized by this instrument,

(c) a mandatory injunction requiring compliance with my Agent's instructions by any person, organization, corporation, or other entity obligated to comply with instructions given by me, and

© actual and punitive damages against any person, organization, corporation or other entity obligated to comply with instructions given by me who negligently or willfully fails or refuses to follow such instructions

(2) to employ, compensate and discharge such domestic, medical and professional personnel including lawyers accountants doctors nurses brokers, financial consultants advisors, consultants companions servants and employees as my Agent deems appropriate,

(3) to sign, execute, endorse seal acknowledge deliver and file or record instruments and documents, including but not limited to contracts agreements and conveyance of real and personal property instruments granting and perfecting security instruments and obligations orders for the payment of money receipts releases, waivers elections vouchers consents satisfactions and certificates in addition, any Agent of mine who has the authority to incur costs on my behalf may render the bills for such costs to any Agent of mine who has been granted the authority to pay such costs or to any trustee of any revocable living trust of mine or guardian, committee or conservator who has authority to pay such costs and the recipient thereof (i.e. my Agent with authority to pay or my trustee) shall promptly pay such costs

(4) to expend my funds and to lioudate my property or to borrow money in order to produce such funds and to secure any such borrowings with security interests in any property, real personal or intangible that I may now or hereafter own

(5) to open, read, respond to and redirect my mail to represent me before the U S Postal Service in all matters relating to mail service to establish, cancel continue or initiate my membership in organizations and associations of all kinds, to take and give or deny custody of all of my important documents including but not limited to my will, codicils trust agreements deeds leases life insurance policies contracts and securities and to disclose or refuse to disclose such documents, to obtain and release or deny information or records of all kinds relating to me any interest of mine or to any person for whom I am responsible to house or provide for housing, support and maintenance of any animals or other living creatures that I may own and to contract for and pay the expenses of their proper veterinary care and treatment, and if the care and maintenance of such animals or other living creatures shall become unreasonably expensive or burdensome in my Agent's opinion to irrevocably transfer such animals to some person or persons willing to care for and maintain them.

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ARTICLE VI

For the purpose of inducing all persons, organizations, corporations and entities including but not limited to any physician hospital, nursing home, health care provider, bank broker custodian, insurer lender transfer agent, taxing authority governmental agency, or other party all of whom will be referred to in this article as a 'person, to act in accordance with the instructions of my Agent as authorized in this instrument I hereby represent, warrant and agree that.

(1) If this instrument is revoked or amended for any reason, I my estate, my heirs successors and assigns will hold any Person harmless from any loss suffered or liability incurred as a result of such Person acting in good faith upon the instructions of my Agent prior to the receipt by such Person of actual notice of any such revocation or amendment

(2) The powers conferred on my Agent by this instrument may be exercised by my Agent alone and my Agent's signature or act under the authority granted in this instrument may be accepted by Persons as fully authorized by me and with the same force and effect as if I were personally present competent and acting on my own behalf Consequently all acts

lawfully done by my Agent be done are done with my consent and shall have the same validity and effect as if I were personally present and personally exercised the powers myself and shall inure to the benefit of and bind me and my heirs assigns successors and personal representatives

(2) No person who relies in good faith upon the authority of my Agent under this instrument shall incur any liability to me my estate my heirs successors or assigns. In addition no person who acts in reliance upon any representation of my Agent may make as to

(a) the fact that my Agent's powers are then in effect,

(b) the scope of my Agent's authority granted under this instrument,

(c) my competency at the time this instrument is executed, (d) the fact that this instrument has not been revoked

or

(e) the fact that my Agent continues to serve as my Agent shall incur any liability to me my estate my heirs successors or assigns for permitting my Agent to exercise any such authority nor shall any Person who deals with my Agent be responsible to determine or insure the proper application of funds or property. Any party dealing with any person named as Agent (including any person named as an Alternate Agent hereunder) may rely upon as conclusively correct an affidavit of such Agent that (i) my Agent's powers are then in effect, (ii) the action my Agent desires to take is within the scope of my Agent's authority granted under this instrument, (iii) I was competent at the time this instrument was executed (iv) this instrument has not been revoked, and/or (v) my Agent continues to serve as my Agent

(4) Any party dealing with any person named as Alternate Agent hereunder may rely upon as conclusively correct an affidavit of such Agent that those persons named as prior Agents are no longer serving

(5) No person who relies upon an affidavit that this instrument specifically authorizes my Agent to execute and deliver to such person shall incur any liability to me my estate my heirs successors or assigns for permitting my Agent to exercise any such authority nor shall any Person who deals with my Agent be responsible to determine or insure the proper application of funds or property

(6) All Persons from whom my Agent may request information regarding me my personal or financial affairs or any information which I am entitled to receive are hereby authorized to provide such information to my Agent without limitation and are released from any legal liability whatsoever to me my estate my heirs successors and assigns for complying with my Agent's requests

(7) I hereby authorize all physicians and psychiatrists who have treated me and all other providers of health care including hospitals to release to my Agent all information or photocopies or any records which my Agent may request. If I am incapacitated at the time my Agent shall request such information all Persons are authorized to treat any such request for information by my Agent as the request of my legal representative and to honor such requests on that basis. I hereby waive all privileges which may be applicable to such information and records and to any communication pertaining to me and made in the course of any confidential relationship recognized by law. My Agent may also disclose such information to such Persons as my Agent shall deem appropriate

ARTICLE VII

This power of attorney shall not be affected by subsequent physical disability or mental incapacity of the principal which renders the principal incapable of managing the principal's own estate

ARTICLE VIII

The following provisions shall apply

(1) My Agent shall be entitled to reimbursement for all reasonable costs and expenses actually incurred and paid by my Agent on my behalf under any provision of this instrument. My Agent shall be entitled to reasonable compensation for services rendered hereunder

(2) By executing this instrument upon the advice of legal counsel I have carefully and deliberately created the means and manner by which I desire that my person and property be cared for, managed and protected in the event I shall become unable to execute such responsibilities myself. Accordingly, it is my intention and my desire that I be given express in the strongest possible terms that no guardian or conservator be appointed for me so long as there is an Agent named in this instrument who is willing and able to act and serve under this instrument. I request that any court of competent jurisdiction that receives and is asked to act upon a petition for the appointment of a guardian or conservator for me give the greatest possible weight to my intention and desires as expressed herein.

(3) My Agent and my Agent's estate, heirs, successors and assigns, acting in good faith, are hereby released and forever discharged from any and all liability (civil, criminal, administrative or disciplinary) and from all claims or demands of all kinds whatsoever by me or my estate, heirs, successors and assigns arising out of the acts or omissions of my Agent except for willful misconduct or gross negligence.

