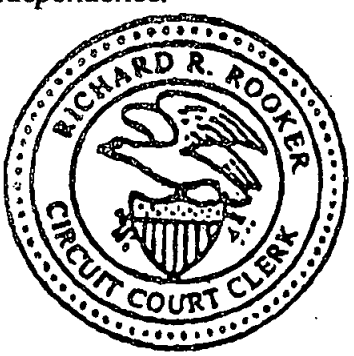
STATE OF TENNESSEE

I, RICHARD R. ROOKER, Clerk of the Circuit Court for Davidson County, in the State aforesaid, do hereby certify that the foregoing is a true and correct copy of the LAST WILL AND TESTAMENT heretofore filed in the SEVENTH Circuit Court for Davidson County, Tennessee, on the 28 day of MARCH, 2019, in Docket Number 19P513, IN RE: DOWNING, ALICE LENTZ, as same remains of record in the Minutes of said Court.

IN TESTIMONY WHEREOF, I hereunto subscribe my name and affix the seal of said Court, at office, in Nashville, the 22 day of MAY in the year 2019 and in the 242 year of American Independence.



RICHARD R. ROOKER, Clerk,

By: _____
Deputy Clerk

[SEAL]

Karen Johnson Davidson County
Batch# 233242 WILL
05/22/2019 01:53:41 PM 6 pgs
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FILED
MAR 28 2019
By

LAST WILL AND TESTAMENT

OF

ALICE LENTZ DOWNING

I, ALICE LENTZ DOWNING, of Davidson County, Tennessee, do make, declare and publish this, my Last Will and Testament, hereby revoking all former wills and codicils.

ITEM I

For convenience, the fiduciaries (including any alternates) hereinafter appointed are sometimes referred to as the Executor and the Trustee, regardless of the gender or the number of the parties serving in each capacity.

ITEM II
DEBTS, ADMINISTRATION EXPENSES AND TAXES

All of my lawful debts, my funeral expenses and the expenses of administration of my estate shall be paid by the Executor as soon as practicable after my death. The Executor shall pay all estate, inheritance and other death taxes which shall become payable by reason of my death, whether in respect of property passing under this will or otherwise, as an expense of administration, without apportionment. The Executor may utilize any proceeds of life insurance payable to the Executor or to my estate for the payment of debts, taxes and expenses.

ITEM III
DISPOSITION OF PERSONAL EFFECTS

I bequeath to my **grandson, Robert E. Downing**, such items among my strictly personal and household effects, as he may desire. Any items not selected as indicated above shall become part of my residuary estate.

ITEM IV
REAL PROPERTY

If at the time of my death, I own an interest in any real property, I bequeath such ownership interest to my **grandson, Robert E. Downing.**

ITEM V
RESIDUARY ESTATE

All of the rest and residue of my property I devise and bequeath absolutely and in fee simple to my **grandson, Robert E. Downing.** Should my **grandson, Robert E. Downing**, predecease me, it is my desire that his wife, Amy **Downing** receive Fifty Thousand ($50,000.00) Dollars from my estate. All of the rest, and residue, including all real property referred to herein, I hereby direct, empower and authorize my Executor to sell without the joinder of any beneficiary. The balance of my estate is then to be divided with seventy five percent (75%) held in trust for the benefit of the issue of Robert E. Downing and the remaining twenty five percent (25%) to be divided equally among my beloved daughter-in-law, Donna Downing-Corddry and the then living nieces who are blood relatives of my husband and/or myself.

Alice Lentz Downing
ALICE LENTZ DOWNING

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ITEM VI
TRUST PROVISION

A. Provisions of Contingent Trust. The Trustee shall divide the assets of the trust into as many equal shares as there are issue of Robert E. Downing. The share for the issue of a deceased child shall be distributed to them, per stirpes, subject to Section B of this Item. Each share for a living child shall be held and disposed of under the following provisions:

1. Until the child shall attain the age of twenty-five (25) years, the Trustee shall pay to or for the benefit of the child so much of the net income of the child's share as the Trustee and the Guardian deem necessary or desirable education of the child, and may incorporate any income not so disbursed into the principal of the share; after the child has attained the age of twenty-five (25), the Trustee shall pay one-half of the balance of the share directly to the child, with the net income of the child's share being retained as part of the child's share. When the child attains the age of thirty (30) years, the trust shall terminate as to the child and the Trustee shall distribute the balance of the share to the child absolutely.

