THE STATE OF SOUTH CAROLINA
IN THE SUPREME COURT

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S.C. Supreme Court

APPEAL FROM ORANGEBURG COUNTY
Court of Common Pleas

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Unpublished Opinion No.: 2011-UP-517 (S.C. Ct.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, Money to Go, LLC, James J. Pence, Jr., as Personal Representative of the Estate of Stephen Pence, and Harry R. Easterling, Jr.....Respondents.

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

Now, we can take a break any time you want. We can take as many breaks as you want. You just tell me you want a break, we'll stop wherever we are and we'll reconvene when you're ready. You don't have to tell me why, you just tell me to break and we're breaking. But when we break, you cannot discuss your testimony with your lawyer or anyone else.

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

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

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

A. Yes.

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

A. Yes.

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

A. No.

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

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truthful answers to those questions?

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

Q. Did you drive here today?

A. Yes, I did.

Q. Did you drive here from Orangeburg?

A. From Orangeburg.

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

A. Fine.

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

A. Should be.

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

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

A. Uh-huh.

Q. You're saying yes?

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

Q. Do you have a middle name or middle initial?

A. M.

Q. What does M stand for?

A. McBride.

Q. What is your date of birth, sir?

A. 8-23-29.

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

A. 78.

Q. And what is your current residence address?

A. 3578 Saint Matthews Road, Orangeburg, South Carolina, 29118.

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

A. My wife.

Q. What is her name?

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A. Shirley B. McLean.

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

A. By blood or marriage?

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

A. Yes.

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

A. Well, my wife the B is for Brown.

Q. Brown? Okay.

A. The Brown Family.

Q. That knocks out half the jury pool.

A. Yes.

Q. Any others you can think of?

A. Not any of the McLean Family.

Q. How about in her family, any

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other?

A. There's -- on my mother's side away from Orangeburg but still in the County -- no -- in the adjoining county, it's Hartzog.

Q. So if we're talking about people who are related to you who are over the age of 18 who have a last name other than Brown or McLean and as we sit here today you can't think of any who live in Orangeburg County?

A. Some of those might live in Orangeburg County but the center of it is Saint George. From Saint George out, and some of that might get onto Orangeburg County. Some of those relatives might.

Q. Hartzog/

A. Uh-huh.

Q. You're saying yes?

A. Yes.

Q. How do you spell that?

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

Q. Okay. Any other surnames other than McLean, Brown or Hartzog that you can --

A. Well, some of the Brown's is married and I can't go through that whole

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

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

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

Q. Well, what we can do then is we can submit that as an interrogatory and you can take some time to think about it and work on it and get it to us later.

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

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

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

Q. What year would you have graduated

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from Orangeburg High School?

A. '47.

Q. And what years would you have attended Clemson?

A. Well, '47 to '50, I believe it was.

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

A. Three years.

Q. '52, '53?

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

Q. What branch were you in?

A. In the Navy.

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

A. Honorable.

Q. And where were you discharged?

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

Q. And what was the nature of the hardship?

A. My father he needed me back on the farm.

Q. But you lived in Orangeburg County

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all of your life?

A. Well, except in the service and college, yeah.

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

A. Right. Uh-huh.

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

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

Q. Okay.

A. McLean, Senior.

Q. And your mother's name?

A. Sophronia. You want me to spell it for you?

Q. Please.

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

Q. What was her maiden name?

A. Hartzog.

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

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

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

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brother and sister?

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

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

A. Uh-huh.

Q. All right. When did Lennon pass away?

A. '04 April.

Q. What are the names of your children?

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

Q. Okay.

A. James Norman McLean, William Norris McLean, and Robert Lennon McLean.

Q. Where does Ellen Marie live?

A. Orangeburg.

Q. What is her husband's name?

A. David.

Q. And what does David do, do you know?

A. He's a high school teacher.

Q. Which high school?

A. Bamberg/Ehrhardt.

Q. And what does Ellen Marie do?

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A. She's with Blue Cross/Blue Shield. The county.

Q. And where does James live?

A. Orangeburg.

Q. And what does he do?

A. He's the tax assessor for Orangeburg County.

Q. How long has he been the tax assessor for Orangeburg County?

A. I'd have to guess on that.

Q. If you could estimate, that would be better.

A. Probably four years, something like that.

Q. And where does William live?

A. He lives in Columbia.

Q. What does he do?

A. Gosh knows. I don't know.

Q. I think he may have told us --

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

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

Q. He gave just as vague a description as you did.

A. Okay.

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

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

Q. So he lives in Anderson now?

A. Uh-huh.

Q. Okay.

A. Right. I said uh-huh. Sorry, Lady.

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

A. That's my four children.

Q. They are owners of that --

A. Right.

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Q. -- LLC?
A. Yes.
Q. And what is the purpose of that LLC?
A. The ownership of property.
Q. Do you know what property that LLC owns? William described several LLCs. I was wondering, do you know what property this one owns? The one that's the Plaintiff in the case, JL McLean Properties, LLC.
A. Let's put it this way. The interest that -- my interest that I might have in the Cannon Bridge property is theirs.
Q. Do you think that the JL McLean Properties, LLC --
A. That property --
Q. -- is related to the Cannon Bridge Road property?
A. Right. Well, it could be other property by now. I don't know if they put anything else in it or not.
Q. And JL McLean, the name in that refers to your father you think?
A. Uh-huh.
Q. You're saying yes?

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A. First my father.

Q. What year did your father pass away?

A. 1955.

Q. And how about your mother?

A. I think it was '98.

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

A. No, it did not go through my mother.

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

A. We always discuss our family matters continually.

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

A. I think that -- my suggestion to

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

Q. Tell me what unfairness you think --

A. In the whole handling of the matter.

Q. Right.

A. The whole matter. I think there was a lot of unfairness.

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

A. I don't have that much time.

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

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

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

A. Well, really --

Q. -- so I need to find out.

A. -- I had interest in this

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

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

A. Uh-huh.

Q. You're saying yes?

A. Yes.

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

A. Yes.

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

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

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to do that petition suit. And we divided and into portions.

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

A. No, she didn't contest it.

Q. She didn't contest it?

A. No, none of them.

Q. So originally when the Caw Caw Swamp property went through your father's will to the three children, it was an undivided interest -- one-third interest in that property to each?

A. Uh-huh.

Q. You're saying yes?

A. Yes. It was to the three of us together.

Q. Right.

A. Yes.

Q. And at one point the property was partitioned and so each of the children got a --

A. Certain portion of it.

Q. -- certain portion of it?

A. Uh-huh.

Q. And was that actually split up by

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

A. Yes.

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

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

And so they actually in the Masters-in-Equity Court we actually drawed straws. We drawed straws. The first winner got the first choice and my sister picked first the one she wanted. And then I got the second choice and I had to make up my mind which one I wanted. And then, of course, my brother got the one that was left.

Q. He was obviously represented, had a

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conservator?

A. He had an attorney.

Q. Who represented him if you remember?

A. Barney Howser.

Q. What was the approximate size of the original Caw Caw Swamp property in terms of acreage?

A. It was 535 acres.

Q. And were the tracts sort of similar?

A. 174 point something each.

Q. So the tracts were cut --

A. Acreage wise.

Q. -- acreage wise to be exactly the same?

A. Right.

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

A. The value was different because the timber was different.

Q. Right. So was some payment of money was made?

A. There was payment of money.

Q. So that would even up the shares?

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

Q. Do you know about how much you got?

A. How much I got for mine?

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

A. Gosh, I couldn't tell you.

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

A. That was part of --

Q. -- the record?

A. -- what we all agreed on, yeah.

Q. Who represented you in that action?

A. Hal Yarborough.

Q. And who represented your sister?

A. Marshall P. Williams.

Q. What then happened to your brother's tract?

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

Q. When was that sold?

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

Q. And that was sold to someone outside the family?

A. Uh-huh. Yes.

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

A. Mine was sold immediately --

Q. Yours was sold immediately?

A. -- as soon as the division. Through a like-kind exchange.

Q. What was it exchanged for?

A. What was it exchanged for?

Q. Yes, sir.

A. For property in Camden, South Carolina. Brown building.

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

A. Yeah, something like that.

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

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

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

A. (Moves head side-to-side.)

Q. Never any discussion between you and her about that?

A. Nothing like that, no.

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

A. Yes.

Q. What was her plan with that property?

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

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advance of anything ever happening to her as far as ever getting sick.

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

Q. What year was this that you talked to Mr. Brogdan and talked to him about that?

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

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

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

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

A. It wasn't too long after he died.

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

A. Hal Yarborough, my attorney.

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

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A. Uh-huh.
Q. You're saying yes?
A. Yes.
Q. And if you would, tell me the circumstances of your discussion -- yours and Mr. Yarborough's discussion with Mr. Brogdan, what you recall being said by everybody there. Just take me through that conversation as you recall it.
A. Well --
Q. And I'm assuming your sister was not there?
A. No.
Q. Any particular reason she wasn't there?
A. No, not really. We went to see him. We had an appointment with him.
Q. Did she know that you were going to go talk to her accountant about her property?
A. I think so.
Q. Did you have a discussion with her about that?
A. No.
Q. Okay. I'm sorry. I'm sorry to

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interrupt. Tell me what transpired at that meeting.

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

Q. Co-trustee or successor trustee?

A. I think it was successor maybe. Successor trustee.

Q. And your understanding would be that a successor trustee would be something --

A. If something happened to him.

Q. Right.

A. Right.

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

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

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he was processing -- setting it up.

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

A. We recommended him. Mr. Yarborough and myself.

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

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

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

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

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

A. She owned what we called the Grambling Farm on Highway 33, approximately 300 acres, I believe. And she owned the Caw Caw property and she owned -- well, questionable she owned the Cannon Bridge Road. That's questionable in my opinion.

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

A. No.

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

A. It was some time right after his death, yeah.

Q. Prior to her getting sick?

A. Right.

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

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that you met with Mr. Brogdan?

A. No.

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

A. No, I can't recall.

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

A. Yes.

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

A. That would have been her right, yes.

Q. Okay.

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

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Q. Okay. Do you remember anything else that Mr. Brogdan told you at that meeting?

A. No. I can't recall that day.

Q. Did you have any other meetings with Mr. Brogdan?

A. No.

Q. About these issues or any other issues?

A. No.

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

A. No.

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

A. No.

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

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

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that one, I got the other one.

Q. Approximately when did that occur?

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

Q. Was it prior to her husband's death?

A. Yes. I think it was prior to their marriage.

Q. Okay.

A. Or somewhere along about there. It was a long time.

Q. We talking about 1950s?

A. It was a long time ago.

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

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

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

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A. Uh-huh.
Q. You're saying yes?
A. Yes.
Q. And tell me how it got from your father to where it is today.
A. Well, my father left in his will that my brother -- that the tract would go to my brother for his lifetime. And then at his death, it would go to me or Lib, Elizabeth, my sister.
Q. You're saying or?
A. It would go to me and Lib or heirs.
Q. So and? So you and your sister had an undivided one-half remainder interest in that property?
A. But she died before he did and her daughter died before he did. So when he died in '04, I was the only remaining heir.
Q. Do you remember the date of her death or the month or year?
A. Not exactly.
Q. But you're saying she died before Lennon?
A. Oh, yeah, and so did her daughter.

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

A. No exactly.

Q. She died before Lennon?

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

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

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

Q. Yes, sir.

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

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

A. All my interest in the Cannon property.

Q. So when your brother died, you

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didn't have any interest in the property. Whatever interest you had had already passed to your children?

A. Already passed to the children.

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

A. Not right now.

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

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

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

A. No, her personal representative did not include me.

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

A. I was her only brother --

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

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

Q. Were you an heir to her property?

A. In a sense I was.

Q. In what sense?

A. My children were.

Q. But you weren't?

A. No.

Q. Okay. You were not a beneficiary --

A. No, I was not an heir to her

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property, my children were an heir.

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

A. No.

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

A. No, but my children were.

Q. Right. I understand that.

A. Do you have children?

Q. I do.

A. Do you kind of look out for them?

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

A. You're kind of protective and I am, too.

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

A. I wish I did, too.

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

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

Q. That really doesn't help me that much.

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

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

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

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

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

Q. And how did you learn about that?

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

Q. At what point in that litigation

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do you think you first became aware of it?

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

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

A. I remember something being said about that, yeah.

Q. And when do you remember first learning about that?

A. I don't have no dates on that.

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

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

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

A. No, not at that time.

Q. Do you remember there being a time

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

A. Oh, yes.

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

MR. ALEXANDER: Object to the form.

THE WITNESS: I learned that they were talking about that, yeah.

BY MR. HENRIKSON:

Q. And was Mr. Jackson representing you during this time?

A. Not in this matter at all. Mr. Jackson never represented me in anything about this.

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

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don't mind.

MR. MOORE: Tell us what that is.

MR. ALEXANDER: It's the September 27th letter from Mr. Drennan to Mr. Drennan from Mr. Jackson.

THE WITNESS: Yes, I don't agree with it.

(Off-the-record conference.)

BY MR. HENRIKSON:

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

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

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

A. Yeah.

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Q. What does he say?

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

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

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

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

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

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ever got it deeded to them.