(4) My Agent shall have no responsibility to make my property productive of income, to increase the value of my estate or to diversify my investments. My Agent shall have no liability for entering into transactions authorized by this instrument with my Agent in my Agent's individual capacity so long as my Agent believes in good faith that such transactions are in my best interests or the best interests of my estate and those persons interested in my estate.

My Agent shall be eligible to serve in all other fiduciary capacities for me or my benefit, including but not limited to service as Trustee, Guardian, Conservator, Committee, Executor and/or Administrator;

(5) My Agent shall have no responsibility to monitor on any regular basis the state of my physical health or mental capacity to determine if any actions need be taken under this instrument;

(6) If any part of any provision of this instrument shall be invalid or unenforceable under applicable law, such part shall be ineffective to the extent of such invalidity only, without in any way affecting the remaining parts of such provision or the remaining provisions of this instrument.

(7) This instrument shall be governed by the laws of the state of South Carolina in all respects, including its validity, construction, interpretation and termination and to the extent permitted by law shall be applicable to all property of mine, real, personal, intangible or mixed, wherever and in whatever state of the United States or foreign country the situs of such property is at any time located and whether such property is now owned by me or hereafter acquired by me or for me by my Agent.

In addition, in regard to medical treatment affecting me, I intend for this Power of Attorney to be honored in any jurisdiction when it may be presented and given the most liberal interpretation available for purposes of granting my Agent the fullest amount of discretion in making medical decisions on my behalf. I also intend that any such jurisdiction refer to the laws of the state referred to above to interpret and determine the validity of this instrument and any of the powers granted hereunder. Should any physician or health care institution fail to honor this Power of Attorney, then my Agent is authorized to terminate the services of such persons and to transfer my care to another physician or health care institution that will honor the instructions of my Agent.

(8) Whenever the word

(a) Agent or any modifying or equivalent word or substituted pronoun therefor is used in this instrument, such word or words shall be held and taken to include both the singular and the plural, the masculine, feminine and neuter gender thereof.

(b) Guardian or "Conservator" or any modifying or equivalent word or substituted pronoun is used in this instrument, such word or words shall be held and taken to mean respectively the fiduciary (appointed by a court of competent jurisdiction or by other lawful means) responsible for the person and/or the property of an individual.

(9) This instrument may be amended or revoked by me, and my Agent and any Alternate Agent may be removed by me at any time by the execution by me of a written instrument of revocation, amendment or removal delivered to my Agent and to all Alternate Agents. If this instrument has been recorded in the public records, then the instrument of revocation, amendment or removal shall be filed or recorded in the same public records. My Agent and any Alternate Agent may resign.

by the execution of a written resignation delivered to me or if I am mentally incapacitated by delivery to any person with whom I am residing or who has the care and custody of me or in the case of an alternate agent by delivery to my agent

If my spouse has been appointed my Agent or an Alternate Agent hereunder and subsequent to the execution of this instrument my spouse and I are legally separated or divorced or in the event that such an action is pending such legal separation divorce or pending action shall automatically and without notice remove my spouse as Agent or Alternate Agent

(10) If at any time my Agent deems it necessary or desirable in my Agent's discretion to appoint one or more Agents to act in another jurisdiction under this power of attorney (such Agent or Agents being designated in the aggregate as my Ancillary Agent) my Agent from time to time and at any time may appoint one or more such Ancillary Agents. In making such appointment my Agent may sign execute deliver acknowledge and make declarations in any documents (including living wills, Declarations of Desire for Natural Death, Health Care Declarations or Powers of Attorney) as may be necessary desirable convenient or proper in order to effectuate any such ancillary appointment, and my Agent may grant to any Ancillary Agent, some or all of the powers and duties and authorities granted them hereunder but may not grant to any such Ancillary Agent powers which are inconsistent with or different from those powers granted to my Agent hereunder

(11) If my Agent desires to resign as my Agent, and there is no successor Agent named in this instrument who is willing and able to serve as my Agent, then upon such resignation my Agent is authorized and empowered to appoint a substitute Agent to act and serve as my Agent, such appointment to be made in a written instrument that shall be

- (a) signed by my Agent,
- (b) delivered to my substitute Agent, and
- (c) attached to this instrument

(12) My Agent is authorized and empowered to appoint a substitute Agent to act and serve as my Agent in the event that

(a) my Agent shall die or become mentally incapacitated or resigns prior to my death, and

(b) at any of such times there is no successor Agent named in this instrument who is willing and able to serve as my Agent such appointment to be made in a written instrument that shall (i) specify the event or events upon which such substitution shall become effective (ii) be signed by my Agent, (iii) be delivered to my substitute Agent and (iv) be attached to this instrument.

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(13) If this instrument has been executed in multiple counterparts originals each such counterpart original shall have equal force and effect

(14) In addition to those powers specifically granted herein my Agent is authorized to do all other acts deeds and things whatsoever in or about my person estate property and affairs as fully and effectually as I could do in my own person if personally present

(15) My Agent is authorized to make photocopies of this instrument as frequently and in such quantity as my Agent shall deem appropriate. Each photocopy shall have the same force and effect as any original.

(16) This instrument and actions taken by my Agent properly authorized hereunder shall be binding upon me my heirs successors assigns executors and administrators

IN WITNESS WHEREOF I have executed this Durable Power of Attorney this 30th day of July 1998

WITNESS

John H. Hine
Jennifer L. Landwehr

Elizabeth M. Pence
Signature of Principal

ELIZABETH M. PENCE
Name of Principal

2001 Academy Rd Bennettsville, SC 29512
Address of Principal

[REDACTED]
Social Security Number of Principal

The undersigned acknowledge(s) and accept(s) appointment as Agent(s) and agree(s) to serve as Agent(s) under this instrument.

