STATE OF TENNESSEE

Karen Johnson Davidson County
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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 24 day of SEPTEMBER, 2015, in Docket Number 15P1440, IN RE: GUESS, FRANCIS S. ET.AL, 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 18 day of NOVEMBER in the year 2020 and in the 244 year of American Independence.

RICHARD R. ROOKER, Clerk,

[SEAL]

RICHARD R. ROOKER CIRCUIT COURT CLERK

By: _____
Deputy Clerk

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EXHIBIT A

15P1440

FILED

SEP 24 2015

RICHARD R ROOKER, Clerk
By _____ Deputy

LAST WILL AND TESTAMENT

OF

FRANCIS S. GUESS

I, Francis S. Guess, domiciled in Davidson County, Tennessee, do make, publish and declare this to be my Last Will and Testament, hereby revoking all wills and codicils heretofore made by me

I

I appoint Anthony A Rose to be the Executor of this my Last Will and Testament and direct that no bond be required of him for the faithful performance of his duties, I vest my said Executor with full power and authority to sell, transfer and convey any property, real or personal, which I may own at the time of my death at such price and upon such terms as he may determine and to do every other act and thing necessary or appropriate to complete the administration of this Will. Any successor Executor serving hereunder shall not be required to inquire into or audit the acts or doings of my Executor or to make any claim against him or his estate My successor Executor shall have and may exercise any and

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all of the powers, privileges, immunities and exemptions herein conferred on my Executor as fully and to the same extent as if such successor Executor had originally been named Executor herein

II

I direct that all my just debts that constitute enforceable claims against my estate (except debts secured by mortgages or other security instruments, which may be paid or retained in the discretion of my Executor), including funeral and testamentary expenses, the cost of a suitable monument at my grave, the expense of my last illness, unpaid charitable pledges (whether or not the same are enforceable obligations of my estate) and the cost of administration of my estate be paid as soon as practical after my death My Executor, in his sole and absolute discretion, may pay from my domiciliary estate all or any portion of the cost of ancillary administration and similar proceedings in other jurisdictions.

III

I direct my Executor to pay as an expense of administration all estate, inheritance, succession and other taxes (together with any interest or penalty thereon), assessed by reason of my death, imposed by the government of the United States, or any state or

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territory thereof, or by any foreign government or political subdivision thereof in respect of all property included in my estate for estate or like tax purposes by any of such governments, whether the property passes under this Will or otherwise, including property over which I have a power of appointment. The proceeds of any life insurance payable to my estate may be used for the payment of debts or taxes. I further direct that any taxes so paid shall be charged against my residuary estate.

IV

I give, devise and bequeath all the rest, residue and remainder of my estate to my daughter, Maria Voncile Guess.

V

In addition to any powers or duties provided by other provisions in this Will or by law, my Executor shall have the following powers:

A. The powers enumerated in the provisions of §35-50-110 Tennessee Code Annotated, including the introductory paragraph and all subparagraphs thereof to the extent applicable. Said provisions (as in force on the date of execution of this Will) are hereby incorporated herein by reference as fully as though copied herein verbatim, notwithstanding that said statute may be amended

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hereafter or repealed.

B. The power to exercise any election available to my estate with regard to claiming any administration expense either as a deduction for any death tax or income tax purpose. Said elections may be made in such manner as will minimize the total tax burden, if any, on my estate and shall not require adjustments as between the income and principal accounts of my estate I hereby relieve my Executor of any liability to any beneficiary by reason or making or failing to make any such election.

C. To the extent allowable under applicable Tennessee law at the time of my death, I hereby relieve my Executor from any duty or responsibility to file accountings, reports or inventories with any court having jurisdiction over my estate.

VI

A. Purchasers from, lenders to and other dealing with my Executor shall not be required to inquire as to the occasion for such sale, loan or other transaction, nor to see to the application of such purchase, loan or other money or property. Written receipts and/or canceled checks retained by my Executor shall be good and sufficient discharges for the sums therein stated to have been received. Transfer agents and other persons dealing with my Executor may deal with him as if he was the sole owner of the

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property dealt with.

B. Any Executor serving hereunder shall be entitled to reasonable compensation for services rendered, and may be reimbursed for his expenses. Any such expenses may be charged, in the Executor's discretion, to either income or principal.

VII

Currently, my immediate family includes only my daughter, Maria Voncile Guess

VIII

As used in this Will, in referring to any person, a word of one gender shall be deemed to include the other, and a reference to the singular shall include the plural, and vice versa, if the context indicates that such a reading would be appropriate. If a successor Executor is appointed, any reference to the word "Executor" shall be deemed to refer to such successor Executor.

IN WITNESS WHEREOF, I have hereunto subscribed my name to this my Last and Testament, consisting of eight (8) typewritten pages (including the affidavit) and for the purposes of identification I have initialed each such page, all in the presence of the persons

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witnessing it at my request, on this the 15 day of January, 2001

Francis S. Guess
FRANCIS S. GUESS

The foregoing instrument was signed, published and declared by Francis S. Guess, the Testator, to be his Last Will and Testament, in the presence of all of us at one and the same time, and we, at his request, and in his presence and in the presence of each other, have hereunto subscribed our names as witnesses this 15th day of January, 2001, at Nashville, Tennessee, this clause having first been read to us aloud.