2. The Trustee may encroach upon the principal of the share, at any time from time to time, for the purpose of paying to or for the benefit of the child, any amounts the Trustee, together with the Guardian of any minor child, deem necessary or desirable for the education of the child. For the guidance of the Trustee, I wish my children to have a college education and such professional and/or technical education as they may desire.

3. If the child shall die prior to the complete distribution of their share leaving issue then surviving, then such issue shall receive the deceased parent's share, per stirpes. If the child shall die prior to the complete distribution of the share without issue then surviving, then the share shall be distributed equally among my other children, with the then surviving issue of any deceased child to receive the deceased parent's share, all to be added to the principal of the respective beneficiary's existing trust or, if no such trust is then in existence, to be distributed absolutely to the respective beneficiary.

B. If any beneficiary to whom the Trustee is directed in the preceding Section A to distribute any share of the trust principal is under the age of twenty-one (21) years when the distribution is to be made, his or her portion shall vest in interest in him or her but shall be retained in trust by the Trustee until he or she attains such age, with the Trustee in the meantime paying to or for the benefit of him or her such amounts of income and principal as the Trustee, in its sole discretion, deems necessary or desirable for his or her education.

ITEM VII
GENERAL TRUST PROVISIONS

A. Anything in this Will to the contrary notwithstanding, the contingent trust hereunder shall not continue beyond twenty-one (21) years after the death of the last to die of those beneficiaries who were living at the time of my death; and upon the expiration of such period, the trust shall terminate and the assets thereof shall be distributed absolutely to those parties (and in the same proportions) as are then receiving the income therefrom.

B. During the minority or incapacity of any beneficiary to whom income or principal is payable under this my Last Will and Testament, the Trustee may make distribution in any one or more of the following ways: (a) directly to such beneficiary such amount as it may deem advisable as an allowance; (b) to the guardian of the person or of the property of such beneficiary; (c) to a custodian under a Gifts to Minors Act, including a custodian selected by the Trustee; (d) to a relative of such beneficiary upon the agreement of such relative to expend such income or principal solely for the benefit of the beneficiary; (e) by expending such income or principal directly for the health, education, maintenance or support of such beneficiary. The Trustee shall have the power in its uncontrolled discretion to determine whether a beneficiary is incapacitated, and its determination shall be conclusive.

Alice Lentz Downing
ALICE LENTZ DOWNING

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C. Neither the income nor principal of the contingent trust hereunder, nor any share thereof, shall be pledged, assigned, transferred, sold or in any manner whatsoever accelerated, anticipated or encumbered by any beneficiary, nor shall any income or principal of the trust estate be in any manner subject to or liable in the hands of the Trustee for the debts, contracts or engagements of any beneficiary or be subject to any assignment or any other voluntary or involuntary alienation or disposition whatsoever; but in all distribution of income or principal, the same shall be paid only to the beneficiary entitled, upon receipt of the beneficiary, or to others for his or her benefit as herein provided.

ITEM VIII
POWERS OF EXECUTOR

The Executor including any substitute or successor personal representative in the exercise of a reasonable discretion with respect to all property, real and personal, at any time forming a part of my estate hereunder, may exercise any and all of the powers set forth in Tennessee Code Annotated Section 35-50-110, to the extent applicable, all of which provisions and powers are incorporated herein by reference (as set out in said statute on the date of the execution of this will) even if said statute be amended or repealed hereunder and even if my estate be administered in a state other than Tennessee. If it becomes necessary, I hereby direct empower and authorize the Trustee to sell any real property that I may own without the joinder of any beneficiary. Without in any way limiting the foregoing, the Executor shall at all times during the administration of my estate be vested with all the powers, duties and authority herein provided, and shall be authorized to make payments in the same manner and to the same extent as if it were acting as Testamentary Trustee.

ITEM IX
FIDUCIARIES

I appoint, **James M. Downing**, of Martinez, GA and **Donna Downing-Corddry**, of Annapolis, MD, as the Co-Executors of this my Last Will and Testament. I hereby waive the necessity of an inventory and direct that no bond be required of **them** for the faithful performance of **their** duties.

B. Trustee.

1. I appoint **Donna Downing-Corddry** to be Trustee of the contingent trust hereunder. I direct that no bond be required of either of them for the faithful performance of his/her duties.

2. The Trustee is excused from making any accounting or report to any court regarding the administration of the contingent trust hereunder, but at least annually there shall be furnished to each income beneficiary of the trust a statement of receipts and disbursements, as well as a statement of the net value of the trust.

