

**FIRST AMENDMENT TO THE  
JOHN R. AND DENYSE M. DAVIS FAMILY TRUST**

JOHN R. DAVIS (also known as J.R. DAVIS) and DENYSE M. DAVIS, as both the Trustors and the Trustees, hereby amend the JOHN R. AND DENYSE M. DAVIS FAMILY TRUST dated July 17, 1998, including any subsequent amendments thereto (the "Trust") as follows:

1. Paragraph "A.3." entitled "Upon Incompetency and/or Death of Both Trustors" of the Section of the Trust entitled "SUCCESSOR TRUSTEES" is hereby deleted in its entirety and the following new Paragraph "A.3." is hereby inserted in lieu thereof:

**"3. Upon Incompetency and/or Death of Both Trustors:**  
Upon the death, incompetency, inability, or unwillingness to act of both the Trustors, then MATTHEW TAYLOR DI CORI shall act as Trustee of the trusts created herein. In the event of the death, incompetency, inability or unwillingness to act of said individual, then CHRISTINE ELIZABETH EYER shall act as Trustee of the trusts created herein. Any individual or entity actually acting as Trustee has, or all individuals or entities actually acting as Co-Trustees have, as the case may be, the right to designate by Will or other written instrument a successor Trustee or Co-Trustees. Said successor Trustee or Co-Trustees may or may not be a person or persons named in this document. The above provisions may be limited as set forth in the section of this Trust Agreement entitled "Special Co-Trustee Provisions."

2. Paragraph "C.1." entitled "Appointment of Special Co-Trustee" of the Section of the Trust entitled "SPECIAL CO-TRUSTEE PROVISIONS" is hereby deleted in its entirety and the following new Paragraph "C.1." is hereby inserted in lieu thereof:

**"1. Appointment of Special Co-Trustee:** MATTHEW TAYLOR DI CORI is hereby appointed Special Co-Trustee of the trusts created herein. In the event of the death, incompetency, inability or unwillingness to act of said individual, then CHRISTINE ELIZABETH EYER is hereby appointed Special Co-Trustee of the trusts created herein. Any individual or entity actually acting as Special Co-Trustee has, or all the individuals or entities actually acting as Special co-Trustees have, as the case may be, the right to designate by Will or other written instrument a successor Special Co-Trustee who is independent or Special Co-Trustees who are independent within the meaning set forth in Code Section 674(c). Said successor Special Co-Trustee or Special Co-Trustees may or may not be a person or persons named in this document."

3. The Section of the Trust entitled "DISTRIBUTIONS TO BENEFICIARIES" is hereby deleted in its entirety and the following new Section is hereby inserted in lieu thereof:

**"DISTRIBUTIONS TO BENEFICIARIES**

Upon the death of the Surviving Spouse (and following the payment of expenses, debts and taxes, and exercise of power of appointment, if any, as provided above), the Trustee shall hold, manage and distribute the remaining balance of the Exemption Trust, as augmented by any additions thereto, including any portion of the Survivor's Trust not disposed of under the Surviving Spouse's power of appointment, any property received from the probate estate of

the Trustors, or either of them, and including any income accrued or received and undistributed (except as otherwise provided under the foregoing provisions hereof) as follows:

A. **Division Into Separate Shares:** The Trustee shall divide the remainder of the Trust Estate into four (4) separate and equal shares and distribute said equal shares as follows. If any share lapses (as set forth below), then that share shall be divided and added to the other shares in proportion to their relative percentages to be distributed as if it had been an original part thereof. If all of the shares lapse (as set forth below), then the remainder of the Trust Estate shall be distributed one-half (1/2) to Trustor-Husband's respective heirs at law (excluding BRADLEY AUSTIN DAVIS and his issue); and one-half (1/2) to Trustor-Wife's respective heirs at law (excluding BRADLEY AUSTIN DAVIS and his issue). Their identities and respective shares shall be determined in all respects as though the death of either Trustor, as the case may be, had occurred immediately following the event requiring distribution, and shall be determined according to the laws of the State of California then in force governing the distribution of separate property not acquired from a parent, grandparent, or previously deceased spouse.

The decisions of the Trustee as to the assets to constitute each such share shall be conclusive, subject to the requirement that said shares shall be of the respective values specified.