WITNESSES	ADDRESSES
[illegible]	1211 16th Avenue S Nashville, TN 37212
Kirsten M. Traini	1211 16th Ave. South Nashville, TN 37212

Page 6-Initials: FSG

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STATE OF TENNESSEE)
)
COUNTY OF DAVIDSON)

AFFIDAVIT

Personally appeared before me, the undersigned notary public, CLAIBORNE K. McELMORE III and Kristi M. Tramm, who, after being duly sworn according to law, depose and say:

1 That they are citizens of DAVIDSON and Sumner Counties, respectively, and are more than eighteen (18) years of age.

2 That they witnessed the execution of the Last Will and Testament of Francis S. Guess, the Testator, dated January 15, 2001 to which this affidavit is attached, and that this Affidavit is being made at the request of the Testator.

3. That the Testator signed said paper writing as and for his Last Will and Testament in their sight and presence at one and the same time.

4. That their signatures are affixed to said Last Will and Testament, that they signed or affixed the same at the instance and at the request of the Testator and in his presence, and in the presence of each other, at the place and on the date recited in said Last Will and Testament

5. That at the time they witnessed said Will, the Testator

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was, in their opinion, more than eighteen (18) years of age, of sound mind and disposing memory, and did not appear to be under any undue influence.

Carla K. Mayo

Kristi M. Train

Sworn to and subscribed to before me, this 15th day of January, 2001

Dawn E Wright
Notary Public

My commission expires. 5-30-2004

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15P1440

FILED

SEP 24 2015

RICHARD R. ROOKER, Clerk
By _____ Deputy

FIRST CODICIL TO THE

LAST WILL AND TESTAMENT

OF

FRANCIS S. GUESS

I, FRANCIS S. GUESS, domiciled in Davidson County, Tennessee, do make, publish and declare this to be the First Codicil to my Last Will and Testament dated January 15, 2001 (my "Will"). I have previously made a First Codicil to my Will and it is dated August 26, 2005, but it is revoked in its entirety hereby.

Item I

I do hereby appoint Raymond L. Danner, Jr. to serve as Executor of my Will and direct that no bond be required of him for the faithful performance of his duties; I vest my said Executor with full power and authority to sell, transfer and convey any property, real or personal, which I my own at the time of my death at such price and upon such terms as he may determine and to do every other act and thing necessary or appropriate to complete the administration of my Will.

Item II

Except as specifically modified hereby, I do hereby re-publish, re-affirm and re-declare the terms of my Will. I revoke my previous First Codicil dated August 26, 2005.

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IN WITNESS WHEREOF, I have hereunto subscribed my name to this my First Codicil to my Last and Testament, consisting of four (4) typewritten pages (including the affidavit) and for the purposes of identification I have initialed each such page, all in the presence of the persons witnessing it at my request, on this the 12th day of November, 2010.

FRANCIS S. GUESS

The foregoing instrument was signed, published and declared by Francis S. Guess, the Testator, to be the First Codicil to his Last Will and Testament, in the presence of all of us at one and the same time, and we, at his request, and in his presence and in the presence of each other, have hereunto subscribed our names as witnesses this 12th day of November, 2010, at Nashville, Tennessee, this clause having first been read to us aloud.

WITNESSES:	ADDRESSES.
[illegible]	1211 16th Avenue S Nashville TN 37212
Nancy Bowen	1211 16th Avenue South Nashville, TN 37212

Page 2-Initials: FSG

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STATE OF TENNESSEE)
)
COUNTY OF DAVIDSON)

AFFIDAVIT

Personally appeared before me, the undersigned notary public, CLAIBORNE K. McLEMORE III and Nancy Bowen, who, after being duly sworn according to law, depose and say:

1 That they are citizens of Davidson and Sumner Counties, respectively, and are each more than eighteen (18) years of age.

2 That they witnessed the execution of the First Codicil to the Last Will and Testament of Francis S. Guess, the Testator, dated November 12, 2010, to which this affidavit is attached, and that this Affidavit is being made at the request of the Testator.

3. That the Testator signed said paper writing as and for his First Codicil in their sight and presence at one and the same time.

Copy

4 That their signatures are affixed to said First Codicil, that they signed or affixed the same at the instance and at the request of the Testator and in his presence, and in the presence of each other, at the place and on the date recited in said First Codicil

5. That at the time they witnessed said First Codicil, the Testator was, in their opinion, more than eighteen (18) years of age, of sound mind and disposing memory, and did not appear to be under any undue influence

Sworn to and subscribed to before me, this 12th day of November, 2010

Notary Public

My commission expires: 5-8-2012

DAWN E. WRIGHT
STATE OF TENNESSEE NOTARY PUBLIC
COUNTY OF DAVIDSON

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