3. A majority of the beneficiaries then receiving income from the contingent trust hereunder shall have the right to remove any Trustee and appoint a Successor Trustee, which must be a trust company or bank qualified to act as such and possessing trust powers and having trust assets under management of not less than One Hundred Million Dollars ($100,000,000.00). Such Successor Trustee does not have to be located in Tennessee. Such right of removal shall be continuing and shall be exercised by the beneficiaries' serving the acting.Trustee with written notice of its removal, which notice shall specify the Successor Trustee and certify its willingness to serve as such. Within sixty (60) days thereafter, the Trustee so removed shall deliver all assets then held to its successor, whereupon it shall have full acquittance for all assets so delivered (subject to judicial settlement of its accounts if requested by the beneficiaries or by its successor) and shall have no further duties hereunder. A parent or legal guardian for any minor beneficiary shall act on behalf of the minor concerning removal of a Trustee. Any Successor Trustee shall have all powers and authority herein conferred on the original Trustee, and bond is excused.

Alice Lentz Downing
ALICE LENTZ DOWNING

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4. A Trustee may resign upon thirty (30) days' written notice to the beneficiaries then receiving income from the contingent trust hereunder, whereupon a Successor Trustee shall be appointed by a majority of such beneficiaries. If the beneficiaries fail to appoint a Successor Trustee within such thirty (30) day period, the Trustee may petition the court having jurisdiction over the trust for the appointment of a successor. The Successor Trustee must be a trust company or bank qualified to act as such and possessing trust powers and having trust assets under management of not less than One Hundred Million Dollars ($100,000,000.00). Such Successor Trustee does not have to be located in Tennessee. Upon appointment of its successor, the Trustee shall deliver all assets then held to its successor, whereupon it shall have full acquittance for all assets so delivered (subject to judicial settlement of its accounts if requested by the beneficiaries or by its successor). A parent or legal guardian for any minor beneficiary shall act on behalf of the minor concerning appointment of a Successor Trustee. Any Successor Trustee shall have all powers and authority herein conferred on the original Trustee, and bond is excused.

IN WITNESS WHEREOF, I have hereunto subscribed my name to this my last will and testament, consisting of this and the preceding three (3) typewritten pages, and for the purpose of identification, I have signed each such page at the bottom thereof, all in the presence of the persons witnessing it, at my request, on this the 15th day of March, 2013, at Brentwood, Tennessee.

Alice Lentz Downing
ALICE LENTZ DOWNING

Signed, sealed, published and declared by the Testatrix, **ALICE LENTZ DOWNING**, to be her Last Will and Testament in the presence of all of us at one and the same time, and we, at her request and in her presence and in the presence of each other, have hereunto subscribed our names as witnesses, and we do hereby attest to the sound and disposing mind of said Testatrix and to the performance of the aforesaid act of execution at the place and on the date hereinabove set out.

WITNESSES:

Name — 917 Colo Cove, Antioch, TN 37013 — Address

Name — 4187 Columbia Pike, Franklin, TN 37064 — Address

THIS WILL PREPARED BY:
Judy S. Wells, Attorney
7101 Executive Center Drive, Suite 151
Brentwood, Tennessee 37027

Copy

AFFIDAVIT

STATE OF TENNESSEE)
) SS
COUNTY OF WILLIAMSON)

The undersigned persons, after first being duly sworn according to law, depose and say:

1. That they are adult citizens of the state listed beside their respective signatures on the Last Will and Testament described hereinbelow.

2. That they witnessed the execution of the Last Will and Testament **ALICE LENTZ DOWNING**, dated the 15th day of March, 2013, to which this Affidavit is attached, and that this Affidavit is being made at the request of the **Testatrix** and in accordance with the provisions of Tenn. Code Ann., Section 32-2-110.

3. That their signatures are affixed to said Last Will and Testament; that they signed or affixed the same at the instance and request of the **Testatrix**, and in **her** presence, and in the presence of each other, at the place and on the date recited in said Last Will and Testament.

4. That the **Testatrix** signed said paper writing as and for **her** Last Will and Testament in their sight and presence.

5. That at the time they witnessed said Last Will and Testament, the **Testatrix** was, in their opinion, of sound mind.

Donna J. Vandermeer
WITNESS

Lynn J Babcock
WITNESS

Subscribed, sworn to and acknowledged before me by the said Donna J. Vandermeer and Lynn J. Babcock as witnesses, this 15th day of March, 2013.

Notary Public

My commission expires: 6/21/16

JUDY S. WELLS
STATE OF TENNESSEE NOTARY PUBLIC
DAVIDSON COUNTY, TENN.