So things like that would have -- and copies of the Wills. I said, I don't have a copy of them, I never seen a copy of them. I said, see if you can get some of that information so I can look at it. And that's all -- but he's worked on another -- and was working for me on other cases at the time. That's all it was, is just strictly discussion back and forth and we did pros and cons and what ifs. I mean, there's nothing to be quoting me from any of that.

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

A. Yeah. I let them know anything I could pass on to them.

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

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

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BY MR. HENRIKSON:

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

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

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

A. A lot of familiar statements made.

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

A. Uh-huh.

Q. You're saying yes?

A. Yes.

Q. Do you agree that the contents of

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

A. That's what he's saying, yes. That's what he's saying.

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

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

BY MR. HENRIKSON:

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

A. Yes, I'm familiar with that letter.

Q. Okay.

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MR. EASTERLING: I'm sorry, what did he say?

BY MR. HENRIKSON:

Q. He is familiar with this letter. Have you seen this letter?

A. Yes.

Q. And this appears to have been copied to Jim McLean.

A. He didn't get it.

Q. You got it?

A. Uh-huh.

Q. You're saying yes?

A. Yes, I got it.

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

A. No, because he never was hired by my children.

Q. Did he discuss these matters with you?

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

Q. Okay. But did he discuss these

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matters with you?

A. Did he discuss them with me?

Q. Yes, sir. The matters that are set froth --

A. We discussed -- like I said, we were just what-ifing. We didn't really as attorney/client trying to issue a case or nothing like that. It was just the fact that we were just sitting here shooting the breeze.

Q. Okay. Well, as the result of shooting the breeze, Mr. Jackson wrote to Mr. Drennan and said, I have discussed this 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 pass 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. Which we've

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

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

Q. You did not authorize Mr. Jackson to say this?

A. I did not authorize him to say that.

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

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

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

A. If somebody was to put her property up for sale, they wanted to a chance to be able to buy it and then we'll discuss whether they should have sold it or not afterwards. That was the thing, they didn't want it to go to a third party and bring somebody else involved like what's happened to the Caw Caw property.

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

A. Didn't authorize.

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

A. That's right.

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

A. I don't know.

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

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do?

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

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

A. No.

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

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

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

A. About that?

Q. Yes, sir.

A. About that letter?

Q. About that letter, Exhibit 2?

A. I don't think I did.

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

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

A. It had been said.

Q. And nobody in your family did either, did they?

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

Q. Okay. Well, you told me before that you were discussing all of these issues with your children at the time that you were discussing with your Mr. Jackson; is that correct?

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

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

A. Jim.

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Q. Anyone else?

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

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

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

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

A. Yeah. Yeah. I was trying to get a copy of the will.

Q. So you were --

MR. JAMES: What was the answer?

BY MR. HENRIKSON:

Q. Yes as I understood it.

A. Yes.

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

A. Doesn't this latter say that I

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

Q. So Jim saw a copy of that letter?

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

Q. Would you agree that the essence of Exhibit 2 is that Mr. Jackson is telling Mr. Drennan that my clients, whoever that refers to, agree with you, Mr. Drennan, in your assertion this the Caw Caw Swamp property and the Cannon Bridge Road property are to pass under the Pence will's and not under the trust?

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

Q. That's what he told him for whatever reason.

A. I know.

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

A. I can't explain his actions.

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

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

MR. ALEXANDER: Object to the form.

BY MR. HENRIKSON:

Q. You still need to answer it.

A. We didn't understand all the issues, no.

Q. Sir?

A. Didn't understand all the issues, no.

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

A. No, we had --

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

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

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Q. But you didn't do anything about it?

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

Q. Right.

A. Finally they did something about it.

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

A. No, but they knew there was a problem.

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

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

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

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

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

Q. Are you referring to Caw Caw Swamp?

A. Caw Caw.

Q. And Cannon Bridge Road?

A. Caw Caw.

Q. Caw Caw. All right. And where is the deed of Caw Caw property to your children?

A. Where is the deed to it?

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

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

Q. Sorry?

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

Q. Okay.

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

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Grambling property. So they're still waiting on it.

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

A. Which trust?

Q. Your sister's trust. See, I'm trying to figure out what you think Mr. Drennan did wrong.

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

(Off-the-record conference.)

BY MR. HENRIKSON:

Q. I'm talking --

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

Q. I'm talking about the Brogdan trust.

A. The Brogdan trust?

Q. Right. The one that was the result of the litigation that we discussed earlier.

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A. Yeah.
Q. That Mr. Yarborough told you about. And at some point my understanding is that you learned that that case had been settled, right, the litigation against your sister's trust?
A. Yeah.
Q. And that some property from the -- that had originally been in the trust was taken out and was to pass under your sister's will.
A. Uh-huh.
Q. And that some property was to remain in the trust and would pass under the terms of the trust?
A. Uh-huh.
Q. You understand that's the litigation we're talking about?
A. Yeah.
Q. Okay. Now, do you have any knowledge or information that Mr. Drennan had anything to do with the creation of the Brogdan trust?
A. The original Brogdan trust --
Q. Right.

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A. -- I don't think so.

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

A. Of all the things collected together I have the feeling Mr. Drennan did wrong. Now, I'm not an attorney and I'm not going to --- I can't sit here and pick every little letter, every little correspondence apart. But the overall picture of all of it together, Mr. Drennan did a lot wrong.

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

A. You all --

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

MR. ALEXANDER: Object to the form.

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

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things. I haven't been looking at this stuff.

BY MR. HENRIKSON:

Q. Well, one of the things --

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

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

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

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

A. Yeah, sure.

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

A. That's right.

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

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But as we sit here today --

MR. ALEXANDER: You need to ask your questions today.

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

MR. ALEXANDER: He's answering them as well as he can.

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

BY MR. HENRIKSON:

Q. Well, here's the problem.

A. -- out of my schedule.

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

A. Well, ask. What specific thing you want to ask?

Q. What did Mr. Drennan do wrong?

A. That's not -- that's a broad issue.

Q. So, it's still a question. Can

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you answer the question?

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

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

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

Q. Are you refusing to answer?

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

Q. Okay.

A. At this time I can not answer that question.

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

A. Sure. That's fair enough.

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

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with all kind of answers. Do you agree with that?

A. Right.

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

A. Specify right now.

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

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

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

A. You can do that.

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

A. All right.

MR. ALEXANDER: Want to take a 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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Q. Did you maintain a file on this Caw Caw Swamp property?

A. No.

Q. Did you save copies of these letters?

A. I have some of it. I have some of them.

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

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

Q. Have you given it to Mr. Alexander?

A. No, I hadn't given him copies.

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

A. No.

Q. You had never written a letter to Mr. Jackson about the Caw Caw Swamp property; is that your testimony?

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

Q. Do you use e-mail?

A. If you're trying to get around

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

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

A. Yes. They're more copies, yeah.

Q. But you never showed that Mr. Alexander?

A. Not my copies, no.

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

A. He was supposed to.

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

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

Q. Did you and he talk about the

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substance of your --

A. I let him know I didn't approve of it, yeah. I let him know I didn't approve of it.

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

A. Probably two or three weeks ago.

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

A. No.

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

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

Q. Would that be the October 21 letter?

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

Q. You didn't approve what Mr. Drennan said?

A. What Mr. Drennan said to -- Mr. Jackson said. Where Mr. Jackson was saying

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

Q. That's October 21.

MR. DAVIS: It should be Exhibit 2.

MR. ALEXANDER: This is the one they're asking you about.

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

BY MR. JAMES:

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

A. Yeah, I told him that I, you know --

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

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

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

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

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but I'm not sure that's the one that I read that, you know, that was stuck in my mind. Seemed like I read it before.

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

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

Q. Okay. So you have that letter in your file?

A. If I still got it, yes. If I still got it.

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

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

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

A. No, I haven't been home.

Q. Did you review your file before you came here today?

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

Q. I'm sorry we're inconveniencing

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you.

A. Yeah.

Q. You don't know what's in your file?

A. I don't have an organized file on this right now, but I can probably dig up some of this. And I probably won't even dig that up because I have a copy of all that came from David, so I can use those copies if I want to refer back to anything.

Q. You don't know whether there are things in there that may be in addition to what David has furnished you?

A. I don't think so. I think he's pretty thorough.

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

A. I don't know for a fact.

Q. Have rents been paid on the Cannon Bridge Road property since your brother died?

A. Oh, yes.

Q. And who has collected those rents?

A. JL McLean Properties Incorporated -- LLC, have taken care of all the operations and expenses and collection of rents.

Q. Who farms that property?

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A. It's rented. Rented out.

Q. To an Orangeburg County farmer?

A. Orangeburg County farmer.

Q. Have any of the rents been paid to Marlboro Academy?

A. No. No, it's in one -- it all kept -- tallied by an accounting person.

Q. Has any timber been put on that property since --

A. No.

Q. -- your brother died?

A. No.

Q. Has any income been realized other than farm rents?

A. Yeah. Yeah. They had a power line come across. A power line right-of-way.

Q. When was that?

A. Some time in the last year, I think.

Q. What power line -- what power company was it?

A. Santee Cooper. They widened the right-of-way is what they did.

Q. And they issued a check?

A. I presume.

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Q. Who was that check issued to?
A. To them.
Q. Who is them?
A. JL McLean Properties Incorporated ---I mean, LLC.
Q. Do you know how much that was?
A. I don't know.
Q. Did you and Mr. Jackson discuss whether he would be able to review the file about these matters that was at his former Orangeburg County office?
A. State again, please.
Q. Did you and Mr. Jackson discuss whether he would be able to review the file that he may have created when he was working with the law firm in Orangeburg before he testified Monday?
A. No, we didn't discuss anything like that. I thought he had access to all the files if he wanted to review them.
Q. Okay. You did not tell him that he could not review them?
A. No. No.
Q. Did he discuss with you the fact that he might want to review them?

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

Q. You still use him for legal services?

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

Q. No further questions.

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

Q. Nothing further.

A. Okay.

EXAMINATION

BY-MR.DAVIS:

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

The third paragraph of this letter

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

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

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

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

Q. All right. But just so we're clear --

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

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I did it.

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

A. Right.

Q. -- of this letter?

A. I did, right.

Q. Did your children know that you were asking Mr. Jackson --

A. Right, they did. Right.

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

A. No.

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

A. Yes, I am.

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

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A. No.

Q. Have you discussed your upcoming deposition or your son Jim's upcoming deposition with Jim?

A. With?

Q. Jim, your son?

A. Well, yes.

MR. ALEXANDER: Could you ask that again? You're asking two different questions there.

BY MR. DAVIS:

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

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

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

A. No.

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

A. William or Bill.

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

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

Q. But you didn't discuss the contents --

A. No.

Q. -- of his testimony? Mr. McLean, back in 2002 what was your payment arrangement with Jay Jackson and Mr. Yarborough's firm? How would you pay them?

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

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

A. I couldn't answer that. That's a good while back.

Q. You don't remember?

A. I have paid them at times, yeah.

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

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invoices?

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

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

EXAMINATION

BY-MR.DAVIS:

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

A. No.

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

A. I know Dewalt.

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

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

Q. What tract was that?

A. An island that -- an island in there that when it was owned by the family was an island. Became -- when the division happened, my brothers hit it on one side, I touched it on the bottom side, and my sister was split.

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

A. Nothing to do with it. Nothing to do with it.

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

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

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

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

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

A. Not that I know of.

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

A. Right.

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

A. No.

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

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to Mr. Drennan's letter outside of Mr. Jackson?

A. I think Mr. Yarborough had already deceased at that time, so he was kind of in and out of his office a little bit. I don't think that he was involved, but I'm just covering myself from being wrong that it could have been Mr. Yarborough if he was still living and back in the office at the time.

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

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

Q. You have no personal knowledge?

A. I have no personal knowledge.

Q. Thank you, sir.

EXAMINATION

BY-MR.EASTERLING:

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

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are Defendants in this matter. Revrewing your earlier testimony you said that you deeded your remainder interest to this LLC, did you not?

A. To my children.

Q. To your children?

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

Q. You deeded your interest in this property to your children?

A. Right.

Q. Do you recall when that was?

A. Not exactly. It's on record.

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

A. Yes.

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

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

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

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following your brother Lennon's death, have you?

A. No. Could if necessary but I haven't.

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

A. Yes.

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

A. Right.

Q. And what was that child's name?

A. Elizabeth McLean Pence Pence (sic).

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

A. Yes.

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

A. Right.

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

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A. On what property?

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

A. I had no contractual, no.

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

A. Right.

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

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

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

A. Yes.

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

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A. We got a misunderstanding here.
Q. All right, sir.
A. Misunderstanding is that the settling of the estates was happening after my niece's death. So I was the only remaining family member before all this was settled. The way -- I don't know settlement dates, but as far as I'm concerned it was still going on up in the air when --- after my niece died. So I'm the only remaining one, and I still wasn't informed.
Q. Your niece, Elizabeth Pence Pence, she was free to do with her property as he decided upon, was she not?
A. She should have, yeah.
Q. All right. And again, at the time of your sister's death, Elizabeth Pence Pence was alive, was she not?
A. Yes.
Q. Nothing further.

EXAMINATION

BY-MR.MOORE:

Q. Mr. McLean, my name is Cliff Moore. I am representing Charles and Cheri Thompson. They own portions of the Caw Caw

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

A. I know Charles well.

Q. How long have you known Charles?

A. Probably off the top of my head, ten years.

Q. And Cheri, do you know her?

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

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

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

Q. What did you see it in the paper?

A. Transaction.

Q. You read the transactions in the newspaper?

A. Yeah.

Q. Do you know when that was?

A. No.

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Q. Soon after the transaction?