WITNESSES

John H. Hine
Jennifer L. Landwehr

James E. Brogdon Sr
Signature of Agent

JAMES E. BROGDON SR
Name of Agent

P. O. Box 626, Bennettsville SC 29512
Address of Agent

[REDACTED]
Social Security Number of Agent

DEM P
John H.
JL

STATE OF SOUTH CAROLINA)
)
COUNTY OF MARLBORO)

PROBATE

PERSONALLY appeared before me the undersigned witness who on oath states that (s)he saw the within named Principal sign seal and as the principal s act and deed deliver the within written Durable Power of Attorney for the uses and purposes therein set forth and that (s)he with the other witness subscribed above witnessed the execution thereof

SWORN TO before me this 31st
day of July, 1998

[Signature]

Notary Public for South Carolina
My Commission Expires May 29, 2007

[Signature]

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Last Will and Testament of

ELIZABETH M PENCE

I, Elizabeth M Pence, of the County of Marlboro State
of South Carolina, being of sound and disposing mind and memory,
do hereby make publish and declare this my Last Will and Testa-
ment, revoking all instruments of a testamentary nature heretofore
made by me

ITEM I

I direct my Executor, as soon as practical after my
death, to pay all outstanding claims against my estate which are
just and legally demandable, and to provide and pay for my funeral
and burial expense

ITEM II

After the payment of all my just and lawful debts, I
give, devise and bequeath to my daughter, Elizabeth McL Pence,
that portion of my estate which will equal the maximum sum allowed
at the time of my death for the equivalent exemption of Unified
Credit as provided under the laws of the United States for federal
estate tax purposes My Executor is specifically authorized and
empowered to select from the assets of my estate a sufficient sum
which will fulfill this devise or bequest either in realty or
personalty or a combination of both, and transfer same to my
daughter by good and sufficient deed, bills of sale or whatever
instrument as may be required to vest title in my daughter,
absolutely and in fee simple estate My Executor's decision as to
the properties to be selected shall be final and binding upon all
concerned

It is my intention in making this devise or bequest to
utilize the maximum equivalent exemption of the Unified Credit as
may be applicable at the time of my death for federal estate tax
purposes

Page #2

ITEM III

I give, devise and bequeath all the rest and residue of my estate, of whatsoever kind and nature and wheresoever situate which I may own at the time of my death to my husband, L E Pence absolutely and in fee simple estate Should my husband, L E Pence, predecease me, then I give, devise and bequeath all the rest and residue of my estate to my daughter, Elizabeth McL Pence absolutely and in fee simple estate

ITEM IV

I hereby nominate, constitute and appoint my husband, L E Pence, as Executor of this my Last Will and Testament, and do specifically waive the necessity of his filing bond

IN WITNESS WHEREOF I HAVE HEREUNTO SET MY HAND AND SEAL
THIS 3rd DAY OF May, 1983

Elizabeth M Pence
Elizabeth M Pence

signed sealed published and declared by Elizabeth M Pence, to be her Last Will and Testament, the execution of this Will being in the presence of us, who at her request and in her presence, and in the presence of each other, have subscribed our names as witnesses

Mary Catherine Le Bon
Ralph L. Kelly
William H. Davis

STATE OF SOUTH CAROLINA
COUNTY OF MARLBORO

IN THE MATTER OF ESTATE OF ELIZABETH McLEAN PENCE

CASE NUMBER 2000ES3400078

PROBATE COURT

INVENTORY AND APPRAISEMENT

[] ORIGINAL

[X] SUPPLEMENTAL #1

Personal Representative(s)
Decedent's Social Security No
Decedent's Date of Death

James B Drennan

11/18/00

Was there a will? [X] YES [] NO
Domicile at death
Marlboro SC
(county) (state)

The undersigned, being sworn, states That the following schedules contain a complete and accurate inventory and appraisement of all real and personal property of this estate so far as the undersigned is informed, that he/she has estimated and appraised all listed property at its fair market value, according to the best of his/her knowledge and ability

SWORN to before me this
10th day of December 2002

Signature
Name
Address

James B Drennan

P O Box 891
Spartanburg SC 29304

Telephone (O)
(H)

864/582-0708
864/585-8559

Theresa B Lantieri
Notary Public for South Carolina
My Commission Expires 6-30-03

Signature
Name
Address

Attorney James B Drennan III
Address P O Box 891
Spartanburg, SC 29304
Telephone (864)582-0708

Telephone (O)
Telephone (H)

For estates of decedents, the gross fair market valuation of all assets, regardless of situs, should be given as of the date of death List all out-of-state assets on appropriate schedules A Supplemental Inventory should be utilized for correcting, adjusting or adding to an original inventory A qualified and disinterested appraiser may be employed to ascertain the value of any asset, the value of which may be subject to reasonable doubt If an appraiser is employed, his/her name and address should be indicated with the item or items he/she appraised

Within ninety (90) days following appointment, a copy of the inventory and appraisement shall be sent to each interested person who requests it and the original inventory filed with the Probate Court

RECAPITULATION

Schedule A - Real Estate
Schedule B - Stocks and Bonds
Schedule C - Mortgages, Notes and Cash
Schedule D - Insurance on Decedent's Life
Part 1 - Payable to Estate
Part 2 - Payable to Beneficiary
Schedule E - Jointly Owned Property
Schedule F - Other Miscellaneous
Schedule G - Transfers during Decedent's Life
Schedule H - Powers of Appointment
Schedule I - Annuities

TOTAL GROSS VALUE
ENCUMBRANCES
TOTAL NET VALUE

Out-of-state	In-state
\$	\$ 897,033 00
	18,996 00
	22,641 00
	0 00
	18,023 00
	0 00
	4,007,068 00
	0 00
	0 00
	0 00
\$	4,963,761 00
(	0 00)
\$	4,963,761 00

CERTIFIED A TRUE COPY

STATE OF SOUTH CAROLINA
COUNTY OF MARLBORO

IN THE MATTER OF ESTATE OF ELIZABETH McLEAN PENCE

CASE NUMBER 2000ES3400078

PROBATE COURT

FILED
P. MARK HEATH
JUDGE OF PROBATE

INVENTORY AND APPRAISEMENT

DEC 16 PM 4 16

[] ORIGINAL
[X] SUPPLEMENTAL #1

FILED
MARLBORO COUNTY
SOUTH CAROLINA

Personal Representative(s)
Decedent's Social Security No
Decedent's Date of Death

James B Drennan
[REDACTED]
11/18/00

Was there a will? [x] YES [] NO
Domicile at death
Marlboro SC
(county) (state)

The undersigned, being sworn, states That the following schedules contain a complete and accurate inventory and appraisement of all real and personal property of this estate so far as the undersigned is informed that he/she has estimated and appraised all listed property at its fair market value according to the best of his/her knowledge and ability

SWORN to before me this
10th day of December 2002

Signature
Name
Address

James B Drennan
James B Drennan
P O Box 891
Spartanburg SC 29304
864/582-0708
864/585-8559

Theresa B. Lassiter
Notary Public for South Carolina
My Commission Expires 6-30-03

Telephone (O)
(H)

Signature
Name
Address

Attorney James B Drennan III
Address P O Box 891
Spartanburg, SC 29304
Telephone (864) 582-0708

Telephone (O)
Telephone (H)

