

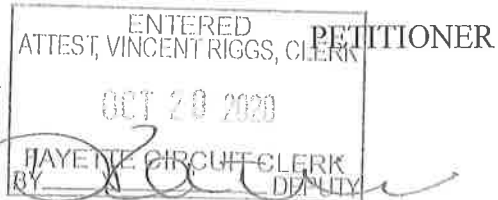
COMMONWEALTH OF KENTUCKY
FAYETTE CIRCUIT COURT
CIVIL ACTION 20-CI-00146

SMITHSONIAN INSTITUTION

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OFFICE OF GEN COUNSEL

JPMORGAN CHASE BANK, N.A.,
as trustee of the Trust Under Will of Edgar Wilson



v.

SMITHSONIAN ASTROPHYSICAL OBSERVATORY, et al.

RESPONDENTS

FINAL JUDGMENT AND DEFAULT JUDGMENT AND ORDER

Petitioner, JP Morgan Chase Bank, N.A. ("JPMorgan"), Trustee of the Trust Under Will of Edgar Wilson, having filed its Motion for Motion for Final Judgment and Default Judgment, which came before the Court for hearing on Friday, October 16, 2020; and

The Court having reviewed the record which reflects that the initial Petition was filed on January 14, 2020; that all of the parties received service of process prior to February 24, 2020; that the only party to respond to the initial Petition was the Attorney General for the Commonwealth of Kentucky whose response entered on February 5, 2020, did not object to the Petition unless any of the other respondents objected; that a Motion to Amend the initial Petition was subsequently filed and an Order Granting Leave to Amend was entered on July 11, 2020 allowing the filing of an Amended Petition; that the only party to respond to the Amended Petition was the Attorney General for the Commonwealth of Kentucky whose response on August 19, 2020 did not object to the Petition unless any of the other respondents objected; that the respondent parties, other than the Attorney General of the Commonwealth of Kentucky, have failed to respond or otherwise plead herein; and the Court being otherwise sufficiently advised that there is no objection to the

entry of Final Judgment and Default Judgment and Order, it is hereby ORDERED AND ADJUDGED as follows:

1. Petitioner JPMorgan is granted a Judgment on the Pleadings as to the Answering Respondent.

2. Petitioner JP Morgan is granted Default Judgment on the Pleadings as to the Defaulting Respondents.

3. Item VIII of the Will and the Trust created Under the Will of Edgar Wilson ("Will/Trust") [Exhibit "B", attached hereto and made a part hereof], is hereby amended pursuant to KRS 386B.4-130(1), in the manner set forth in the Petition and Amended Petition, incorporating the language of the Proposed Modification in Exhibit "C" to the Petition and Amended Petition which Exhibit is also attached hereto and made a part hereof.

4. The Amendment ordered in Paragraph 3 above shall be a revision of Item VIII the Will/Trust, replacing the Item VIII change made to the Will/Trust in the Fayette Circuit Court's Final Judgment and Order Filed and Entered May 24, 1996, and in all other respects said Will/Trust Filed and Entered May 24, 1996 shall remain unchanged.

5. The manner and method of calculating each charitable beneficiary's percentage of distributable amount as set forth in numerical paragraphs 32 through 34 of the Amended Petition and in the Chart attached to the Amended Petition as Exhibit "E" (with a copy of such provisions and the chart being attached hereto and made a part hereof) shall be the manner of calculating each beneficiary's percentage distributable amount.

6. JPMorgan, both as Trustee of the Trust and in its individual capacity, its affiliates and their respective officers, directors, employees, stockholders, successors, predecessors, assigns and representatives, shall be released, indemnified, and held harmless against all action, inaction,


grounds for complaint, in law or in equity, suits, losses or claims which may be charged against it by reason of its compliance with the modification of the Trust approved by the Court herein; and

7. Each party shall bear its own costs and attorneys' fees incurred in this action.
8. This is a final and appealable order, and there is no just cause for delay.

TO BE ENTERED THIS 16th DAY OF October, 2020.


HON. THOMAS L. TRAVIS
JUDGE, FAYETTE CIRCUIT COURT

Tendered by:


David D. Wolfe
WALLINGFORD LAW, PSC
1050 Monarch Street, Suite 100
Lexington, KY 40513
Telephone: (859) 219-0066
Fax: (859) 219-0077
Counsel for JP Morgan Chase Bank, N.A.