1. **Share for CALIFORNIA POLYTECHNIC STATE UNIVERSITY FOUNDATION:** One (1) such equal share shall be distributed to a share for the CALIFORNIA POLYTECHNIC STATE UNIVERSITY FOUNDATION, a nonprofit public benefit corporation located in San Luis Obispo, California. If this share is valued at less than two hundred and fifty thousand dollars (\$250,000.00), then this gift shall be an outright gift to said entity, for the benefit of Orfalea College of Business at California Polytechnic State University. If this share is equal to or greater than two hundred and fifty thousand dollars (\$250,000.00), then this gift shall be used to establish a permanent endowment called THE JOHN R. DAVIS AND DENYSE M. DAVIS ENDOWMENT, which fund shall be held in perpetuity and only the income from this endowment will be made available to provide ongoing support to the Orfalea College of Business at California Polytechnic State University. If the CALIFORNIA POLYTECHNIC STATE UNIVERSITY is not then in existence, this share shall lapse.

2. **Share for MATTHEW TAYLOR DI CORI:** One (1) such equal share shall be distributed to a share for MATTHEW TAYLOR DI CORI, if surviving. If said individual fails to survive, then this share shall be distributed to said individual's issue, each of said issue to take by right of representation. If there are no such issue then surviving, this share shall lapse.

3. **Share for CHRISTINE ELIZABETH EYER:** One (1) such equal share shall be distributed to a share for CHRISTINE ELIZABETH EYER, if surviving. If said individual fails to survive, then this share shall be distributed to said individual's issue, each of said issue to take by right of representation. If there are no such issue then surviving, this share shall lapse.

4. **Share for THE TAILHOOK EDUCATIONAL FOUNDATION, INC.:** One (1) such equal share shall be distributed to a share for THE TAILHOOK EDUCATIONAL FOUNDATION, INC., located in San Diego,

California, if said entity is then in existence. If said entity is not then in existence, this share shall lapse.

B. Outright Distribution To All Beneficiaries: Each such share and/or subshare, if any, set aside for any beneficiary of the Trustors under any provision of this document shall be distributed to such individual if he or she has attained the age of twenty-one (21) years. If such individual has not attained said specified age, the share and/or subshare set aside for him or her shall be distributed to the then acting Trustee of this Trust to hold for such individual as Custodian Under the California Uniform Transfers To Minors Act until such individual attains age twenty-one (21)."

4. Paragraph "F.1.d." entitled "Determination of "Incompetency"" of the Section of the Trust entitled "MISCELLANEOUS TRUST PROVISIONS" is hereby deleted in its entirety and the following new Paragraph "F.1.d." is hereby inserted in lieu thereof:

"d. Determination of "Incompetency": For purposes of this trust, the term "incompetency" and/or "incapacity" shall mean any physical or mental incapacity, whether by reason of accident, illness, advanced age, mental deterioration or similar cause, which makes it impracticable for a person to give prompt, rational and prudent consideration to financial matters and such incapacity has been evidenced by any one of the following four methods: (1) the appointment of a conservator of the person or estate, or both, of such person by a court of competent jurisdiction; (2) such incapacity has been declared by a Court of competent jurisdiction; (3) such incapacity has been declared by two (2) physicians licensed to practice and who are not related by blood or marriage to such person, and said physicians have stated in writing that such incapacity exists; or (4) the person seeking to act as successor trustee, or all of the persons seeking to act as successor co-trustees, if more than one, each execute an affidavit stating all of the following: (a) in said affiant's personal opinion, such incapacity exists; (b) that the affiant attempted to acquire written statements from two (2) physicians licensed to practice and who are not related by blood or marriage to such incapacitated person stating that such incapacity exists, but that the affiant was unable to acquire two (2) physician written statements due to reasons other than the physician's opinion that such incapacity does not exist (for example, refusal due to state or federal Medical Information Confidentiality Laws such as the Health Insurance Portability and Accountability Act of 1996 ("HIPAA") or the California Confidentiality of Medical Information Act ("CMIA") which could not be overcome), and the affiant states the name, office address and office telephone number of both physicians; and (c) the affiant knows of no other legal proceeding in which such incapacity is currently being adjudicated or has been adjudicated. Any such court decree, physician statements or affidavit or affidavits shall be delivered in writing to the persons thereby deemed incapacitated and to any of the Trustors then surviving. The Trustors' successor trustees are hereby authorized to disclose the Trustors' medical and/or mental condition to third parties as is necessary to carry out the purpose of this document.

Upon the court determination of the person's capacity or upon the revocation of the writings of the two (2) physicians or upon

written determination of capacity by two (2) other physicians, who are licensed to practice and who are not related by blood or marriage to such person, subject to written notice being given to the successor Trustee, the original Trustee removed for "incompetency" or "incapacity" shall be reinstated as Trustee. Each person who signs this instrument or an acceptance of Trusteeship hereunder does, by so signing, waive all provisions of law relating to disclosure of confidential medical information such as HIPAA and CMIA insofar as that disclosure would be pertinent to any inquiry under this paragraph. No Trustee shall be under any duty to institute any inquiry into a person's possible incompetency or incapacity, but the expense of any such inquiry reasonably instituted may be paid from trust assets.