For estates of decedents, the gross fair market valuation of all assets, regardless of situs, should be given as of the date of death List all out-of-state assets on appropriate schedules. A Supplemental Inventory should be utilized for correcting adjusting or adding to an original inventory. A qualified and disinterested appraiser may be employed to ascertain the value of any asset, the value of which may be subject to reasonable doubt. If an appraiser is employed his/her name and address should be indicated with the item or items he/she appraised

Within ninety (90) days following appointment a copy of the inventory and appraisement shall be sent to each interested person who requests it, and the original inventory filed with the Probate Court

RECAPITULATION

Schedule A - Real Estate
Schedule B - Stocks and Bonds
Schedule C - Mortgages Notes and Cash
Schedule D - Insurance on Decedent's Life
Part 1 - Payable to Estate
Part 2 - Payable to Beneficiary
Schedule E - Jointly Owned Property
Schedule F - Other Miscellaneous
Schedule G - Transfers during Decedent's Life
Schedule H - Powers of Appointment
Schedule I - Annuities

Out-of-state	In-state
\$	\$ 897 033 00
	18 996 00
	22 641 00
	0 00
	18 023 00
	0 00
	4,007,068 00
	0 00
	0 00
	0 00
\$	4,963,761 00
(	0 00)
\$	4,963 761 00

TOTAL GROSS VALUE
ENCUMBRANCES
TOTAL NET VALUE

CERTIFIED A TRUE COPY

Form #350PC (1/91)
62-3-704, 62-3-706, 62-3-707, 62-3-708 62-3-1203

P. Mark Heath
PAGE 1 OF 6
P. MARK HEATH
PROBATE JUDGE FOR MARLBORO COUNTY
PO Box 455
Bennettsville SC 29512

NOTE WHEN COMPLETING THE FOLLOWING SCHEDULES PLEASE REMEMBER, LIST ALL ASSETS REGARDLESS OF SITUS ALL OUT-OF-STATE ASSETS MUST BE DISCLOSED

SCHEDULE A - Real Estate (All interest in real property except those held with right of survivorship) (If none so state) (For jointly owned property with right of survivorship, see Schedule E)

Item No	Description	Tax Assessor's Fair Market Value for year of Decedent's Death	Appraised Value	Appraised Value of Decedent's Interest
1	296 1 ac Academy Rd , Bennettsville SC (tax map 28-00-02- 22) including timber			193,140 00
2	174 11 ac near Caw Caw Swamp, Orangeburg County, SC (tax map 0149-00-03, parcels 007 and 010) including timber			703,893 00
3	Contingent 1/4 remainder interest in 694 8 ac tract in Orangeburg County, SC (tax map 0169-00-02- 012)			0 00

TOTAL SCHEDULE A
(also enter under recapitulation, page 1)

\$897,033 00

SCHEDULE B - Stocks and Bonds (If none, so state) (For jointly owned property with right of survivorship, see Schedule E)

Item No	Description	Face Value	Appraised Value
1	353 shares Bank of America		18,996 00

TOTAL SCHEDULE B
(also enter under recapitulation, page 1)

\$18,996 00

SCHEDULE C - Mortgages, Notes and Cash (If none, so state) (For jointly owned property with right of survivorship, see Schedule E)

Item No	Description	Face Value
1	Checking account Wachovia Bank	22,641 00

TOTAL SCHEDULE C
(also enter under recapitulation, page 1)

\$22,641 00

(If more space is required, insert tax schedules on separate sheets of same size.)
Form #350PC (1/91)

CERTIFIED A TRUE COPY

P. MARK HEATH

PO Box 455
Bennettsville SC 29512

PROBATE JUDGE FOR MARLBORO COUNTY PAGE 2 OF 6

SCHEDULE D - Insurance (if none, so state)
Part 1 - Life Insurance Payable to the Estate

Item No	Description	Face Value
	none	

TOTAL PART 1 (also enter under recapitulation, page 1) \$0 00

Part 2 - Life Insurance Payable to Beneficiaries

Item No	Description	Beneficiary	Value
1	New York Life	daughter	18,023 00

TOTAL PART 2 (also enter under recapitulation, page 1) \$18,023 00

SCHEDULE E - Jointly owned Property (with right of survivorship) (If none, so state)

NOTE You must complete Schedule E if the decedent owned any property jointly with right of survivorship at the time of death, whether or not the decedent's interest is includible in the gross estate

Percentage includible

1 - Joint interest held by decedent and spouse - the amount included is one-half (50%) of the value in all cases

2 - Other joint interest - Generally you must include the full value of the jointly owned property in the gross estate. However, the full value should not be included if you can show that a part of the property originally belonged to the other tenant(s). The amount included is the amount of the decedent's contribution to the joint account(s)

Item No	Description	Joint Owner(s)	Percent- age Includ- ible	Appraised Value of Decedent's Interest
	none			

TOTAL SCHEDULE E (also enter under recapitulation, page 1) \$0 00

CERTIFIED A TRUE COPY

P Mark Heath

(If more space is required insert tax schedules or additional sheets of same size)
 Form #350PC (1/91)

P. MARK HEATH
 PROBATE JUDGE FOR MARLBORO COUNTY
 PO Box 455
 Bennettsville SC 29512

PAGE 3 OF 6

SCHEDULE F - Miscellaneous Personal Property (tangible personal property, employment bonus or award, interest in a partnership or unincorporated business, articles or collections having either artistic or intrinsic value, etc) (If none, so state) (For jointly owned property with right of survivorship, see Schedule E)

Item No	Description	Face Value
1	Household furnishing, jewelry, personal effects	75,000 00
2	Interest in L E Pence estate	1 195,600 00
3	Claim against Revocable Trust dated 5/28/99 (See Schedule and Explanation attached)	2,736,468 00

TOTAL SCHEDULE F \$ 4,007,068 00
(also enter under recapitulation, page 1)

SCHEDULE G - Transfers During Decedent's Life - Transfers intended to take effect at death United States Government Bonds "Payable on Death", Trust created by Decedent in which income for life was retained, Power to revoke or other incidents of ownership retained, life insurance transfers, Lifetime transfers of real property in which Decedent retained a life estate or other incidents of ownership (If none, so state)

Item No	Description	Face Value
	none	

TOTAL SCHEDULE G \$0 00
(also enter under recapitulation, page 1)

CERTIFIED A TRUE COPY

P. Mark Heath

(If more space is required, insert tax schedules or additional sheets of same size)
Form #350PC (1/91)

PROBATE JUDGE FOR MARLBORO COUNTY PAGE 4 OF 6
PO Box 455
Bennettsville SC 29512

ESTATE OF ELIZABETH McLEAN PENCE
CASE NUMBER 2000ES3400078

Inventory and Appraisement
Schedule F
Item 3

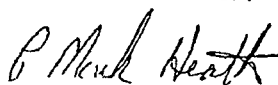
Schedule and Explanation of Claim against Revocable Trust dated 5/28/99

During the lifetime of the Decedent, on May 28, 1999, a Revocable Trust was established in her name by James Brogdon, acting under a Power of Attorney given him by the Decedent. The validity of this trust was challenged by the Personal Representative of the Decedent's estate in an action filed in this Court and subsequently removed to Common Pleas Court. On February 26, 2002, the Court of Common Pleas approved a Compromise and Settlement Agreement which concluded this action.