A. It's usually within a couple of weeks.

Q. What paper were you looking at?

A. The Orangeburg County Democrat.

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

A. Never. We've never mentioned any of this.

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

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

Q. In the complaint that you filed you suggest that they should have known that you had an interest in this property. What information you do have that they should have known that you had an interest in this property?

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

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

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the Caw Caw Swamp property?

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

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

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

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

A. I keep Quicken. I keep things like that.

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

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

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

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communication on your computer?
A. Yes, I do.
Q. Do you keep copies of your e-mails, or do you erase them?
A. No, sir.
Q. You erase them?
A. I erase them.
Q. How frequently do you erase them?
A. Usually right away. I mean, maybe not right when I read it, but a couple of days I go back and erase them.
Q. You have one computer or more than one?
A. I have a main computer and a laptop.
Q. And where is the main computer located?
A. My office.
Q. And that address is?
A. Same as my house.
Q. Your office at your home?
A. It's in another building, but it's the same as my house.
Q. And your laptop, where is it?
A. In my house.

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Q. No further questions.

EXAMINATION

BY-MR.PAYNE:

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

A. A long time.

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

A. That's the Cannon Bridge Road tract.

Q. What went on Caw Caw Swamp property?

A. Timber growing.

Q. Okay. No hunting, fishing, lakes?

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

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

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your sister's health at that point; is that correct?

A. Yeah.

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

A. Well, a lot of it I'm having now. It's just old age is catching up. But it made me concerned, you know, that she needed to be sure everything was in order in case she passed away.

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

A. The Orangeburg properties.

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

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

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

A. Just forgetfulness. You know, thinking something might happen.

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

A. Uh-huh.

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

A. No.

Q. And you learned that when you met with Mr. Brogdan --

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

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

A. Orangeburg property.

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

A. All the Orangeburg property.

Q. Which ones?

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

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

A. Yeah.

Q. Or just said look --

A. All of her Orangeburg property.

Q. Did you discuss that tract specifically?

A. Yeah. He discussed all of it.

Q. You did?

A. Uh-huh.

Q. How about any of the other property, Grambling?

A. Yeah.

Q. Okay. You sure?

A. Yeah.

Q. And why can you remember that?

A. Why can I remember that?

Q. Yeah. You said you can't remember some things. Is there anything that really helps you remember that was discussed?

A. Some things stand out and some don't.

Q. Okay. Do you think Mr. Brogdan

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

A. I think he just hadn't got around to it. Everybody was busy and I think the problem was he just hadn't got around to doing what she wanted him to do. He was in the process, I understand, on that. He had the lawyer already been informed that drawed the deed.

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

A. Yes.

Q. And where did you learn that before?

A. I don't know, but I knew that. I did know that.

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

A. Right. He hadn't gotten in before something happened.

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

A. Just didn't get it done.

Q. Do you know when did Mr. Hal Yarborough died?

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A. About two years ago.

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

A. Yeah, I think they did do some work.

Q. And did Mr. Yarborough tell you that he was helping him?

A. Requested, yes, some of the descriptions -- legal descriptions.

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

A. Uh-huh.

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

A. Since 1954.

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

A. Yes.

Q. And which ones new?

A. I couldn't be specific.

Q. How long have they known that you

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

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

Q. If we could mark this as an exhibit.

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

BY MR. PAYNE:

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

A. Uh-huh.

Q. Just say yes, if you could.

A. Right.

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

A. It looks like on August the 9th, 2001.

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

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that you had quit-claim deeded this remainder interest?

A. All of them got told, because they got...

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

A. Yes. Before that. They knew about it before that.

Q. Okay. So they knew about it before 2001?

A. Yes.

Q. And all of them knew that?

A. Yes.

Q. Who prepared this deed for you?

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

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

A. John Fisher?

Q. Uh-huh.

A. No.

Q. He signed on the last page of it.

MR. ALEXANDER: Where are you?

BY MR. PAYNE:

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

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

Q. On the very last page.

A. It's attorney --

Q. You don't know John Fisher?

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

Q. In which office are you referring to?

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

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

A. Huh-uh.

MR. ALEXANDER: Can you direct him to a page on there?

BY MR. PAYNE:

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

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

Q. And if you look on the top of page 1 it says, return it looks like to something Davis, Lexington, South Carolina. You think Mr. Yarborough --

A. Mr. Jackson. Mr. Jackson lives in Lexington County.

Q. Okay.

A. If that means anything. He lives in Lexington County, so it could have been a matter of convenience.

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

A. That's me.

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

A. JL McLean Property.

Q. That's LLC?

A. Yeah. Yes.

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

A. Make that little more clearer now.

Q. It appears from these letters from Mr. Jackson that you all were discussing -- you and Mr. Jackson were discussing these issues back in October of 2002; is that correct? Because he's writing you these -- these letters are going out and you're getting copies of them.

A. I guess so, yeah.

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

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

(Off-the-record conference.)

BY MR. PAYNE:

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

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

A. At which time now we talking about?

Q. Before you and Mr. Jackson -- you got Mr. Jackson to try to get you some information.

A. Oh, no. No with them. No discussions with him on that.

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

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

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

A. Oh, yes.

Q. -- of a trust?

A. Yes, I knew about that.

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

A. Yes, I think so.

Q. Did he tell you he obtained a copy

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of the settlement agreement?

A. I'm not sure about that one.

Q. Okay.

A. The trust I'm pretty sure.

Q. When did you all first learn, you or any of your children, that the Caw Caw Swamp property was not included in the trust? Was it right about the time of these letters?

A. I guess so.

Q. Or right before then?

A. Before that I would think.

Q. As to the Cannon Bridge Road property, do you think Mr. Brogdan knew about that property, that remainder interest?

A. I don't know.

Q. You have no idea or any specific knowledge that he knew about that?

A. No.

Q. Because that property is not mentioned on anything from what I see, is that correct?

A. Other than it's been McLean property, Orangeburg property.

Q. It's not mentioned under the settlement agreements or any of the lists or

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this remainder interest --

MR. ALEXANDER: Object to the form.

THE WITNESS: Orangeburg property. It's mentioned as Orangeburg property. All of her Orangeburg property.

BY MR. PAYNE:

Q. How many times --

A. Which back to my original statement. She didn't own it at the time of her death.

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

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

Q. They paid the taxes?

A. Uh-huh.

Q. All right. Just a few more here, sorry. How many times did you meet with Mr. Brogdan?

A. Once.

Q. And your sister had confidence in Mr. Brogdan?

A. Did very much so.

Q. And she liked him?

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A. Yes.
Q. Trusted him?
A. Been with him for years.
Q. Known him --
A. As a matter of fact, I know ever since they got married. At least that long.
Q. And any reason to believe that he's anything but honorable person?
A. Very much. Very honorable person. In fact, my daddy was with the firm Lundeen, are you familiar with that?
Q. Yes, sir.
A. My daddy started with him back when we were children.
Q. So you all have known of Mr. Brogdan?
A. I been knowing Mr. Brogdan a long time.
Q. In the lawsuit there's been an allegation that he mismanaged the trust in some way. What has he done to mismanage it?
A. I haven't been keeping up with that as far as managing the trust.
Q. Any of your children complain about what he did to mismanage the trust assets?

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

Q. How much is the Grambling tract worth?

A. What's it worth?

Q. Yeah.

A. I don't know.

Q. How many acres is it?

A. It's about 300 acres.

Q. Now, the trust -- or in the estate valued it at 1.5 million dollars. Do you think that's high or low?

A. That sounds in line to me.

Q. Sounds high?

A. It sounds in line maybe. I'm not sure.

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

A. Did I ever thank him?

Q. Yes, sir.

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A. I was ready to reprimand him for taking so long.

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

A. No.

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

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

Q. But you don't no that?

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

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

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

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

MR. ALEXANDER: Object to the form.

BY MR. PAYNE:

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Q. -- you do realize that?

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

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

A. Sure.

MR. ALEXANDER: Object to the form.

THE WITNESS: Sure.

BY MR. PAYNE:

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

A. Like I said, we were kept in the dark. Nobody kept us informed.

Q. You're talking about after your sister's death he took too long; is that what you're referring to?

A. Uh-huh.

Q. All right. No further questions.

///

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

BY MR. HENRIKSON:

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

MR. ALEXANDER: Object to the form.

BY MR. HENRIKSON:

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

A. Oh, yeah, yeah.

Q. -- quote, looking into this for your children?

A. Yes. They had someone else before David.

Q. Who was that, do you know?

A. I 't don't remember the name.

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

A. No, I talked to all of them.

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

A. Uh-huh.

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

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

Q. Was that because there was some friction between you regarding property matters?

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

Q. You said through her mother, what do you mean?

A. Through my mother.

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Q. Through your mother.

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

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

A. I couldn't get agreement voluntarily. I had to go file for the partition action.

Q. So you sued her actually?

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

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

A. Voluntary.

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

///

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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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transferred to the trust?

A. Right.

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

A. Not for sure. I knew that the Grambling one was.

Q. And how did you know that?

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

Q. But that would have been before your sister died?

A. Yeah, I think so.

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

MR. ALEXANDER: Object to the form.

BY MR. JAMES:

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

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

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

A. No.

Q. Okay. No further questions.

MR. DAVIS: I have no further questions.

MR. EASTERLING: No further questions.

EXAMINATION

BY MR. MOORE:

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

A. Uh-huh.

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

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

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

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A. I wasn't specific on any property.

Q. You were not specific on any property?

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

Q. So during your conversation in your one meeting with Mr. Brogdan, you would have talked about the Orangeburg County property in general, not identifying specific tracts by specific names?

A. No. The Orangeburg County property.

Q. What is your e-mail address?

A. Nmclean@bellsouth.net.

Q. Thank you.

MR. HENRIKSON: Now you're going to get spam from his firm.

THE WITNESS: What's that?

MR. HENRIKSON: I'm just kidding.

MR. ALEXANDER: He said you're going to get spam from his firm.

THE WITNESS: Those are the first things I throw away when I open my Inbox.

///

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EXAMINATION

BY-MR.PAYNE:

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

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

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

A. No.

Q. Okay. That's all.

MR. JAMES: Nothing.

MR. HENRIKSON: Thank you very much, sir. I appreciate you coming.

(The deposition was concluded at 12:33 PM.)

(The witness after having been advised of his right to read and sign this transcript waives that right.)

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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.

/s/ Andrea Michelle Slayton

Andrea Michelle Slayton
Notary Public - South Carolina
My Commission Expires:
March 18, 2013

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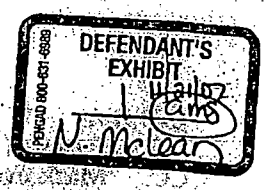
MCLEAN, NORMAN
EXHIBIT 1

DENNIS, SHAW & DRENNAN, LLC
ATTORNEYS AT LAW
103 LAFAYETTE STREET
REPLY TO: POST OFFICE BOX 891
SPARTANBURG, S.C. 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.•••
R. RAY DENNIS
OF COUNSEL
•ALSO ADMITTED IN MASSACHUSETTS
••CERTIFIED SPECIALIST IN ESTATE PLANNING, PROBATE & TRUST LAW
•••ALSO ADMITTED IN NORTH CAROLINA

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,

James B. Drennan, III

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

MCLEAN, NORMAN
EXHIBIT 2

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

October 21, 2002

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

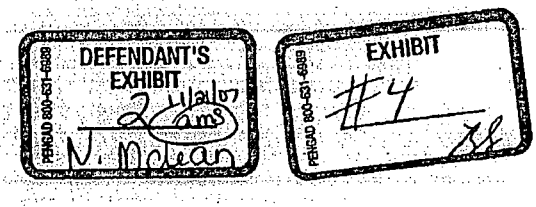
Re: Estate of Elizabeth M. Pence Estate

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



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,

JBJjr/ddb

James B. Jackson, Jr.

cc: Jim McLean

MCLEAN, NORMAN
EXHIBIT 3

Rob Trubblood Davis, Jr.
P.O. Box 429
Bamberg, S.C. 29003-0429

2001 13903

STATE OF SOUTH CAROLINA) THIS INSTRUMENT PREPARED WITHOUT
) ABSTRACT VERIFICATION OR
COUNTY OF ORANGEBURG) TITLE EXAMINATION

EXEMPT

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, Marie McLean Choi, 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
SHEET 00 BLOCK 01 PARCEL 001
OF August 2001
COUNTY MARION K. LLOYD, COUNTY ASSESSOR

FILED
ORANGEBURG CO., S.C.
01 APR 2 2:26
REGIS OF DEEDS

BK0883PG253

DEFENDANT'S EXHIBIT
3 Marks
Cams
N. McLean

FENGAD 800-631-6989

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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 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. Jeffcoat 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# Portion of 0170-00-01/02 #0230670

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

BK0883PG254

2

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:

Norman M. McLean

BK0883PG255

0883
0256

STATE OF SOUTH CAROLINA)
) PROBATE
COUNTY OF Lexington)

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.

(Witness)

SWORN to before me this 9th day of August, 2001.

