

**THIRD AMENDMENT TO REVOCABLE TRUST AGREEMENT
OF MARY FORD KENNERLY**

I, Mary Ford Kennerly, do hereby amend the Revocable Trust Agreement heretofore entered into on the 12th day of February 1980, by and between me, as Grantor, and Robert A. Dennis, as Trustee, which was amended by me and accepted by my Trustee on June 18, 1981, and further amended by me and accepted by my Trustee on November 19, 1983, as follows:

By deleting in its entirety subparagraph (b) of Paragraph 2, "Dispositive Provisions" of the Revocable Trust Agreement, as amended by me on June 18, 1981, and further amended by me on November 19, 1983, and by substituting in lieu thereof the following subparagraph (b):

"(b) After the death of the Grantor the Trustee shall distribute Grantor's real property (and furnishings therein) located in Montreat, North Carolina, to Mary Jean Kennerly Dennis and her husband, Robert A. Dennis, as tenants by the entireties, or to the survivor of them, or to their children, if both shall have predeceased Grantor. Such distribution shall be made subject to any then existing mortgages or other liens and indebtednesses encumbering said property. In addition thereto, the distributees shall assume or have charged to them that portion of any federal estate taxes or state inheritance taxes imposed on my estate and attributable to said property. All the rest and residue of the corpus of the trust and any accumulated income therein shall be divided into three equal shares, one for the benefit of each of Grantor's daughters, Mary Jean Kennerly Dennis, Margaret Dwight Kennerly, and Julia Kennerly Medonca. Upon completion of division of the remainder of the trust estate into three equal shares, and after provision for payment of any debts or estate taxes which might be due with respect to property passing under this trust, the trustee shall distribute to Mary Jean Kennerly Dennis, Margaret Dwight Kennerly, and Julia Kennerly Mendonca, their respective shares of the trust estate and the trust shall terminate. If either Mary Jean Kennerly Dennis or Julia Kennerly Mendonca dies prior to the time for distribution of her share of the trust, then the share of such deceased child shall be distributed as she may have by will directed, or in the absence of such direction to the beneficiaries under her will, or if there is no will then to her heirs at law ascertained as of the date for distribution from this trust. Any part of a share of a deceased daughter passing to a minor child may be distributed by the Trustee to the parent or legal guardian of such minor child to be held by such parent or legal guardian for the benefit of such minor child or children, during minority, as if it were a gift to such minor child under the Uniform Gifts to Minors Act. If Margaret Dwight Kennerly shall have predeceased me without leaving surviving descendants, then her share shall pass in equal parts to Grantor's surviving children or to their descendants, per stirpes."

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I acknowledge and intend that the effect of this amendment is to delete the provision of subparagraph (b) of paragraph 2, "Dispositive Provisions" as set out in the original Revocable Trust Agreement, dated February 12, 1980, the Amendment dated June 18, 1981, and the Second Amendment dated November 19, 1983, and to substitute therefor the above subparagraph (b).

In all other respects, I ratify and confirm all of the provisions of the original Revocable Trust Agreement executed by me on February 12, 1980, as amended by the Second Amendment thereto dated November 19, 1983, and as amended hereby.

IN WITNESS WHEREOF, I have executed this Amendment on this the 14th day of June, 1985.

Mary Ford Kennerly
MARY FORD KENNERLY, Grantor

WITNESS:

Robert A. Dennis
Henry Hall

Receipt and approval of the foregoing Third Amendment to the Revocable Trust Agreement of Mary Ford Kennerly is acknowledged this 14th day of June, 1985.

Robert A. Dennis
ROBERT A. DENNIS, Trustee

WITNESS:

Robert A. Dennis
Henry Hall

STATE OF Alabama
COUNTY OF Shelby

I, the undersigned authority, a notary public in and for said county, in said state, hereby certify that Mary Ford Kennerly, with whom I am acquainted, personally appeared before me and acknowledged that she voluntarily executed the foregoing instrument for the purposes expressed therein.

Given under my hand official seal this 14th day of June, 1985.

Giving D. Hall
NOTARY PUBLIC

My Commission Expires: My Commission Expires November 1, 1988

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