As a result of the Court approved settlement (a copy of which has been filed in this Court), certain trust assets were to be returned to the Decedent's estate, and by the Settlement Agreement Elizabeth P. Pence, as Personal Representative and as sole beneficiary of the estate, authorized the direct transfer of the trust assets to a revocable Trust she had established on February 1, 2002. The assets transferred by Mr. Brogdon, as Trustee of the May 28, 1999 Revocable Trust, to the Elizabeth P. Pence Revocable Trust dated February 1, 2002 and to Elizabeth P. Pence personally as sole beneficiary, were as follows:

Bonds	\$1,460,294 00
Marlboro County real property (see Exhibit 'A')	1,056,000 00
Cash	18,066 00
Cash to Elizabeth P. Pence	37,365 00
60% of timber sales, Marlboro and Orangeburg Counties	<u>164,743 00</u>
Total	2,736,468 00

CERTIFIED A TRUE COPY



P. MARK HEATH
PROBATE JUDGE FOR MARLBORO COUNTY
PO Box 455
Bennettsville SC 29512

Exhibit "A"
Marlboro County, S C

<u>Parcel 1</u> 50 acres off Highway S35-122 (Bradley Road), Marlboro County, SC Tax map 22-01-02 14	27,000 00
<u>Parcel 2</u> 61 28 acres on both sides of Academy Rd Marlboro County, SC, near Bennettsville Tax map 22 01-02-15	36,000 00
<u>Parcel 3</u> 186 32 acres on both sides of Academy Rd , Marlboro County, SC, near Bennettsville Tax map 22-01 02-27	127,00 00
<u>Parcel 4</u> 47 7 acres on dirt road, Marlboro County, SC Tax map 22 01-02-26	20,000 00
<u>Parcel 5</u> 135 7 acres on both sides of Academy Road, Marlboro County, SC, near Bennettsville Tax map 22-01 02 28	121,000 00
<u>Parcel 6</u> 178 53 acres on Pence Rd , Marlboro County, SC Tax map 22-01-02-29	110,000 00
<u>Parcel 7</u> 28 3 acres on Beverly Creek Rd , Marlboro County, SC Tax map 22-01-02-30	19 000 00
<u>Parcel 8</u> 65 82 acres, both sides of Academy Rd , Marlboro County, SC Tax map 28 00-02-19	69,000 00
<u>Parcel 9</u> 64 acres off Academy Rd, on field road Tax map 28 00 02-23	36,000 00
<u>Parcel 10</u> 13 9 acres in SW corner of Academy Rd and Hwy S35-22 (Bennettsville Firetower Rd) Tax map 28 00 02-37	28,000 00
<u>Parcel 11</u> 20 75 acres fronting on Hwy S35-22 (Bennettsville Firetower Rd) Tax map 28-00-02-39	31,000 00
<u>Parcel 12</u> 123 1 acres on both sides of S35 48 (East Main Street Extension) 3 miles northeast of Bennettsville, Marlboro County, SC Tax map 28 00 02-50	76,000 00

CERTIFIED A TRUE COPY



P. MARK HEATH
PROBATE JUDGE FOR MARLBORO COUNTY
PO Box 455
Bennettsville SC 29512

Parcel 13 44 acres off Hwy S35-22 (Bennettsville Firetower Rd) Access by dirt road known as Manship Rd Tax map 29 00- 01-14	27,000 00
Parcel 14 Residence and 87 acres on Academy Road, Marlboro County, SC Tax map 28 00 02-20	329,000 00

CERTIFIED A TRUE COPY

P Mark Heath

P MARK HEATH
PROBATE JUDGE FOR MARLBORO COUNTY
PO Box 455
Bennettsville SC 29512

SCHEDULE H - Powers of appointment - Property over which Decedent possessed a Power of Appointment both real and personal, whether Testamentary or otherwise (If none, so state)

Item No	Description	Face Value
	none	

TOTAL SCHEDULE H (also enter under recapitulation, page 1) \$0-00

SCHEDULE I - Annuities (If none so state) (IRA's, Keogh, etc)

Item No	Description	Face Value
	none	

TOTAL SCHEDULE I (also enter under recapitulation, page 1) \$0 00

CERTIFIED A TRUE COPY

P Mark Heath

P MARK HEATH
PROBATE JUDGE FOR MARLBORO COUNTY
PO Box 455

(If more space is required insert tax schedules or additional schedules of same size)
Form #350PC (1/91)

PAGE 5 OF 6

ENCUMBRANCES (e g , mortgages, liens, judgments etc but not general debts of the estate) - List specific assets encumbered

Item No	Schedule & Item Number Encumbered Thereby	Description & Amount
------------	---	----------------------

none

TOTAL ENCUMBRANCES
(also enter under recapitulation, page 1)

\$0 00

MANIFESTLY NON-TAXABLE

(To be executed by the Probate Court Judge in those cases where it appears that the estate is not REPORTABLE to the South Carolina Tax Commission under the provisions of the Estate Tax Laws of the State of South Carolina, i e , the total gross value is indicated to be less than prescribed limits)

It appears from the foregoing record of the above captioned estate on file in the Probate Court of this County, such estate is not reportable to the South Carolina Tax Commission

Executed this _____ day of _____, 2001

MARK HEATH
Probate Court Judge

CERTIFIED A TRUE COPY

P. MARK HEATH
PROBATE JUDGE FOR MARLBORO COUNTY
PO Box 455
Bennettsville SC 29512

(If more space is required, insert tax schedules or additional sheets of same size)
Form #350PC (1/91)

PAGE 6 OF 6

1050
8304MSB
D BK 01050 PG 0304

STATE OF SOUTH CAROLINA)
COUNTY OF ORANGEBURG) TITLE TO REAL ESTATE

KNOW ALL MEN BY THESE PRESENTS that WACHOVIA BANK, NATIONAL ASSOCIATION, AS PERSONAL REPRESENTATIVE OF THE ESTATE OF ELIZABETH P PENCE, DECEASED, in consideration of Ten (\$10 00) Dollars and other valuable consideration the receipt of which is hereby acknowledged, has granted, bargained, sold and released, and by these presents does grant, bargain, sell and release unto Charles P Thompson, Jr and Cheri (Cheryl) Brown Thompson for and during their joint lives and upon the death of either of them, then to the survivor of them, his or her assigns forever in fee simple with every contingent remainder and right of reversion; the following property, to wit