(L.S.)
Notary Public for South Carolina
My Commission Expires: 3/17/2005

BK0883PG256

STATE OF SOUTH CAROLINA)
COUNTY OF [illegible]) AFFIDAVIT Page 1 of 2

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 [illegible] bearing [illegible] County Tax Map Number [illegible] was transferred by [illegible] to [illegible] on 8/9/[illegible]

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 a stockholder, partner, or owner of the entity, or is a transfer to a trust or as a distribution to a trust beneficiary.

(c) X exempt from the deed recording fee because (See Information section of affidavit): [illegible] (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):

(a) _____ 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.) 0

(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: [illegible]

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9. 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.

Responsible Person Connected with the Transaction

SWORN to before me this 13th day of August 2014

JOHN C. FISHER, ESQ.
Print or Type Name Here

Notary Public for S.C.
My Commission Expires: 2-25-2021

Recorded this 14 day of August 2014 at 01:00 PM
Book 883 at Page 253
Jean Rowell
REGISTER OF DEEDS
ORANGEBURG CO., S.C.

INFORMATION

Except as provided in this paragraph, the term "value" means "the consideration paid or to be paid in money or money's worth for the realty." Consideration paid or to be paid in money's worth includes, but is not limited to, other realty, personal property, stocks, bonds, partnership interest and other intangible property, the forgiveness or cancellation of a debt, the assumption of a debt, and the surrendering of any right. The fair market value of the consideration must be used in calculating the consideration paid in money's worth. Taxpayers may elect to use the fair market value of the realty being transferred in determining fair market value of the consideration. In the case of realty transferred between a corporation, a partnership, or other entity and a stockholder, partner, or owner of the entity, and in the case of realty transferred to a trust or to a distributee or trust beneficiary, "value" means the realty's fair market value. A deduction from value is allowed for the amount of any lien or encumbrance existing on the land, tenement, or realty before the transfer and remaining on the land, tenement, or realty after the transfer. Taxpayers may elect to use the fair market value for property tax purposes in determining fair market value under the provisions of the law.

Exempted from the fee are deeds:

(1) transferring realty in which the value of the realty, as defined in Code Section 12-24-30, is equal to or less than one hundred dollars;

(2) transferring realty to the federal government or to a state, its agencies and departments, and its political subdivisions, including school districts;

(3) that are otherwise exempted under the laws and Constitution of this State or of the United States;

(4) transferring realty in which no gain or loss is recognized by reason of Section 1041 of the Internal Revenue Code as defined in Section 12-6-40(A);

(5) transferring realty in order to partition realty as long as no consideration is paid for the transfer other than the interests in the realty that are being exchanged in order to partition the realty;

(6) transferring an individual grave space at a cemetery owned by a cemetery company licensed under Chapter 55 of Title 39;

(7) that constitutes a contract for the sale of timber to be cut;

(8) transferring realty to a corporation, a partnership, or a trust in order to become, or as, a stockholder, partner, or trust beneficiary of the entity provided no consideration is paid for the transfer other than stock in the corporation, interest in the partnership, beneficiary interest in the trust, or the increase in value in such stock or interest held by the grantor. However, the transfer of realty from a corporation, a partnership, or a trust to a stockholder, partner, or trust beneficiary of the entity is subject to the fee even if the realty is transferred to another corporation, a partnership, or trust;

(9) transferring realty from a family partnership to a partner or from a family trust to a beneficiary, provided no consideration is paid for the transfer other than a reduction in the grantee's interest in the partnership or trust. A "family partnership" is a partnership whose partners are all members of the same family. A "family trust" is a trust, in which the beneficiaries are all members of the same family. The beneficiaries of a family trust may also include charitable entities. "Family" means the grantor and the grantor's spouse, parents, grandparents, sisters, brothers, children, stepchildren, grandchildren, and the spouses and lineal descendants of any the above. A "charitable entity" means an entity which may receive deductible contributions under Section 170 of the Internal Revenue Code as defined in Section 12-6-40(A);

(10) transferring realty in a statutory merger or consolidation from a constituent corporation to the continuing or new corporation;

(11) transferring realty in a merger or consolidation from a constituent partnership to the continuing or new partnership; and,

(12) that constitutes a corrective deed or a quitclaim deed used to reaffirm title already vested in the grantee, provided that no consideration of any kind is paid or is to be paid under the corrective or quitclaim deed.

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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, Padget, Graham & Laney
1901 Main Street
Columbia, SC

Andrea Michelle Slayton, Court Reporter

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ALSO PRESENT:

JAMES B. DRENNAN, III

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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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have to remember that.

A. Okay.

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

A. Okay.

Q. Have you ever been deposed before?

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

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

A. Yeah.

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

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

A. Yes.

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

A. 11-29-66.

Q. And what is your current residence address?

A. 4005 Turkey Hill Court, Orangeburg, 29118.

Q. And who lives with you at that address?

A. Nobody.

Q. Are you married?

A. Single.

Q. Have you ever been married?

A. No.

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

A. Any relatives -- yeah.

Q. Cousins?

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A. Yeah, I've got people in Orangeburg.

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

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

Q. Is Ashton Phillips familiar?

A. Ashton Phillips? No, I don't know Ashton.

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

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

Q. Tell me a little bit about your educational background.

A. I have a BS from College of Charleston.

Q. What year did you get that?

A. 1990.

Q. And how about high school?

A. High school -- high school diploma from Wayne Hampton Academy.

Q. What year was that?

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A. '85.

Q. Any other education -- formal education?

A. You know, technical real estate appraisal. I have real estate appraiser. Mass real estate appraiser license for the State of South Carolina.

Q. Okay. When did you get that?

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

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

A. Just a sales license.

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

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

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Q. What department in the County?
A. Assessor's Office.
Q. Okay. When did you start that, you think?
A. '92.
Q. How long were you there?
A. I'm still there. I mean, I was an appraiser, then at some point in the later '90s I became chief appraiser. Then I left to go to Calhoun County. And then they hired me back at Orangeburg County like a year later as deputy assessor and now I'm the county assessor.
Q. And when did you first become county assessor?
A. I believe it was 2003.
Q. Okay. And for the -- you say for the year prior to that -- I'm sorry. How long were you deputy assessor prior to becoming the assessor?
A. Let's see. I came back from Calhoun County in 2000 -- in '99 or 2000. So from '99 or 2000 to 2003 I was deputy assessor.
Q. And is the tax assessor an elected

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office?

A. No.

Q. Who is your immediate supervisor there?

A. Currently?

Q. Yeah.

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

Q. Okay. And tell me as deputy assessor and assessor what are your duties? What do you do daily?

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

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

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

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

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

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

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

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

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

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

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A. Yes.

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

A. We have -- of those clerks, four of them we have assigned to read those deeds that get recorded and make the changes on the tax role so we know who to notify for tax purposes. Typically a deed gets recorded. The mappers in another office start working on any map work. Then --

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

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

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

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

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

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

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

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

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

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

Q. Okay. Are there any -- I guess from time to time deeds that involve property owned by people actually in the Assessor's office coming in, are there any rules or protocols or procedures about when that happens?

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

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

A. Yeah.

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

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

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

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

A. Yeah.

Q. And that's published in the newspaper?

A. In the local newspaper, yeah.

Q. Is that something you read ordinarily?

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

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

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

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

A. Typically is has the grantor and grantee and the acreage and the tax map number.

Q. Any address or highway or street?

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

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

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

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

Q. Tell me about that. How did you learn about her intent and the scope of her intent?

A. That was based on the conversation that she had with my father.

Q. And when did that conversation take place?

A. Whenever she -- I mean, it was when she was alive, so that's all I can say.

Q. Who told you about that conversation?

A. My father.

Q. And when did he tell you about that conversation?

A. It would have been shortly after the conversation, that she intended on leaving, you know, the property to us.

Q. And when he told you about the conversation, did he -- was he specific about any particular tracts by name or description?

A. No, I don't think so.

Q. It was just general, I'm leaving

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you some property?

A. Right.

Q. Did you then know specifically what property you were, I guess, expecting to be put into the trust?

A. No.

Q. When you saw the one track that was put in the trust, that was the Grambling Road property?

A. Yes.

Q. Did you at that time have any expectation that there would be any other transfers?

A. Yeah, I did, but I don't know why I had that expectation. I did expect, you know, that other property was going to be put in there.

Q. What other property did you expect to be put in there?

A. For some reason I was think it was going to be, you know, all the property she had in Orangeburg, but I don't know what my basis was for that.

Q. Okay. At the time that you saw that the Grambling Road property was put in,

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what was the extent of your understanding as to her real estate holdings in Orangeburg County?

A. You mean, what did I know what she owned in Orangeburg County?

Q. Yeah, what did you know that she owned? Not necessarily of record, but what you personally had knowledge of.

A. I personally had knowledge that she was listed somehow as a remainder -- contingent remainder in my grandfather's will on Cannon Bridge Road. And I also knew she had property that had once we had called the Big Woods, which my aunt, uncle and my dad owned together. And they had partitioned it at some point.

Q. That's the Caw, Caw Swamp property?

A. Yeah. And I knew that she still -- as far as I knew she still had her interest in that as well.

Q. Do you know how long it had been prior to your seeing the Grambling Road property transferred to the trust -- how long it had been since that partition action had resolved?

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A. Sure don't.

Q. Were you involved at all in the partition action?

A. No.

Q. Do you remember there -- in relation to the partition action or at least during that time do you remember there being any animosity between your aunt and your father?

A. No.

Q. Do you know -- all right. Let me strike that. When you saw the Grambling Road property go into the trust, about how long was it after that that your aunt died? If you can just can you ball park it.

A. I have no idea. You'd have to look and see when the deed was recorded and when she passed away. I don't know the dates.

Q. And that's set out somewhere, I was just curious if you happened to know when it was?

A. I sure don't.

Q. From the time that you saw the Grambling Road property go in, did you then

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at that point specifically look for other parcels to be put into the trust or be transferred into the trust?

A. I mean, I expected it, but I didn't -- I mean, I wouldn't know who was doing that and at what point it was going to get done or anything.

Q. Did you have any discussions with any members of your family about any expectation that additional parcels would be deeded to the trust?

A. I'm sure I did, but I didn't know what that would have been about. I mean, just that we expected the property to be there. But other than that, I don't know.

Q. Is if fair to say that in addition to being officially of record in the RMC Office, that any of the real estate transactions that occurred in Orangeburg County were also published in the local newspaper?

A. Yeah, after a certain point. I mean, I don't know when they started that. Some time in the late '90s, I think.

Q. They were doing it at the time at least when the Grambling Road property was

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transferred because that's how you saw it?

A. Right.

Q. When you saw that reference in the newspaper, did you go look at the deed for any reason?

A. I don't remember.

Q. Okay. I mean, did you go to see how it was reappraised or whether there was any map work to be done on it, or did you do anything in connection with that deed?

A. Yeah. Well, I have looked at that deed. I don't know when it was. I'm thinking it was -- I'm thinking it was around the time of our reassessment that the property lines didn't match. I looked at a plat of the property, and I said, you know, the property lines of what we have don't match. So I took it to the mapping department and told them that the lines didn't match. And indeed the lines had run -- when the mappers -- probably as far as back as when the office was created, which was in the 1970s, they had that property line running down a creek. And actuality, the way it's supposed to go, is there was a pond on

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that creek. The pond is not there anymore, but the line encompassed where the pond use to be. So we did correct -- at some point the map work changed the acreage.

Q. Did it increase or decrease the acreage?

A. It's increased the acreage.

Q. Did it have an impact on the value of the property, the change in the property lines?

A. It would have. But it's on agricultural, it would have been a negligible amount as far as its taxable value. It would increase it slightly.

Q. So I guess it wouldn't -- conversely it would not have significantly decreased the acreage or the value of the adjacent piece?

A. Yeah, it wouldn't decreased the acreage of the adjacent piece as well. It was -- whatever piece was next to it, it was being wrongfully taxed for on over acreage based on the plats that were recorded.

Q. But it would have likewise have been negligible since --

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A. Yeah, it would have been negligible. It was a few acres and they were both -- both properties were receiving agriculture discounts.

Q. Did you do anything else in connection with that deed at any time?

A. No.

Q. When did you first learn from any source that, and I guess this would be after your aunt passed away, the Grambling Road property was the only Orangeburg real estate in the trust?

A. I have no idea.

Q. How did you first learn that?

A. How did I first learn that? I mean, I knew it was -- I mean, I don't know. I don't know how I first learned it. I mean, it's the only one that's got -- that's on our records that's showing how -- actually it was listed on our records under the name of James Brogdan and not -- which the proper way to list it would have been the Pence -- Elizabeth Pence Trust, Brogdan Trustee. Actually it was incorrectly listed as Brogdan James, Trustee, Elizabeth Pence. So it

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actually would have been under Brogdan's name.

Q. Was that changed to make it record properly or indexed properly?

A. I don't think it was ever changed. It was -- since then a deed has been recorded, so it doesn't have his name on it at all.

Q. Okay.

A. But I don't think that was ever changed. I think it was always listed in his name.

Q. Are you aware -- or at some point did you become aware that there was litigation involved with the trust that could effect the amount of property that was in the trust?

A. Well, yeah, I knew my brother had to go to Florence and meet with some people because he was back-up trustee or something.

Q. Is that your brother William?

A. Yeah.

Q. And what did you learn about that litigation? I'll just call that the trust litigation, if that's okay with you. What did you learn about that?