CLERK'S CERTIFICATE OF SERVICE

It is hereby certified that this pleading was forwarded via First Class U.S. mail (and/or otherwise delivered as indicated below) on 09/29, 2020, 2020 to the following:

David D. Wolfe
WALLINGFORD LAW, PSC
1050 Monarch Street, Suite 100
Lexington, KY 40513
Counsel for JP Morgan Chase Bank, N.A., Trustee

Heather L. Becker
COUNSEL FOR A.G. DANIEL CAMERON
700 Capital Ave., Suite 118
Frankfort, KY. 40601
(serve via email: HeatherBecker@ky.gov)

Smithsonian Astrophysical Observatory
c/o Hon. Laura Damerville, Asst. General Counsel
Smithsonian Institution
P. O. Box 37012. MRC 012
Washington, D.C. 20013-7012

The Society of St. John the Evangelist
c/o Hon. Edward Notis-McConarty
Counsel for the Society of St. John the Evangelist
Hemenway & Barnes LLP
75 State Street, 16th Floor
Boston, MA 02109

Holy Cross Monastery of the Order of the Holy Cross
Attn: Br. Bernard Delcourt, Prior
1615 Route 9W (or Broadway)
West Park, NY 12493

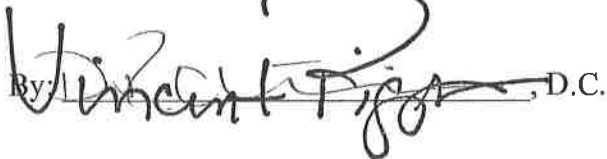
Mount Calvary Retreat House and Monastery of the
Order of the Holy Cross
Attn: Br. Adam McCoy, Prior
505 E. Los Olivos
Santa Barbara, CA 93105

Society of St. Francis American Province, Inc.
Attn: Desmond Alban, Minister Provincial
573 Dolores Street
San Francisco, CA 94110

St. Gregory's Abbey of Three Rivers, Michigan
Attn: Rev. Andrew Marr
56500 Abbey Road
Three Rivers, MI 49093-9595

The Society of the Free Church of St. Mary the Virgin
145 W. 46th Street
New York, NY 10036

Vincent Riggs, Fayette Circuit Court Clerk

By:  Vincent Riggs, D.C.



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FILED AND ENTERED

FRYETTE CIRCUIT COURT
CIVIL BRANCH
FOURTH DIVISION

MAY 24 1996

BANK ONE, LEXINGTON, N.A.,
Successor Trustee under the
Will of EDGAR WILSON

ATTEST: ROBERT M. TAME, CLERK
FRYETTE CIRCUIT COURT
BY _____ DEPUTY

PLAINTIFF

vs.

FINAL JUDGMENT AND ORDER
AMENDING BILL

NO. 95-CI-2754

MIDWAY COLLEGE, INC., ET AL.

DEFENDANTS

* * * * *

Plaintiff Bank One, Lexington, N.A., Successor Trustee under the Will of Edgar Wilson ("Bank One"), having moved for a Judgment on the Pleadings as to Defendant Christ the King Catholic Church which has filed an Answer to the Complaint (the "Answering Defendant"), and for a Default Judgment as to the Defendants Mt. Calvary Retreat House of the Order of the Holy Cross (a/k/a/e Mt. Calvary Monastery); St. Gregory's Abbey of Three Rivers, Michigan; The Society of St. Francis; American Province, Inc.; American Congregation of the Society of St. John The Evangelist; Society of the Free Church of St. Mary the Virgin; Midway College, Inc.; Ashland Avenue Baptist Church, Inc.; Epworth United Methodist Church and Holy Cross Monastery of the Order of the Holy Cross, who are in default for failing to answer the Complaint (the "Defaulting Defendants"), and no answers or other responsive pleadings to the Plaintiff's Amended Complaint having been required by the Court from the Answering Defendant or the Defaulting Defendants, there being no objection to the entry of judgment, and the Court being otherwise sufficiently advised,

IT IS HEREBY ORDERED AND ADJUDGED as follows:

1. Bank One is hereby granted a Judgment on the Pleadings as to the Answering Defendant.

2. Bank One is hereby granted a Default Judgment as to the Defaulting Defendants.

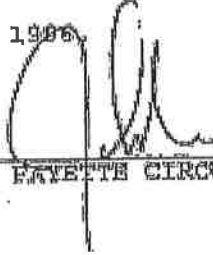
3. The will of Edgar Wilson is hereby amended, pursuant to KRS 386.260, in the manner set forth in the Amended Complaint, so that the amended will of Edgar Wilson is and shall be in the form attached hereto as Exhibit "A" and incorporated herein by reference.