All that certain piece, parcel or tract of land with improvements thereon, situate, lying and being in School District 5 (outside) Orangeburg County, South Carolina, containing 54 80 acres, and being more particularly shown and delineated as Tract 2 B on a plat of 569 52 acres, surveyed for Norman McLean, et al by Edisto Surveyors Inc approved by Richard L Stroman, RLS, dated December 1, 1993 and recorded in the Office of the Register of Deeds for Orangeburg County in Plat Book 70 L at page 437 and being allotted to Elizabeth M Pence in a division or partition of former property of James L. McLean, the said property herein conveyed being bounded on the north by Tract 1 on the referenced survey (allotted to James Lennon McLean), for a distance of 2,096 86 feet, on the east by Tract 5 on the referenced survey (property of Norman M McLean) for a distance of 1,039.45 feet, on the south by Tract 3 on the referenced survey (property of Norman McLean) for a distance of 1,902 74 feet, and on the west by property now or formerly of Carolyn F Jackson for a distance of 1,364 05 feet. This property was conveyed to Elizabeth M Pence by deed of O Davie Burgdorf, Master in Equity for Orangeburg County dated September 14, 1994 and recorded September 16, 1994 in said Register's Office in Deed Book 608, page 351. Elizabeth M Pence died testate October 3, 1999, devising this property to her daughter, Elizabeth McL Pence also referred to as Elizabeth P Pence (see exemplified testamentary documentation filed in the Office of the Judge of Probate for Orangeburg County as case number 2003ES380047) Elizabeth P Pence died testate August 26, 2002 naming Wachovia Bank, N.A. as Personal

0950885
ENTERED IN THE OFFICE OF ASSESSOR
MAP 277 SHEET 22 BLOCK 23 PAGE 610
THIS 27 DAY OF OCTOBER 2004
ORANGEBURG COUNTY ASSESSOR

Orangeburg County 07-23-2004
SOUTH CAROLINA
County Revenue Stamp 380.75
State Revenue Stamp 8214.50

FILED JUL 23 2004 11:47 02 am
BOOK 01050
PAGE 0304 NEW 0307
INSTRUMENT # 2004003396

FILED
ORANGEBURG
COUNTY
GAIL LANEY
REGISTER
OF DEEDS

1050
0305

D-BK.01050 PG 0305

Representative of her estate and extending authority to the Personal Representative to convey real estate (see exemplified testamentary documentation filed in the Office of the Probate Judge for Orangeburg County as case number 2003ES3800152)

ALSO All easements for ingress and egress as set forth in an Order dated August 31, 1994 filed in the Office of the Clerk of Court for Orangeburg County in the case of Norman M McLean vs Elizabeth McLean Pence, eto, et. al (Judgment Roll 94 742) and as shown on the survey for Norman McLean et. al by Edisto Surveyors, Inc dated December 1, 1993 and referenced above

Together with all and singular the rights, members, hereditaments and appurtenances to the said premises belonging or in anywise incident or appertaining; to have and to hold all and singular the said premises before mentioned unto the said Charles P Thompson, Jr and Cheri (Cheryl) Brown Thompson for and during their joint lives and upon the death of either of them, then to the survivor of them, his or her assigns forever in fee simple with every contingent remainder and right of reversion. And the Grantor does hereby bind itself, its successors and assigns to warrant and forever defend all and singular the said premises unto the Grantees against the Grantor and its successors and assigns lawfully claiming or to claim the same or any part thereof, except as to restrictions and easements of record.

WITNESS the hand and seal of the Grantor this 23rd day of July, 2004
Signed, sealed and delivered
in the presence of

Wanda Rickett
Harriet

WACHOVIA BANK, NATIONAL
ASSOCIATION AS PERSONAL
REPRESENTATIVE OF THE ESTATE OF
ELIZABETH P PENCE, DECEASED

By [Signature] (Seal)
its Vice President

STATE OF SOUTH CAROLINA)
COUNTY OF Orangeburg) PROBATE

PERSONAL Y appeared the undersigned witness and made oath that (s)he saw the within named Grantor by its duly authorized officer Suz Mac Bates, Jr. sign, seal and as the Grantor's act and deed deliver the within written deed and that (s)he with the other witness subscribed above witnessed the execution thereof

Wanda Rickett

DEC-21-2005 13 30 From GERALD D JOWERS ATTY 8037650085

To 803 253 6084

P 10/12

1050
0306

D BK 01050 PG 0308

SWORN TO before me this
23rd day of July, 2004
[Signature] (Seal)
Notary Public for South Carolina
My commission expires 3/23/09

THIS DEED WAS PREPARED BY
DENNIS, SHAW & DRENNAN, LLC
103 Lafayette Street
Spartanburg, South Carolina 29302

1850
0319

Return to
JAMES F WALSH, Jr.
 ATTORNEY AT LAW
 1498 ANELIA, NE
 ORANGEBURG, SC 29118

ENTERED IN THE OFFICE OF ASSESSOR
 MAP 0144 SHEET 00 BLOCK 03 PARCEL 007
 THIS 27 DAY OF July 2004
 ORANGEBURG COUNTY, JIM McLEAN, COUNTY ASSESSOR

D-BK 01050 PG 0319

STATE OF SOUTH CAROLINA)
) TITLE TO REAL ESTATE
 COUNTY OF ORANGEBURG)