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A. What I learned about it? Not much. I learned the basics, that my cousin was filing a case against trusts or the will or something of my aunt. And that she doesn't like the way it was structured. And that basically my brother was asked to, I guess, release himself as back-up trustee or something like that. That's all I remember about that.

Q. Do you remember discussing with your brother, William, that you had -- that he had received any documents in connection with the trust -- in the trust litigation?

A. No.

Q. Have you ever seen any documents related to the trust or the trust litigation?

A. Yes.

Q. All right. Let me show you what has previously been marked as Exhibit 1 and Exhibit 2 in a previous deposition. Just ask if you recognize either of those two documents?

MR. DAVIS: What are those documents?

MR. HENRIKSON: The settlement

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agreement and the order approving settlement. And I'll get them marked in a second.

(DFT. EXHIBIT-1, Compromise and Settlement Agreement, was marked for identification.)

(DFT. EXHIBIT-2, Order Approving Compromise and Settlement, was marked for identification.)

THE WITNESS: Yeah, I believe I've seen that before, Number 2.

BY MR. HENRIKSON:

Q. On we'll put another -- we'll mark -- that exhibit is the compromise settlement agreement. You do agree that that's what this is?

A. Yes.

Q. And we'll have this marked as Exhibit 1 to your deposition.

A. I don't remember seeing that one I just don't know if I did or not.

Q. And now you're referring to the court approval?

A. Right. The court approval.

Q. We'll mark that Number 2 just for fun. When did you first see Exhibit 1?

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A. I don't know.

Q. Would you have -- the date on Exhibit 1 is -- looks like some time in January 2002 on the last page. Is that apparent from the exhibit?

A. Yeah. No day, but January 2002.

Q. And it's signed by a bunch of people?

A. Yeah.

Q. Do you recall whether you would have seen it in proximity to that time, or do you recall -- do you remember?

A. I don't remember. I don't think I did.

Q. At some point you became aware -- let me ask you this. At some point did you become aware that there was an issue regarding what Orangeburg real property was actually in the trust and perhaps what should have been in the minds of some members of your family?

A. Say that question again.

Q. Yeah, that was inartfully phrased. I apologize. Did you at some point become aware that there was an issue regarding what

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property was actually in the trust and what property your family had an expectation should have been in the trust? That isn't a heck of a lot better.

A. Yeah. You asking when did I become or did I become aware?

Q. Did you become aware of that?

A. Yes.

Q. And do you have it -- do you have a recollection as to about when you became aware of that?

A. Well, I don't know when it was. But at some point I talked to Mr. Brogdan and asked him about the distribution about the Grambling property. And he stated that there were -- he was trying to work out issues with taxes in regard to Internal Revenue Service taxes, you know, income taxes. It might have been federal or state, I don't know.

And that he was going to distribute it as soon as he could, talking about the Grambling Road property. And then I asked him about the other property and he said that that wasn't in the trust that he

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was handling, that was in a different trust.

Q. Okay. Did you ever see any documents connected with a different trust other than the one that we're talking about today?

A. Did I ever see them, or when did I see them? I have seen them because it's -- I mean, doesn't this refer to a trust?

Q. That refers to what we've been calling the Brogdan trust. The trust that Mr. Brogdan set up --

A. Okay.

Q. -- pursuant to a power of attorney that your aunt gave him. Do you understand that? That that's what Exhibit 1 refers to?

A. Then, I mean, that's the only trust --

MR. ALEXANDER: Object to form. You can answer.

THE WITNESS: I mean, that's the only trust that I really knew about -- knew anything about. I mean, I don't know of any other trusts and I don't know what the names of them. I don't know if they had a name.

BY MR. HENRIKSON:

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Q. I'm just trying to chase down what you said. I understood you to say that Mr. Brogdan told you that the other property -- and I guess by that we're talking about Caw Caw and Cannon Bridge.

A. Right.

Q. That I understood you to say just a few minutes ago that he suggested that they may be in some other trust.

A. Some other trust, but I didn't know what trust or what the name of the trust was or anything like that.

Q. And so the question is, have you ever seen any documents that suggests a trust other then the Brogdan trust?

A. Official, no.

Q. Okay. But Mr. Brogdan told you that those two pieces of property were not included in the trust that he set up for your aunt?

A. Right. He said that was -- it was handled separately.

Q. Okay. Do you recall ever talking to a lawyer in Orangeburg named Jay Jackson about any of this?

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A. About this?

Q. Right.

A. No. I've talked to Jay Jackson many times, but I don't ever remember talking to him about any McLean family property.

Q. Okay. With respect to the property that's the subject of this action -- that being Grambling Road, Caw Caw, and Cannon Bridge. Did you ever have any discussions with anyone or did you ever have any official contact with any of those pieces of property in your capacity as deputy assessor or assessor other than the mapping issue on Grambling Road that you discussed?

A. On any property? Did I make any changes to any other properties or anything like that?

Q. No. Did you have any official contact as deputy assessor or assessor with the Caw Caw property or the Cannon Bridge property?

A. Sure. I remember moving my uncle's homestead discount when he passed away. And taking the -- and the owner occupied discount --

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Q. You mean, Mr. Pence?
A. No. My uncle that had a life estate on Cannon Bridge Road.
Q. Your uncle Lennon?
A. Lennon. Since that was his residence, he had sizable discounts on there for the owner occupied discount. So I removed those, and then let's see. How would that have worked? At some point I filled out an agricultural application for both the Highway 33 property and the Cannon Bridge Road property to continue to be taxed as agricultural discount.
Q. And were those things that you did in your capacity as a deputy assessor or assessor?
A. Those were personal things that I did while I was in my capacity as deputy assessor or assessor. Those would have been personal things that everybody would have -- I guess the discount was an assessor thing. It's something that I -- or a deputy assessor thing. I knew he didn't live there anymore. It's my job if I know somebody doesn't live there to remove those discounts.

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Q. Okay. Any other official contact with the Caw Caw Swamp property or the Cannon Bridge Road property in your capacity as assessor or deputy assessor?

A. No. Not that I know of.

Q. Okay. Have you looked at these James Jackson letters?

A. I looked a them last week, yes.

Q. Do you recall ever having any discussions with Mr. Jackson that are reflected in these exhibits? And we'll -- I'm talking about Exhibits Numberm2 to your father's deposition, Exhibit Number 1 to your father's deposition. And we'll go ahead and mark this as Number 3 in your deposition.

(DFT. EXHIBIT-3, Letter to James Drennan from James Jackson, Dated September 27, 2002, was marked for identification.)

THE WITNESS: Yeah, this is the same letter I read last week. And on Exhibit 1 in my Dad's deposition, which is a letter to James Jackson from Mr. Drennan, no, I didn't -- the first I ever saw that letter or knew about that letter -- well, I knew about it when discovery package came from

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David, but I didn't actually read that letter until about a week ago.

BY MR. HENRIKSON:

Q. Okay. Then Exhibit 1 to your father's deposition, which is the October 21, 2002 letter -- Exhibit 2, I'm sorry. Okay. Exhibit 2 to your father's deposition that purports to have been copied to you at the time that it was sent by Mr. Jackson. Do you recall ever getting a copy of that letter?

A. No.

Q. Do you know why Mr. Jackson would have sent that letter to you?

A. No.

Q. Let me show you Defense Exhibit Number 3 and ask you if you've seen that. And that's the September 27, 2002, letter from Mr. Jackson to Mr. Drennan.

A. Okay. Can I see exhibit -- that last exhibit there? Because I thought this was this letter.

Q. Take your time and look at anything you want, let me know when you're ready.

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A. Okay. Yeah. No, I didn't see -- I didn't see that one, which was -- I forgot what you call it.

Q. This is Exhibit 1 to your father's deposition. You didn't see that one?

A. No.

Q. Okay. So now you're looking at Exhibit 3 to your deposition, which is the September 27, 2002 letter from Jay Jackson to Jim Drennan.

A. Right. No, I didn't see this letter until about a week ago as well.

Q. Okay. In particular with respect to that exhibit, Exhibit 3 to your deposition, there is a specific reference that Mr. Jackson makes indicating that you had requested that he father some information. Do you -- do you have any recollection of ever asking Mr. Jackson or anyone at his firm to do that?

A. No, I don't.

Q. Do you have -- let me ask you this. Have you spoken to Mr. Jackson about any of these issues in the last several weeks?

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A. No.

Q. Have you ever spoken to Mr. Jackson ever about issues related to the property which is the subject of this lawsuit?

A. No, I don't believe that I have.

Q. Do you recall talking to your father at this time -- this frame September, October 2002, regarding the issues of the property in the trust?

A. I'm sure I did, but I don't remember when or the nature of the conversation.

Q. Your father indicated that you would routinely come to his house and eat lunch during the day.

A. Right.

Q. And he, in his deposition, indicated that he thought that about the time that he received these letters, that he would have discussed them with you. Do you have a recollection of that?

A. I sure don't.

Q. Do you deny that that happened or you just don't remember?

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A. I don't deny it. I don't remember. I mean, he discussed a lot of things with me, but I'm on my lunch break, I'm not always listening.

Q. Sure. If it's the case that you came to learn that there was some issue regarding what property was in the trust as opposed to what property your family thought was supposed to be in the trust, do you have a recollection whether or not now that you've reviewed some of these letters, that it would have been around this time frame that it first came to your attention? And we're talking about september, October 2002?

A. All I can tell you is it was some time after my aunt and my cousin had passed away. And some time after the thing was in the paper for Brogan. That the transferring the property to Brogdan trust whatever. When? I have no idea.

Q. Okay. And I guess the more specific question is, is your -- by looking at these letters is your recollection refreshed that it most probably would have been in this time frame?

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A. I don't know. I mean, time passes so fast, I have no idea.

Q. Sure. Do you recall at any point having any discussions with your father or any of your sibling regarding expressing the desire to purchase the Caw Caw Swamp property or your aunt's interest in the Cannon Bridge Road property?

A. I don't know if I discussed it with them. My concern after talking to Mr. Brogdan was that a number of years had passed, there were -- seemed to be some type of tax problems. And the concern was, are we going to have to -- am I going to have to come up with money to buy out of any kind of trust or anything because of possible income tax liability.

Q. That was specifically referring to the Grambling Road property?

A. That was any property.

Q. Any property?

A. Any property. I mean, if -- I don't know how it works. If you had tax problems with one trust, if there were multiple trusts set up. You know, if there

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were taxes owed, I don't know how that works with a trust.

Q. Let me ask you if will to read the third paragraph on Exhibit 1 to your father's deposition.

MR. ALEXANDER: I think you still have it.

MR. HENRIKSON: Do I still have it? No. Right there.

MR. ALEXANDER: That's Exhibit 2.

BY MR. HENRIKSON:

Q. That's Exhibit 2, I just can't see this far away.

A. Which paragraph now?

Q. The third paragraph.

A. Okay.

(DFT. EXHIBIT-4, Letter to James Drennan from James Jackson, Dated January 17, 2003, was marked for identification.)

BY MR. HENRIKSON:

Q. And then let me show you what's been marked as Exhibit 4 to your deposition, which is a January 17, 2003, letter from Mr. Jackson to Mr. Drennan. Just let me know when you've had a chance to review that.

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A. Okay.

Q. Does reading any of those letters refresh your recollection as to there being any discussions within your family about wanting to purchase the Caw Caw Swamp and/or the Cannon Bridge Road property from either your aunt's or your cousin's estate?

A. No. I don't know if it was my own thoughts or if I discussed them with anybody else that there could be -- that we would, like I said, have to buy them because there wasn't enough money in the trust. And for whatever reasons with estates, that it would have to -- we'd have to pay taxes basically. We'd have to buy them for whatever the taxes were owed. Somebody put something in a trust and didn't put any money in there -- you know, I don't know how it works.

If there's some kind of income tax liability that we might have to come up with since -- you know, I talked to Mr. Brogdan and he said he's trying to work, you know, quite a few years after my aunt had passed away that there was still some hold up on

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what we could clearly see in the courthouse in which he did -- he said right out, I'm going to distribute it to you, but I got to get -- there's tax problems that I got to get straightened out.

Q. Let me show you what's been marked in your father's deposition as Defendant's Exhibit Number 3 and ask you if you recognize that? And that on it's face appears to be the quit-claim deed that he executed in August of 2001.

A. Uh-huh.

Q. Do you recognize that document or have you seen that before?

A. Yes.

Q. And that deed purports to transfer all of his interest in real property in Orangeburg County to his children; is that correct?

A. No, that's not correct.

Q. All right. What property does that purport to convey to his children?

A. This is just the Cannon Bridge -- any interest that he has in the Cannon Bridge Road property. That's it.

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Q. And then as I understand it, some time in 2004 each of the children then quit-claimed their interest in the Cannon Bridge property to JL McLean, LLC?

A. Yes.

Q. Who is the -- and is that the only asset that's owned by that LLC?

A. Yes.

Q. Who is the president, or who were the principles? Who are the responsible people for that LLC?

A. Me and my siblings.

Q. Is there one person who is sort of in charge of that LLC?

A. My sister handles the bookkeeping. And since I'm local I've signed some stuff for the farm that rents there to -- for the Farm Services to say that he's legally allowed be on the property or whatever they wanted to require.