Any third party may accept doctor's certificates or the affidavit or affidavits of the successor trustee(s) as proof of capacity or incapacity as set forth above without the responsibility of further investigation and shall be held harmless from any loss suffered or liability incurred as the result of relying upon such evidence of capacity or incapacity, it being the Trustors' express desire that the next succeeding trustee be able to assume his or her powers hereunder without the necessity of first obtaining a court decree of capacity or incapacity.

The Trustors voluntarily waive any physician-patient privilege or psychiatrist-patient privilege that may exist in the Trustors' favor, and authorize physicians to examine the Trustors and to disclose the Trustors' physical or mental condition in order to determine the Trustors' capacity or incapacity for purposes of this document. Any "HIPAA/CMIA Authorization for Release of Protected Health Information" or similar document executed by either of the Trustors may be used to assist in the implementation of this document. If a Trustor has not executed a valid "HIPAA/CMIA Authorization for Release of Protected Health Information" or similar document, or if said document cannot be located, then the Trustor hereby authorizes the successor trustee to execute such a document on behalf of the Trustor. The successor trustee's authority to execute such a document on a Trustor's behalf is effective immediately, and shall not require proof of the Trustor's incapacity. Stated otherwise, the successor trustee shall not be required to obtain a court decree or doctor's certificates or any other evidence of a Trustor's incapacity in order to be empowered to execute a valid "HIPAA/CMIA Authorization for Release of Protected Health Information" or similar document, which could thereafter be used to obtain doctor's statements or other evidence of a Trustor's incapacity that are required by this Trust Agreement to allow the successor trustee to act in that capacity with all the powers granted under this Trust Agreement."

5. Paragraph "F.4." entitled "Disinheritance" of the Section of the Trust entitled "MISCELLANEOUS TRUST PROVISIONS" is hereby deleted in its entirety and the following new Paragraph "F.4." is hereby inserted in lieu thereof:

"4. Disinheritance: The Trustors declare that, except as otherwise provided in this trust, they have intentionally and with full knowledge omitted to provide herein for any of their heirs who may be living at the time of the death of either of said Trustors. The Trustors hereby specifically disinherit BRADLEY AUSTIN DAVIS, along with his issue."

6. Paragraphs "F.5." through "F.5.(h)" entitled "Prohibition Against Contest" of the Section of the Trust entitled "MISCELLANEOUS TRUST PROVISIONS" is hereby deleted in its entirety and the following new Paragraph "F.5." is hereby inserted in lieu thereof:

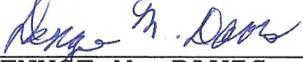
"5. Prohibition Against Contest: If any devisee, legatee or beneficiary, under this trust or any existing amendments to it, including this amendment, no matter how remote or contingent such beneficiary's interest appears, or any legal heir of the Trustors, or either of them, or any person claiming under any of them, singly or in conjunction with any other person or persons, without probable cause (as defined in California Probate Code § 21311(b) or any successor statute) files a direct contest (as defined in California Probate Code § 21310 or any successor statute), that alleges the invalidity of this trust or any amendment to it, including this amendment, which is in existence on the date this document is executed, or any or more of its terms, or that alleges the invalidity of any Will or Codicil to it of the Trustors or any one or more of its terms, which is in existence on the date this document is executed, then the right of that person to take any interest given to him or her by this document shall be determined as it would have been determined had the person predeceased the execution of this amendment."

In all other respects the Trustors and the Trustees confirm the Trust.

Dated: July 23, 2019

"Trustors"

  
\_\_\_\_\_  
JOHN R. DAVIS

  
\_\_\_\_\_  
DENYSE M. DAVIS

"Trustees"

  
\_\_\_\_\_  
JOHN R. DAVIS

  
\_\_\_\_\_  
DENYSE M. DAVIS

ACKNOWLEDGMENT

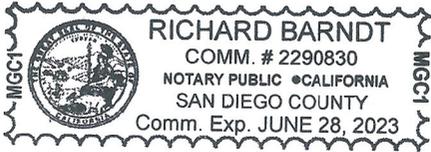
A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

STATE OF CALIFORNIA            )  
                                          )  ss.  
COUNTY OF SAN DIEGO        )

On July 23, 2019, before me, RICHARD BARNDT, Notary Public, personally appeared JOHN R. DAVIS and DENYSE M. DAVIS, who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.



*[Handwritten Signature]*  
\_\_\_\_\_  
Notary Public

(Seal)