KNOW ALL MEN BY THESE PRESENTS that WACHOVIA BANK, NATIONAL ASSOCIATION AS PERSONAL REPRESENTATIVE OF THE ESTATE OF ELIZABETH P PENCE, DECEASED in consideration of Ten (\$10.00) Dollars and other valuable consideration, the receipt of which is hereby acknowledged, has granted, bargained, sold and released, and by these presents does grant, bargain, sell and release unto MONEY TO GO LLC,

a South Carolina limited liability company, its successors and assigns forever

All of Grantor's right, title and interest, if any, in and to that certain piece parcel or tract of land with improvements thereon, situate, lying and being in School District 5 (outside) Limestone Township, Orangeburg County, South Carolina, containing 120.11 acres, being more fully and clearly shown and delineated as Tract 2-A on a plat of 569.52 acres surveyed for Norman McLean, et al, by Richard L. Stroman, RLS, of Edisto Surveyors, Inc, dated December 1, 1993 and filed in the office of the RMC for Orangeburg County in Plat Book 70L, at page 437 said Tract 2-A being allotted to Elizabeth M Pence in a division or partition of former property of James L McLean, and bounded and measuring as follows On the NORTHWEST by Tract 1, allotted to James Lennon McLean, and measuring thereon a total of 3,456.88 feet, on the EAST by the run of Caw Caw Swamp and measuring thereon a total of 2,462.94 feet, on the SOUTHEAST by Tract 3 on said plat, being allotted to Norman M McLean, and measuring thereon a total of 3,797.6 feet, on the WEST by Tract 5 on said plat, property of Norman M McLean, and measuring thereon 1,126.52 feet This property was conveyed to Elizabeth M Pence by deed of O Davie Burgdorf, Master in Equity for Orangeburg County dated September 14, 1994 and recorded September 16, 1994 in said Register's Office in Deed Book 608, page 351 Elizabeth M Pence died testate October 3, 1999, devising this property to her daughter, Elizabeth McL Pence also referred to as Elizabeth P Pence (see exemplified testamentary documentation filed in the Office of the Judge of Probate for Orangeburg County as case number 2003ES380047) Elizabeth P Pence died testate August 26, 2002 naming Wachovia Bank N.A. as Personal Representative of her estate and extending authority to the Personal Representative to convey real estate (see exemplified testamentary documentation filed in the Office of the Probate Judge for Orangeburg County as case number 2003ES3800152)

Orangeburg County 07-23-2004
 SOUTH CAROLINA
 County Revenue Stamp \$145.75
 State Revenue Stamp \$344.50

FILED Jul 23 2004 12 02 46 pm
 BOOK 01050
 PAGE 0319 THRU 0321
 INSTRUMENT # 2004003401

FILED
 ORANGEBURG
 COUNTY
 GAIL LANEY
 REGISTER
 OF DEEDS

1050
0320

D BK 01050 PG 0320

ALSO All easements for ingress and egress as set forth in an Order dated August 31, 1994 filed in the Office of the Clerk of Court for Orangeburg County in the case of Norman M McLean vs Elizabeth McLean Pence, eto, et al (Judgment Roll 94-742) and as shown on the survey for Norman McLean et, al by Edisto Surveyors Inc dated December 1, 1993 and referenced above

TMS # 0149-00-03-007 0950884

Together with all and singular the rights, members, hereditaments and appurtenances to the said premises belonging or in anywise incident or appertaining, to have and to hold all and singular the said premises before mentioned unto the Grantee, its successors and assigns forever And the Grantor does hereby bind itself, its successors and assigns to warrant and forever defend all and singular the said premises unto the Grantee against the Grantor and its successors and assigns lawfully claiming or to claim the same or any part thereof, except as to restrictions and easements of record

WITNESS the hand and seal of the Grantor this 23 day of July, 2004
Signed, sealed and delivered
in the presence of

Laurel L. Butterworth
Joe Mac Bates, Jr.

WACHOVIA BANK, NATIONAL
ASSOCIATION AS PERSONAL REPRESENTATIVE, OF THE ESTATE OF
ELIZABETH P. PENCE
DECEASED

By *Joe Mac Bates, Jr.* (Seal)
its Vice President

STATE OF SOUTH CAROLINA)
COUNTY OF)

PROBATE

PERSONALLY appeared the undersigned witness and made oath that (s)he saw the within named Grantor, by its duly authorized officer Joe Mac Bates, Jr., sign, seal and as the Grantor's act and deed deliver the within written deed and that (s)he with the other witness subscribed above witnessed the execution thereof

Laurel L. Butterworth

SWORN TO before me this

23 day of July, 2004

Joe Mac Bates, Jr. (Seal)

Notary Public for South Carolina

COM. Exp. 2/4/11

0
0208

P.O. Box 6105
Florence, SC 29502

TITLE NOT SEARCHED NOR CERTIFIED BY SCOTT & ASSOCIATES P.A. -7

99-2-89

STATE OF SOUTH CAROLINA)
COUNTY OF ORANGEBURG)

TITLE TO REAL ESTATE

WILLIAM ELIZABETH M. PENCE did appoint JAMES E. BROGDEN SR. as her Agent under that certain Durable Power of Attorney dated July 30, 1998 and

WILLIAM ELIZABETH M. PENCE did authorize under Article I(12) the Agent to convey any and all assets of ELIZABETH M. PENCE to the Trustee of any revocable or irrevocable trust established for the benefit of the Settlor

KNOW ALL MEN BY THESE PRESENTS THAT ELIZABETH M. PENCE in consideration of One and 00/100 (\$1.00) Dollar and other valuable consideration the receipt of which is hereby acknowledged have granted bargained sold and released, and by these presents do grant bargain sell and release unto JAMES E. BROGDEN SR. as Trustee of the ELIZABETH M. PENCE Revocable Trust dated the 28 day of May 1999 his successors and assigns forever the following described property

SEE ATTACHED

Grantee(s) address James E. Brogden Sr
Post Office Box 626
Bennettsville SC 29512

17347

together with all and singular the rights, members, hereditaments and appurtenances to said premises belonging or in any wise incident or appertaining, to have and to hold all and singular the premises before mentioned unto the grantees and the grantees heirs or successors and assigns forever. 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 grantees and the grantees' heirs or successors and assigns against every person whomsoever lawfully claiming or to claim the same or any part thereof

WITNESS the grantor's hand and seal this 28 day of May 1999

SIGNED sealed and delivered
in the presence of

Jennifer E. Brogden
Paula Pate

James E. Brogden Sr.
James E. Brogden Sr.

BR 761 PG0209,

MTG0113

0761
0210

STATE OF SOUTH CAROLINA)
COUNTY OF FLORENCE)

PROBATE

Personally appeared the undersigned witness and made oath that (s)he saw the within named grantor sign seal and as the grantor's act and deed deliver the within written deed and that (s)he with the other witness subscribed above witnessed the execution thereof

SWORN to before me this 28th
day of May 1999

Lena A. Pate

Jennifer L. Pritchard
Notary Public For South Carolina
My Commission Expires 08-05-2008

K761P0210

MTG0114

07
0211

EXHIBIT A"

Parcel One.

All that certain piece parcel or tract of land situate lying and being in School District No 5 Orangeburg County South Carolina containing two hundred eight and five tenths (208.5) acres more or less and bounded as follows On the North by lands of now or formerly of Huffman on the East by lands now or formerly of McLean and lands of Mrs Ella Till on the South by lands now or formerly of Mrs Ella Till land of McLean lands of Inabinet, lands now or formerly of Collier and on the West by lands now or formerly of Collier lands of L E Crumling and lands now or formerly of Allen

Parcel Two.