Q. Was the LLC properly created with the Secretary of State's Office?

A. Yes.

Q. Is it in good standing?

A. Yes.

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Q. Is there an operating agreement?

A. Yes.

Q. And who is president?

A. There is no president. We're all co-managers.

Q. All of you are co-managers?

A. I believe that's how we set it up.

Q. Has there been any similar transaction on the Caw Caw Swamp property?

A. No.

Q. And I guess I'm referring to has there been any purported deed from your father to you regarding any interest he may or may not have in the Caw Caw Swamp property?

A. Not to my knowledge.

Q. Okay. Do you recall there being any discussions at any time -- that's sort of an obvious question. When do you first recall there being any discussions in your family about filing a lawsuit in order to pursue the Caw Caw and the Cannon Bridge Road property?

MR. ALEXANDER: Can you clarify that so that it excludes any privilege?

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BY MR. HENRIKSON:

Q. Yeah. And I don't want to -- I'm not asking you to tell me anything that you have discussed with any lawyer. I'm just trying to ask you when would the first -- the discussions first start within your family as to pursuing this legally?

A. I don't know when it was. We had another attorney before David and her name was Kathleen.

Q. Do you recall there being even other attorneys?

A. No. We discussed who to hire for something like this. And my brother somehow had some connection, I don't know how he came across her or how he knew her.

Q. William?

A. Right. And he discussed it with her. I can't remember if he was there alone or not. I know I wasn't there. And he discussed retaining her and we retained her.

Q. Again, don't tell me anything that she may have --

A. Yeah, well I never talked to her.

Q. Who was sort of spearheading that

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for the family, I guess?

A. William.

Q. Do you recall there being a lawyer named Pope Johnson involved at any time?

A. That name is familiar. I'm thinking that -- I think Kathleen had some -- hired some other attorneys, but I don't know.

Q. Do you remember there being a lawyer named Gerald Jowers?

A. I remember that name, but I don't know exactly what his capacity was.

Q. Okay. Do you remember within the family -- and again not -- specifically excluding anything that any lawyer may have told you or said to you. Do you recall there being any sort of articulation within your family's discourse about why you should file suit? What were the specific allegations that you were going to make, that sort of thing?

A. Well, yeah. We saw -- well, again, I was informed by somebody in my family that the deeds were recorded in the courthouse. I mean, I know that sounds backwards, I work down there. But I don't see

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them for about a year after they happen. So people tell me what they see in the paper, and then they're asking me questions about what's in the paper and I frankly don't know. So whenever it was in the paper that deeds were being recorded on the property at Caw Caw and Cannon Bridge Road -- and/or, I don't remember which one was first or anything then -- that's when the discussion.

Q. You're talking about deeds out of the estate to third parties?

A. Right.

Q. Okay. And I guess, that may tell us when your discussions started. But the question really is, was it ever articulated within your family as to why you were going to file suit, who you were going to sue, and why you would sue those people?

A. No. Because I mean, I didn't know -- I didn't know who all was involved. I mean, that's what we had to go to -- we had to go to an attorney to figure that information out.

Q. Okay. I mean, for instance, do you know from any source other than one given

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to you by an attorney, do you know why you are suing Jim Drennan in this lawsuit?

A. Well, I mean, I understand it -- I don't know where it came from. I'll say I understood he was the personal representative of my cousin. And other than that, I don't know exactly where his signature is. I'll stop now.

Q. So if I were to ask you to articulate what you think Mr. Drennan did or failed to do which was some a deviation from any duty owed to anybody, you wouldn't be able to say that?

A. I can't. When we hired the attorney, the first attorney which was, you know, whenever that was, Kathleen, whatever her name is -- I read the documents that she provided to us. But as far as any of the stuff since she's been out of the picture and she went on somewhere else, I've not read anything in since David's been involved. And I don't remember when he got involved.

Q. I mean, for instance, did you read --

A. I mean, I read the stuff that he

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said you need to read because these are in the discovery --

Q. Don't say anything that your lawyer -- any lawyer told you.

A. Okay.

Q. I mean, did you read the complaint before it was filed?

A. I think I -- I think I looked at it. Yeah. I don't remember all the details about it. But, yeah, I looked at before. I did look at the complaint before it was filed. But there's -- understanding, and I've lost it somewhere at my house, is a large amount of discovery. But you know, I have not had a chance to read all of that.

Q. Did you understand the complaint when you read it?

A. I understood the basics of it, yes.

Q. But in terms of telling me, for instance, the particulars of what you contend Mr. Drennan did wrong, you would be unable to do that today without your lawyer telling what you to say, I guess?

A. Well --

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MR. ALEXANDER: Object to the form.

THE WITNESS: Without a refresher -- I mean, I could look back at the complaint. I mean, my gist of the understanding is -- gist of the understanding doesn't make any sense. My understanding of it is that he was in charge of the distribution of the property. How he became in charge of that, I don't know. But that's my understanding.

BY MR. HENRIKSON:

Q. That's the extent of your knowledge as to what you believe he may or may not have done wrong?

A. Right.

Q. If you develop any other opinions as to what you think or learn any other facts as to what you think Mr. Drennan may have done wrong, will you let your lawyer know so I can come and ask about those?

A. Okay.

Q. One second. I don't have any other questions at this time. I would beg 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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MR. ALEXANDER: One second. Before you jump in there, I want to put something on the record make sure we're clear about something about both the statements you guys -- you and Matt have both made. To the extent that you're going to ask Mr. McLean or Jim any further questions -- the deposition will be closed today. I can speak to my client about his testimony or any other matter with you entering into the attorney/client privilege.

MR. HENRIKSON: Oh, yeah.

MR. DAVIS: Yeah.

MR. ALEXANDER: I just want to make sure that's clear.

MR. DAVIS: I think Matt expressed it well. If he can't answer questions today that he's going to be asked on the stand when we get to trial, we have the right to depose him.

MR. ALEXANDER: That's fine.

BY MR. DAVIS:

Q. Mr. McLean, if you'll look at Exhibit 4 and what I think we referred to as Exhibit 2 to your father's deposition. In

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the -- the issues addressed in the third paragraph of the October 21 letter and then the issues addressed in the January 17, '03, letter regarding a potential purchase of the property. Is it your testimony you're unsure when you became aware of the potential of you and your siblings purchasing the property?

A. Say that again now.

Q. At the time of the dates of these letters were you aware or did you have any discussions with your father or anyone else about a potential purchase of this subject property?

A. I don't know.

Q. Okay. If your father testified that you did have discussions with him around the time of those letters about the potential purchase of the property, would you dispute that?

A. Was it a discussion or he was talking to me?

Q. Was it a discussion that -- if he testified that he discussed it with you and you were aware of those issues, would you dispute --

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A. I'm not going to dispute it, no.

Q. Mr. McLean, do you have any documents relevant to the litigation, be it notes of conversations or anything other than pleadings that Mr. Alexander has sent to you?

A. Do I have any documents other than pleadings?

Q. A better way to ask it is do you have any documents that predate the filing of this lawsuit that are relevant to the issues raised in the lawsuit?

A. That nobody -- that my attorney doesn't already have?

Q. Yes.

A. No.

Q. Have you turned over documents to your attorney?

A. I didn't have any to turn over.

Q. Okay. So you don't have any notes of conversations or e-mails or anything about this lawsuit?

A. No.

Q. I think just one other issue I want to explore. I believe you did testify that you have had numerous discussions with

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Jay Jackson in the past.

A. Yeah. He's a real estate attorney and I'm a county assessor.

Q. Has Jay Jackson ever represented you as your attorney?

A. No, I don't think so.

Q. I think that's all I have right now.

EXAMINATION

BY MR. MOORE:

Q. Mr. McLean, my name is Cliff Moore. I represent Charles and Cheri Thompson in this lawsuit. Do you know Charles and Cheri?

A. Yeah. Well, I know Charles.

Q. How do you know Charles?

A. He has the drugstore in town and I've talked to him about real estate issues before, I believe. I believe I talked to him about -- in my capacity as an assessor. I don't know if it was -- whether it was agricultural applications or what it was about.

Q. How long have you known Charles?

A. Known who he was for a long time.

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Knowing him when I saw him -- well, actually I don't know if I'd know him when I saw him right now. I mean, I've known who he was for a long time. And, you know, that goes -- and that goes way back to probably in the '90s or mid-'90s. About the time I started working at the County.

Q. You through with --

A. Yeah. Sorry.

Q. When did you first become aware that the Thompsons had purchase an interest -- or thought they purchased an interest in the Caw Caw Swamp property?

A. When I saw the deed. Well, I don't want to say when I saw the deed. When I was told about the deed when somebody saw it in the paper.

Q. Okay. Did you talk with Mr. Thompson about it after you saw it in the paper?

A. Not that I recall, no.

Q. Have you had the opportunity to look at any of the records in Orangeburg County Courthouse concerning the Caw Caw Swamp property?

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A. Sure, I did when they -- I'm sure I pulled them -- looked at them when they got recorded or something. But I didn't know.

Q. What did you look at?

A. I would have just looked at whatever got recorded.

Q. When you say you were looking at what got recorded --

A. Excuse me. The deed.

Q. The deed to who?

A. The deed to -- any deeds that get recorded. And if somebody brought one to my attention, I'm sure I looked at it to see what property was described. Because like I said, the newspaper only has a very brief description of what the property is.

Q. So what deeds were you looking at? I'm still uncertain. The Caw Caw Swamp property?

A. Right.

Q. The one that went to the Thompsons?

A. Right.

Q. Did you look at anything other

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than that deed?

A. I don't remember looking at anything other than that deed. It seems there was -- I'm thinking there was another deed recorded about that same time, but I don't remember.

Q. Do you know if a title search has been done on the Caw Caw Swamp property?

A. No, I don't know.

Q. Have you had an opportunity to look at either of the Elizabeth Pence estates that are filled in Orangeburg County?

A. No.

Q. You've not gone to the Probate Court and looked at the files?

A. No.

Q. So the only thing that you have looked at in the Orangeburg County Courthouse relating to the title to the Caw Caw Swamp property is the deed into Mr. and Ms. Thompson?

A. Say that again now.

Q. The only thing you've looked at concerning the Caw Caw Swamp property in the Orangeburg County Courthouse has been the deed

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into Mr. and Ms. Thompson. Is that a true statement?

A. I looked at any of the deeds that were recorded there. I'm thinking there was -- I mean, I don't know how the -- I don't know how the progress went as far as who it went from and to in that deed to the Thompson. So I would have -- I looked at if there were other deeds recorded at the same time regarding that property, I looked at those as well. I did not look at any probate records. I did not know there was probate records in Orangeburg County regarding my aunt. I thought they were done in the county in which she passed away or where she resided. I'm not sure. I think it's where you reside when you pass away. So that was not Orangeburg County.

Q. The deeds that you looked at in Orangeburg County, why were you looking at them?

A. Because somebody brought them to my attention that they were recorded in Orangeburg County.

Q. Curiosity?

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A. Yeah.
Q. Did you make copies of them?
A. I don't think so.
Q. You just looked at them? Did you share the information that you got out of the deeds with anyone?
A. Yeah, I'm sure I discussed it with my family. You know, I don't know when that was done exactly. You don't have to make copies of deeds anymore, they're online. You just pull them up. That's the same way I look at them is pull them up online.
Q. Are you aware of anything in the Orangeburg County Courthouse that would have put the Thompson's on notice that you and your siblings had some claim to the interest in the Caw Caw Swamp property?
A. No.
Q. You've not looked for it?
A. I've not looked.
Q. Do you know if anybody has looked for it?
A. No. I don't know.
Q. No further questions.
///

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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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conversation between my father and my aunt.

Q. Okay. So prior to her death, all of this Orangeburg property should have been transferred to the trust. Is that what you all are saying?

A. Well, yeah. I mean, I don't know what mechanism she was going to use to transfer it to us. I know it was -- the Grambling property was transferred to the trust, but I don't know if she got into the specifics with my dad that she was going to put it in a trust.

Q. Right.

A. And therefore that's how it was going to -- that was the vehicle for getting it to us. I don't know.

Q. But prior to her death he should have gotten it so that you all would have received it after her death?

A. Right.

Q. It also alleges that he's mismanaged assets. What has he done to mismanage assets?

A. I don't know remember the particulars on that.

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Q. You all haven't had to pay any kind of moneys out of pocket for anything regarding this case, have you? And when I say this case out of -- related to the trust in receiving the Grambling property?

A. That we haven't had to pay to --

Q. In other words, to receive that property, Mr. Brogdan didn't say, hey, you all got to cut me a check, you all owe some money for a portion for taxes or something like that?

A. No, he didn't say that.

Q. And you haven't had to pay anything to him as the trustee, you have?

A. No. Not to my knowledge.

Q. And your dad told you that this other property should have -- the Caw Caw Swamp property and the Cannon Bridge Road property should have been left to you all. Is that who told you?

A. Yes.

Q. And he told you that right about the time she died?

A. It was before she passed away. She was in a home -- a nursing home at the

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time. And I believe that's when conversations took place.

Q. And he's the one who notified you about the Grambling Road property getting into the trust when he saw it in the paper?

A. It was either him or my sister, because those -- I'm is pretty sure it was a family member. And it was -- they're the only ones who get the T&D.

Q. Which one of those told you that the other property didn't get into the trust and you all were not going to receive it?

A. That was -- I mean, I didn't -- I don't know. I mean, that's like proving a negative, isn't it?

Q. I mean, which one -- you knew all of a sudden, okay, he's got -- you got this property in this and you're going to get it just like your dad told you. The Grambling Road property, you knew about that, right?

A. Well, I never saw the trust documents for the Grambling Road property. I mean, the assumption was that that was her mechanism for doing it. But I don't remember ever seeing the trust document saying, hey,

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we get the trust after she's passed. I knew she was doing estate planning. And by that being recorded, that was evidence she was doing some type of estate planning.

Q. Who finally said, by God, Mr. Brogdan didn't put the stuff in the trust like he was supposed to, who told you that?

MR. ALEXANDER: To the extent that was an attorney, don't --

THE WITNESS: Yeah. I mean, I don't know where I learned that. I mean, that's -- I think that's -- all the what is at issue right now. And I mean, I discussed that with my attorney.

BY MR. PAYNE:

Q. Your dad didn't tell you that?

A. That she was supposed to put it in trust? Like I said, I don't know what mechanism she was going to use, where there was multiple trusts or there was trusts that I didn't know about.

Q. Your dad didn't tell you that you were not going to inherit any other property beside Grambling Road?

A. No, not to my knowledge. I mean,

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how would he know -- he's not a lawyer, I mean --

Q. After your aunt had died -- all right. After she dies, at some point somebody -- before that, you thought you all were getting all this Orangeburg property?

A. Right.

Q. After she dies all of the sudden somebody says, not uh, all you're getting is Grambling. That's it. You're not getting anymore. Your dad told you, Bill told you, your sister told you, who told you?

A. I think it became evident when we started seeing deeds being recorded out of the estate is when I think we figured that out. There was nobody that came along, I don't think, and said, hey, you're not going to go it. Until we saw deeds coming out of the estate saying absolutely you're not going to get it.

Q. Your brother never told you that?

A. I don't think so. I'm not sure.

Q. And when were those deeds coming out?

A. When were those deeds --

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Q. You said that we didn't know until we saw these deeds coming out of the estate.

A. I don't know. I mean, that's recorded in the courthouse. I don't know the dates.

Q. You knew right about the time those deeds were recorded?

A. Right.

Q. Now, you said your brother had to go to Florence to discuss acting as a back-up trustee?

A. Uh-huh.

Q. Is when your brother told you that?

A. Yeah.

Q. And he told you about the time that he was going over there to discuss that issue with some lawyers?

A. Right.

Q. And at that time did he tell you about what was going on in terms of the settlement agreement?

A. No. I wouldn't -- my recollection is he didn't know that he knew the terms of the settlement agreement at that time. My

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recollection is that he went over there -- he was removed as the back-up trustee before the settlement agreement was done. But I don't know.

Q. Before it was done?

A. Before the settlement agreement was done.

Q. Did he tell you about how Elizabeth Pence's estate was going to get 60 percent and the trust was going to get 40 percent? Did he tell you about that?

A. I don't recall. I mean, it was just -- he was giving me a brief overview of what was happening. That she didn't like the arrangement and what the arrangements actually turned out to be, I don't know if he knew and I don't know if he shared that with me what the arrangements were going to be after the settlement.

Q. She is your cousin, Elizabeth, was not happy?

A. Yeah, my cousin was not happy. It gets confusing, I know.

Q. Now, you testified that you talked 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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supposition that -- is that the right word, supposition? It was my understanding that that was her mechanism for giving it to us. Now, when she passed away then the question came up. And I don't know if my dad had spoken to Mr. Brogdan some time before that, and he told us that's what was going to happen, you know, that he was going to distribute the trust.

But the reason I was calling him, and I think that's the only time I've ever spoken to him, is that to see what the time table was on it and see what it was hold-up was.

Q. How often do you talk to your brother?

A. William?

Q. William?

A. On average probably a couple of times a month.

Q. And that would have been true back in '99 through 2004?

A. Yeah.

Q. And you eat lunch every day with your dad?

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A. When they're in town, yeah.

Q. Okay. That's all I have.

MR. HENRIKSON: I don't have anything else. Thank you.

MR. DAVIS: No further questions.

MR. MOORE: No questions.

(The deposition was concluded at 2:44 PM.)

(The witness after having been advised of his right to read and sign this transcript waives that right.)

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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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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.

/s/Andrea Michelle Slayton

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)

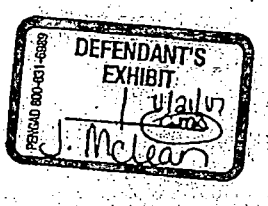
COMPROMISE AND SETTLEMENT AGREEMENT

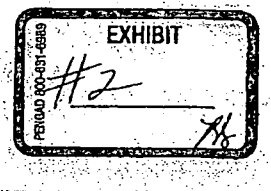
WHEREAS, by Summons and Petition filed in the Marlboro County, South Carolina Probate Court on October 19, 2000, Elizabeth P. Pence, also known and therein designated as Elizabeth McL. Pence ("Pence"), individually and as Personal Representative of the Estate of Elizabeth McLean Pence ("Decedent"), filed 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





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 Trustees 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 Trustees 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 reseeding 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 I 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 theMarlboro 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, rising 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:

ELIZABETH P. PENCE, Individually and as Personal Representative of the Estate of Elizabeth McLean Pence, deceased.

JAMES E. BROGDON, Individually and as Trustee under Trust Agreement of Elizabeth McLean Pence dated May 28, 1999

CLEMSON UNIVERSITY

By: _____

Its _____

COKER COLLEGE

By: _____

Its _____

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 CERTIFIED TRUE COPY
William B. Gainey
CLERK OF COURT
MARLBORO COUNTY

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.

FILED IN MARLBORO COUNTY, S.C. 2001 JUL 11 P 3:35

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.

DEFENDANT'S EXHIBIT 2 11/21/07 J. McLean

EXHIBIT #1

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.

James E. Lockemy, Presiding
Judge, Fourth Judicial Circuit

February 26, 2002.

Bennettsville, SC

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

C. 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.

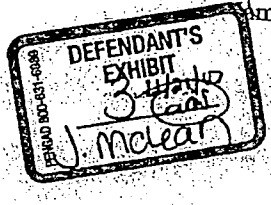
Additionally, I have been asked by Jim McLean, who is the son of Norman McLean, to review a number of documents that he provided me which includes the Elizabeth Pence Trust agreement prepared by attorney J. Munford Scott, Jr. dated May of 1999 and the Order Approving Compromise and Settlement with the 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", its 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.

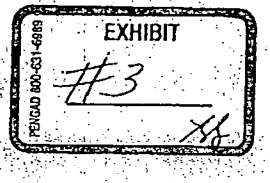
With kind regards, I am

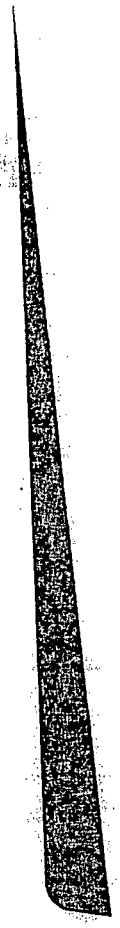
Sincerely,

James B. Jackson, Jr.

JBJjr/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.

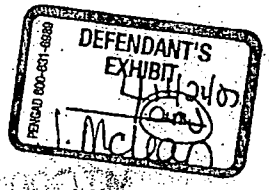
With kind regards, I am

Sincerely,

James B. Jackson, Jr.

JBJjr/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
PROBATE JUDGE FOR MARLBORO COUI
PO Box 455
Bennettsville, SC 29512

EXHIBIT "C"

MTG0011

CERTIFIED TRUE COPY
COURT OF COMMON PLEAS
CLERK OF COURT

TRUST AGREEMENT

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 27 day of May, 1999, between ELIZABETH M. PENCE, hereinafter referred to as the Settlor and JAMES E. BROGDON, 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
Bennettsville, SC 29512

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.

(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, if 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

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PROBATE JUDGE FOR MARLBORO COUNTY
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Bennettsville, SC 29512

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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 held, 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 held, 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 no less frequently than quarter-annually.

(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.

CERTIFIED A TRUE COPY

(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

MARK HEATH
PROBATE JUDGE FOR MARLBORO COUNTY
PO Box 455
Bennettsville, SC 29512

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%) per cent of the total value of the principal of the PENCE Family Trust on the last day of the fiscal year without reduction for the principal payment for the fiscal year. This right of withdrawal is noncumulative so that if she 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
PO Box 455
Bennettsville, 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 if ELIZABETH P. PENCE is 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 (½) 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 (½) 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 of 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 N. McLEAN as Co-Successor Trustees.

CERTIFIED A TRUE COPY

P. Mark Heath

P. MARK HEATH
PROBATE JUDGE FOR MARLBORO COUNTY
PO Box 455
Bennettsville, 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 of 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.

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(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 and/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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(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;

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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 this 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 by 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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(28) To divide property in any trust being held hereunder with an inclusion ratio, as defined in section 2642(a)(1) of the Internal Revenue Code of 1986, as from time to time amended or under similar future legislation, of neither one nor zero into two separate trusts representing two fractional shares of the property being divided, one to have an inclusion ratio of one and the other to have an inclusion ratio of zero, to create trusts to receive property with an inclusion ratio of either one or zero and if this cannot be done to refuse to accept property which does not have a matching inclusion ratio to the receiving trust's ratio, all as the Trustee in its sole discretion deems best.

(29) If the Trustee shall act as the Personal Representative of the Settlor's estate, to elect to allocate any portion or all the Settlor's generation-skipping transfer exemption provided for in Code section 2631 or under similar future legislation, in effect at the time of the Settlor's death, to any portion or all of any other trusts or bequests in the Settlor's Will or any other transfer which the Settlor is the transferor for purposes of the generation-skipping tax. Generally, the Settlor anticipates that the Settlor's Personal Representative will elect to allocate this exemption first to direct skips as defined in Code section 2612, then to the PENCE Family Trust, unless it would be inadvisable based on all the circumstances at the time of making the allocation; and to make the special election under section 2652(a)(3) of the Code to the extent the Settlor's Personal Representative deems in the best interest of the Settlor's estate.

ARTICLE X

Trustee's Discretion to Allow Beneficiary or Beneficiaries to Occupy Residential Real Estate. The Trustee may in his discretion permit any beneficiary or beneficiaries to occupy rent-free any residence constituting a part of the trust assets for such beneficiary or beneficiaries and to pay the real estate taxes thereon, expenses of maintaining the residence in suitable repair and condition and hazard insurance premiums on the residence.

ARTICLE XI

Provision for Trustee to Act as Trustee for Beneficiary Under Age Twenty-One. If any share hereunder becomes distributable to a beneficiary who has not attained the age of Twenty-one (21), such share shall immediately vest in the beneficiary, but notwithstanding the provisions herein, the Trustee shall retain possession of the share in trust for the beneficiary until the beneficiary attains the age of Twenty-one (21), using so much of the net income and principal of the share as the Trustee deems necessary to provide for the medical care, education, support and maintenance in reasonable comfort of the beneficiary, taking into consideration to the extent the Trustee deems advisable any other income or resources of the beneficiary or his or her parents known to the Trustee. Any income not so paid or applied shall be accumulated and added to principal. The beneficiary's share shall be paid over and distributed to the beneficiary upon attaining age Twenty-one (21), or if he or she shall sooner die, to his or her personal representatives. The Trustee shall have with respect to each share so retained all the powers and discretions it had with respect to the trusts created herein generally.

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ARTICLE XII

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 or Transfers to Minors Act.

ARTICLE XIII

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 of and 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

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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 which 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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ARTICLE XVII

Simultaneous Death Provision Presuming Beneficiary Predeceases Settlor. If any 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 of 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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Testimonium Clause. IN WITNESS WHEREOF, the Settlor and the Trustee have executed this Trust Agreement.

#1f

WITNESSES:

ELIZABETH M. PENCE, SETTLOR

JAMES E. BROGDON, SR.,
INDIVIDUAL TRUSTEE

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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 Lizardi
Witness

Sworn to before me this

28th day of May, 1999.

Linda A. Pate
Notary Public for South Carolina

My Commission expires: 1-22-08

Trust Disk "O-P"
Pence-E:Trust

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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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COPY

DURABLE POWER OF ATTORNEY OF ELIZABETH M. PENCE

I, ELIZABETH M. PENCE, hereby appoint 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
08-21-2020 09:10:00 AM
William B. Funderburk
Clerk of Court
Marlboro County, SC

By this instrument I intend to create a Durable Power of Attorney under Section 62-5-501 et seq. of the 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 any and all of my property and interests in property, real, personal, intangible and mixed, as follows:

(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 any 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 trust 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 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 a gift or as security for a loan; to collect, sue 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 laborers; 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 encumber 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 therefrom; 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 of 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

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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 trust can be restricted in any manner that my Agent feels is in my best interest; to deliver 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 creation of this instrument or created by me at any time thereafter; and for the purpose of funding any trust, 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;

(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 powers 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 Worker's Compensation; to designate and change beneficiaries of insurance policies insuring my life and beneficiaries under any annuity

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contract in which I have an interest; to decrease coverage under or cancel any of the policies described herein; 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 of 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

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not title) for such storage and safekeeping of any such tangible personal property of mine to the person, if any, 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 arrange for membership in such groups, and enhance my opportunities to derive comfort and spiritual satisfaction from such activities, including religious books, tapes 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 treatments 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,

© 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

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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,

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including unconventional pain relief therapies which my Agent believes may be helpful, even though such drugs or procedures may lead to permanent physical damage, addiction or hasten the moment of (but not intentionally cause) my death.