All that certain piece parcel or tract of land situate lying and being in School District No 5 Orangeburg County South Carolina containing eleven and eight tenths (11.8) acres more or less and bounded on the North by Mt Lebanon Public Road which separates this tract from the tract herein above described on the East by the tract herein above described on the Southeast by lands now or formerly of Mrs Ella Till and on the West by the tract hereinabove described

Parcel Three.

All that certain piece parcel or tract of land situate lying and being in School District No 5 Orangeburg County South Carolina containing one hundred fifteen (115) acres more or less and bounded on the Northwest by the Atlantic Coastal Road on the East and Northeast by lands of Bull Swamp Baptist Church Little Bull Swamp Creek the run of the Creek being the line to the center of the Old Cameron or Mt Lebanon Road thence along the said Old Cameron or Mt Lebanon Road to lands now or formerly of Roy M Crumling and Jack Crumling, thence along the East and Southeast by lands of the said Roy M and Jack Crumling and on the Southwest by a County Road separating this tract from lands now or formerly of Mrs Ella Till and lands of Sephronia McLean

IT IS UNDERSTOOD AND AGREED by and between the parties that the acreage set forth in the above entitled tracts has been diminished by approximately twenty six and nine-tenths (26.9) acres which were conveyed to the S C State Highway Department by Norman M McLean and Elizabeth M Pence and which

EX-761P602d1

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acres is now a portion of Interstate Highway No 126

The above described tracts of land are known as the "Gramling Place" and were conveyed to the Grantor herein by deed of Norman M. McLean dated May 16 1959 and recorded June 8 1959 in Deed Book 225 at Page 411 in the Office of the Clerk of Court for Orangeburg County and by deed of Saphronia E. McLean et al dated July 3 1954 and recorded in Deed Book 195 at Page 591 in the aforesaid records

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STATE OF SOUTH CAROLINA: }
COUNTY OF FLORENCE }

AFFIDAVIT

PERSONALLY appeared before me the undersigned who being duly sworn depose and say:

1 I have read the information on this Affidavit and understand such information.

The property being transferred is located in Orangeburg County, South Carolina, bearing Orangeburg County Tax Map Number _____ and was transferred by Elizabeth M. Pence to James F. Brogden, Sr. as Trustee of the Elizabeth M. Pence Revocable Trust dated the 28th day of May 1999 on May 8, 1999.

2 The deed is exempt from the deed recording fee because the deed is transferring title in which the value of the realty as defined in Code Section 2-24-30 (conveyance paid or to be paid in money or money's worth) is equal to or less than one hundred dollars.

4 As required by Code Section 12-24-70, I state that I am a responsible person who was connected with the transaction as Attorney for the Grantor.

5 I understand that a person required to furnish this affidavit who willfully furnishes a false or fraudulent affidavit is guilty of a misdemeanor and, upon conviction, must be fined not more than one thousand dollars or imprisoned not more than one year or both.

J. Munford Scott, Jr.
Responsible Person Connected with the Transaction

J. Munford Scott, Jr.
Print or Type Name Here.

SWORN to before me this 28th

day of May, 1999.

James F. Brogden, Sr.
Notary Public for South Carolina

My Commission Expires 05/05/2008

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STATE OF SOUTH CAROLINA
COUNTY OF ORANGEBURG

ELIZABETH M PENCE

TO

JAMES E. BROGDFN SR. as Trustee of the ELIZABETH M PENCE
Revocable Trust dated the 28th day of May, 1999

TITLE TO REAL ESTATE

I hereby certify that the within Deed was filed for record in my office at ____ M o'clock on the ____
21 day of June 1999 and was immediately entered upon the proper indexes and duly recorded
in Book 741 of Deeds page 209 Had Damsy

Clerk of Court Common Pleas and General Sessions for Orangeburg
County S C

I hereby certify that the within Deed has been this ____ day of ____ A D ____
recorded in Book ____ of Deeds, page ____

Auditor for ____ County

29 21 21 PM 3 47
S C

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MTG0118

THE STATE OF SOUTH CAROLINA
IN THE COURT OF APPEALS

RECEIVED

JUL 31 2009

SC Court of Appeals

APPEAL FROM ORANGEBURG COUNTY
Court of Common Pleas

Honorable Diane S. Goodstein, Circuit Judge

Case No. 2006-CP-38-1523

Norman M. McLean, James N. McLean, Marie McLean-Choi, William N. McLean,
Robert L. McLean, and JL McLean Properties, LLC Appellants,

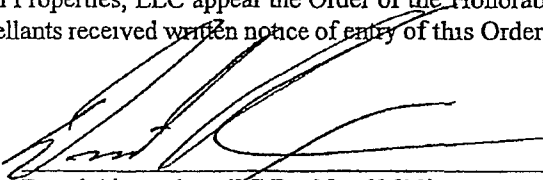
v

James B. Drénann III as Personal Representative of the Estate of Elizabeth McLean Pence
James E. Brogdon, Sr. as Trustee of the Trust Agreement of Elizabeth McLean Pence dated May
28, 1999, Wachovia Bank National Association as Personal Representative of the Estate of
Elizabeth P. Pence, Wachovia Bank National Association as Trustee of the Elizabeth P. Pence
Trust, Marlboro Academy, Inc., Charles P. Thompson, Jr., Cheri (Cheryl) Brown Thompson,
Money to Go, LLC, James J. Pence, Jr., as Personal Representative of the Estate of Stephen
Pence and Harry R. Easterling, Jr. Respondents

NOTICE OF APPEAL

Norman M. McLean, James N. McLean, Marie McLean-Choi, William N. McLean,
Robert L. McLean, and JL McLean Properties, LLC appeal the Order of the Honorable Diane S.
Goodstein filed July 14, 2009. Appellants received written notice of entry of this Order on July 21,
2009.

July 30, 2009

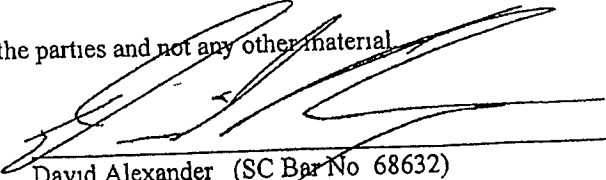


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david@culbertsonalexander.com
Telephone (864) 370-8222
Facsimile (864) 370-8227
ATTORNEY FOR THE APPELLANTS

Certificate of Counsel

The undersigned hereby certifies that the Record on Appeal contains all material proposed to be included by any of the parties and not any other material

August 9, 2010



David Alexander (SC Bar No 68632)
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