I desire that my wishes be carried out through the authority given to my Agent by this instrument despite any contrary feelings, beliefs or opinions of members of my family, relatives, friends, conservator or guardian.

In exercising the authority granted to my Agent herein, 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 futile 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

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In connection with the exercise of the powers herein described, my Agent is fully authorized and empowered to perform any acts and things and to execute and deliver any documents, instruments, and papers necessary, 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;

(b) 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 liquidate 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.

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

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lawfully done by my Agent hereunder 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;

(3) 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 representations 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,

© 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 any 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 of 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;

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(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 herewith 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

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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 hereinafter referred to 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;

(13) If this instrument has been executed in multiple counterpart 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.

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IN WITNESS WHEREOF, I have executed this Durable Power of Attorney this 20th day of July, 1998.

WITNESS:

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:

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

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STATE OF SOUTH CAROLINA)
) PROBATE
COUNTY OF MARLBORO)

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.

Jennifer L. Lisandrelli

SWORN TO before me this 5th day of July, 1998.

Notary Public for South Carolina
My Commission Expires: May 29, 2007

POA Disk "P"
a:Pmcs-s-Non.POA

MTG0043

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 Testament, 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.

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 McElroy

Ralph L. Kelly

William C. Hayes

STATE OF SOUTH CAROLINA
COUNTY OF MARLBORO

PROBATE COURT

IN THE MATTER OF ESTATE OF ELIZABETH McLEAN PENCE

CASE NUMBER 2000ES3400078

FILED
P. MARK HEATH
JUDGE OF PROBATE
2002 DEC 16 PM 4:16
MARLBORO COUNTY
SOUTH CAROLINA

INVENTORY AND APPRAISEMENT

[ ] ORIGINAL
[X] SUPPLEMENTAL #1

Personal Representative(s): James B. Drennan
Decedent's Social Security No.: [redacted]
Decedent's Date of Death: 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.

Theresa B Lawrence
Notary Public for South Carolina
My Commission Expires: 6-30-03

Attorney: James B. Drennan III
Address: P.O. Box 891
Spartanburg, SC 29304
Telephone: (864)582-0708

Signature: James B Drennan
Name: James B. Drennan
Address: P.O. Box 891
Spartanburg, SC 29304
Telephone (O): 864/582-0708
(H): 864/585-8559

Signature:
Name:
Address:
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

	Out-of-state	In-state
Schedule A - Real Estate	$	$ 897,033.00
Schedule B - Stocks and Bonds		18,996.00
Schedule C - Mortgages, Notes and Cash		22,641.00
Schedule D - Insurance on Decedent's Life		
Part 1 - Payable to Estate		0.00
Part 2 - Payable to Beneficiary		18,023.00
Schedule E - Jointly Owned Property		0.00
Schedule F - Other Miscellaneous		4,007,068.00
Schedule G - Transfers during Decedent's Life		0.00
Schedule H - Powers of Appointment		0.00
Schedule I - Annuities		0.00
TOTAL GROSS VALUE	$	4,963,761.00
ENCUMBRANCES	(	0.00)
TOTAL NET VALUE	$	4,963,761.00

CERTIFIED A TRUE COPY

P. Mark Heath

P. MARK HEATH
PROBATE JUDGE FOR MARLBORO COUNTY
PO Box 455
Bennettsville, SC 29512

2003 JAN 31 PM 1:03

Form #350PC (1/91)
62-3-704, 62-3-706, 62-3-707, 62-3-708, 62-3-1203

STATE OF SOUTH CAROLINA)
COUNTY OF MARLBORO)

FILED
P. MARK HEATH
JUDGE OF PROBATE
2002 DEC 16 PM 4:16
MARLBORO COUNTY
SOUTH CAROLINA

PROBATE COURT

IN THE MATTER OF ESTATE OF ELIZABETH McLEAN PENCE

CASE NUMBER 2000ES3400078

INVENTORY AND APPRAISEMENT

[ ] ORIGINAL
[X] SUPPLEMENTAL #1

Personal Representative(s): James B. Drennan
Decedent's Social Security No.: [redacted]
Decedent's Date of Death: 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.

Theresa B Lassiter
Notary Public for South Carolina
My Commission Expires: 6-30-03

Signature: James B Drennan
Name: James B. Drennan
Address: P.O. Box 891
Spartanburg, SC 29304
Telephone (O): 864/582-0708
(H): 864/585-8559

Attorney: James B. Drennan III
Address: P.O. Box 891
Spartanburg, SC 29304
Telephone: (864)582-0708

Signature:
Name:
Address:
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

	Out-of-state	In-state
Schedule A - Real Estate	$	$ 897,033.00
Schedule B - Stocks and Bonds		18,996.00
Schedule C - Mortgages, Notes and Cash		22,641.00
Schedule D - Insurance on Decedent's Life		
Part 1 - Payable to Estate		0.00
Part 2 - Payable to Beneficiary		18,023.00
Schedule E - Jointly Owned Property		0.00
Schedule F - Other Miscellaneous		4,007,068.00
Schedule G - Transfers during Decedent's Life		0.00
Schedule H - Powers of Appointment		0.00
Schedule I - Annuities		0.00
TOTAL GROSS VALUE	$	4,963,761.00
ENCUMBRANCES	(	0.00)
TOTAL NET VALUE	$	4,963,761.00

2003 JAN 31 PM 12:09

CERTIFIED A TRUE COPY

P. Mark Heath

Form #350PC (1/91)
62-3-704, 62-3-706, 62-3-707, 62-3-708, 62-3-1203

P. MARK HEATH
PROBATE JUDGE FOR MARLBORO COUNTY
PO Box 455
Bennettsville, SC 29512

SBC:21901

NOTE: WHEN COMPLETING THE FOL ING SCHEDULES, PLEASE REMEMBER IST 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., Bennettsvile, SC (tax map 28-00-02-22) including timber	[redacted]		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 ½ 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

CERTIFIED A TRUE COPY
P. Mark Heath
P. MARK HEATH
PROBATE JUDGE FOR MARLBORO COUNTY
PO Box 455
Bennettsville, SC 29512

TOTAL SCHEDULE C (also enter under recapitulation, page 1) $22,641.00

(If more space is required, insert tax schedules on additional sheets of same size.)
Form #350PC (1/91)

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)	Percentage Includible	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

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)

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 (also enter under recapitulation, page 1) $ 4,007,068.00

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 (also enter under recapitulation, page 1) $0.00

CERTIFIED A TRUE COPY

C. Mark Heath

C. 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)

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	164,743.00
Total	2,736,468.00

CERTIFIED A TRUE COPY

P. Mark Heath

P. MARK HEATH
PROBATE JUDGE FOR MARLBORO COUNTY
PO Box 455
Bennettsville, SC 29512

Exhibit "A"
Marlboro County, S.C.

Parcel 1. 50 acres off Highway S35-122 (Bradley Road), Marlboro County, SC. Tax map 22-01-02-14.	27,000.00
Parcel 2. 61.28 acres on both sides of Academy Rd. Marlboro County, SC, near Bennettsville. Tax map 22-01-02-15.	36,000.00
Parcel 3. 186.32 acres on both sides of Academy Rd., Marlboro County, SC, near Bennettsville. Tax map 22-01-02-27.	127,00.00
Parcel 4. 47.7 acres on dirt road, Marlboro County, SC. Tax map 22-01-02-26.	20,000.00
Parcel 5. 135.7 acres on both sides of Academy Road, Marlboro County, SC, near Bennettsville. Tax map 22-01-02-28.	121,000.00
Parcel 6. 178.53 acres on Pence Rd., Marlboro County, SC. Tax map 22-01-02-29.	110,000.00
Parcel 7. 28.3 acres on Beverly Creek Rd., Marlboro County, SC. Tax map 22-01-02-30.	19,000.00
Parcel 8 65.82 acres, both sides of Academy Rd., Marlboro County, SC. Tax map 28-00-02-19.	69,000.00
Parcel 9. 64 acres off Academy Rd, on field road. Tax map 28-00-02-23.	36,000.00
Parcel 10. 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
Parcel 11. 20.75 acres fronting on Hwy. S35-22 (Bennettsville Firetower Rd.) Tax map 28-00-02-39.	31,000.00
Parcel 12. 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

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
Bennettsville, SC 29512

(If more space is required, insert tax schedules or additional sheets of same size.)

Form #350PC (1/91)

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

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)

1050
0304

D-BK:01050 PG:0304

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 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

0950845

ENTERED IN THE OFFICE OF ASSESSOR
MAP 2744 SHEET 03 BLOCK 03 PARCEL 010
THIS 22 DAY OF July 2004
ORANGEBURG COUNTY ASSESSOR

Orangeburg County 07-23-2004
SOUTH CAROLINA
County Revenue Stamp $90.75
State Revenue Stamp $214.60

FILED Jul 23, 2004 11:47:02 am
BOOK 01050
PAGE 0304 thru 0307
INSTRUMENT # 2004003396

FILED
ORANGEBURG
COUNTY
GAIL LANEY
REGISTER
OF DEEDS

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, etc., 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 June, 2004.
Signed, sealed and delivered
in the presence of:

WACHOVIA BANK, NATIONAL ASSOCIATION AS PERSONAL REPRESENTATIVE OF THE ESTATE OF ELIZABETH P. PENCE, DECEASED

By _____ (Seal)
Its Vice President

STATE OF SOUTH CAROLINA)
) **PROBATE**
COUNTY OF Orangeburg)

PERSONALLY appeared the undersigned witness and made oath that (s)he saw the within named Grantor, by its duly authorized officer Sonia 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.

1050
0306

SWORN TO before me this
2nd day of June, 2004.

(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

1050
0319

Return to:
JAMES F. WALSH, Jr.
ATTORNEY AT LAW
1495 AMELIA NE
ORANGEBURG, SC 29115

ENTERED IN THE OFFICE OF ASSESSOR
MAP 0149 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 12:02:48 pm
BOOK 01050
PAGE 0319 thru 0321
INSTRUMENT # 2004003401
Deputy

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, etc., 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:

Laurie L Butler Jr.

WACHOVIA BANK, NATIONAL ASSOCIATION AS PERSONAL REPRESENTATIVE OF THE ESTATE OF ELIZABETH P. PENCE, DECEASED

By Joe Mac Bates (Seal)
Its Vice President

STATE OF SOUTH CAROLINA)
) PROBATE
COUNTY OF)

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.

Laurie L Butler Jr.

SWORN TO before me this
23 day of July, 2004.

(Seal)
Notary Public for South Carolina
Com Exp. 2/4/11

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02U9

P.O. Box 6105
Florence, SC 29502

TITLE NOT SEARCHED NOR CERTIFIED BY SCOTT & ASSOCIATES, P.A.

99-3589

STATE OF SOUTH CAROLINA)
COUNTY OF ORANGEBURG) TITLE TO REAL ESTATE

WHEREAS, ELIZABETH M. PENCE did appoint JAMES E. BROGDEN, SR. as 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), 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 I, 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(s') address: James E. Brogden, Sr.
Post Office Box 626
Bennettsville, SC 29512

99 JUN 3 PM 12:

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 28th day of May, 1999.

SIGNED, sealed and delivered
in the presence of:

Jennifer Swindell
Lisa A. Pate

BK 761 PG 0209

MTG0113

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STATE OF SOUTH CAROLINA)
) PROBATE
COUNTY OF FLORENCE)

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.

Lisa A Pate

SWORN to before me this 28th day of May, 1999.

Jennifer L Swindell
Notary Public For South Carolina
My Commission Expires: 08-05-2008

BK 761 PG 0210

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"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, lands 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. Gramling 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 trai 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, Orange Township, Orangeburg County, South Carolina, containing one hundred fifteen (115) acres, more or less, and bounded on the Northwest by the Atlantic Coast Line Railroad; 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. Gramling and Jack Gramling, thence along the East and Southeast by lands of the said Roy M. and Jack Gramling; and on the Southwest by a County Road separating this tract from lands now or formerly of Mrs. Ella Till and lands of Saphronia 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

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acreage is now a portion of Interstate Highway No. I-26.

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 411in 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)
) AFFIDAVIT
COUNTY OF FLORENCE)

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 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 28, 1999.

3. The deed is exempt from the deed recording fee because the deed is transferring realty in which the value of the realty, as defined in Code Section 2-24-30, (consideration 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 wilfully 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.

Jennifer L. Vandiver
Notary Public for South Carolina

My Commission Expires: 08-05-2008

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STATE OF SOUTH CAROLINA

COUNTY OF ORANGEBURG

ELIZABETH M. PENCE

TO

JAMES E. BROGDEN, 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 761 of Deeds, page 209

Register of Deeds
Orangeburg County, S. C.

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.

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S.C.

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RECEIVED
JUL 31 2009
SC Court of Appeals

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, 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

David Alexander (SC Bar No. 68632)
CULBERTSON + ALEXANDER, LLC
Post Office Box 1904 (29602)
110 Williams Street
Greenville, South Carolina 29601
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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ATTORNEY FOR THE APPELLANTS