4. The Amendment ordered in Paragraph 3 above shall be retroactive to, and relate back to, the date of death of Edgar Wilson, and the will annexed hereto as Exhibit "A" shall be considered, for all purposes, to be the Will of Edgar Wilson.

5. A certain agreement proposed between Bank One and the Smithsonian Astrophysical Observatory attached hereto as Exhibit "B" and incorporated herein by reference, pertaining to the administration of a certain annual award established under the Will as amended is hereby APPROVED by the Court.

6. This is a final and appealable Judgment and Order, as it disposes of all issues in this action, and there is no just cause for delay.

This the 21st day of May, 1986

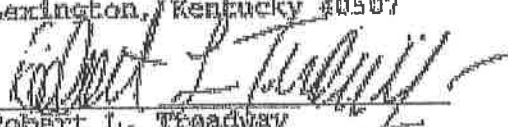


JUDGE, FAYETTE CIRCUIT COURT

HAVE SEEN:

DID NOT APPEAR

Job D. Turner, III
Greenbaum, Doll & McDonald
1400 Vine Center Tower
Lexington, Kentucky 40507


Robert L. Treadway
Baron T. Rogers
Brown, Todd & Heyburn
2700 Lexington Financial Center
Lexington, Kentucky 40507

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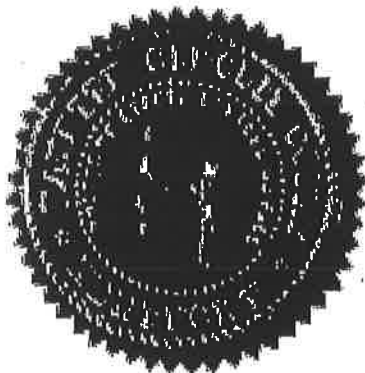
STATE OF KENTUCKY
COUNTY OF FAYETTE

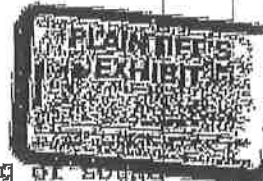
I, Robert M. True, Clerk of the
Circuit Court for the County and
State aforesaid, do hereby certify
that the foregoing is a true and
correct copy as same appears of
record and remains on file in my
office.

In witness my hand and seal this 27 day
of May 1995.

ROBERT M. TRUE, CLERK


D.C.





I, EDGAR WILSON, of Fayette County, Kentucky, being of sound mind and memory, do hereby make, publish and declare this to be my last will and testament, hereby revoking any and all prior wills and codicils thereto.

ITEM I. I direct that my funeral expenses and all just debts against my estate be paid as soon as practicable after my death, and that all inheritance, estate and succession taxes assessed against my estate, or the beneficiaries thereof, be paid out of my estate as if they were expenses of administration thereof and that no part of such taxes be charged against any of the beneficiaries of my estate.

ITEM II. All the rest and residue of my estate of every kind and description and wherever situated or located I devise and bequeath to my brother, Oscar Wilson, for and during the remainder of his life. The portion of my estate devised and bequeathed to my brother, Oscar Wilson, for his life shall, however, be held in trust for his use and benefit during the remainder of his life. The trustee or trustees hereinafter provided for shall permit my said brother, Oscar Wilson, to use and occupy any and all real estate owned by me at the time of my death or in which I have any interest during the remainder of his life without any charge being made against him for such use and occupancy.

ITEM III. I name and appoint my brother, Oscar Wilson, as one of the trustees to manage, control and hold said trust estate during the remainder of his life for his use and benefit, and I give unto my said brother, Oscar Wilson, authority to designate a Trust Company as co-trustee to serve with him. He shall evidence said designation by filing in the office of the Clerk of the Fayette County Court a written instrument naming such co-trustee

and I hereby appoint such trust company, as may be so designated by my said brother, as co-trustee to serve with my brother during the remainder of his life. If my said brother should decline to qualify as such trustee or should resign as such trustee, then the trust company so designated by him shall become and be the sole trustee. If my said brother shall fail to designate another trustee in the manner hereinbefore provided, then I name Security Trust Company of Lexington, Kentucky, as trustee.

I give said trustees full power and authority during the remainder of the life of my said brother, Oscar Wilson, to sell all or any part of the personal property belonging to said trust estate and to invest and from time to time reinvest the proceeds of sale in other legal investments and to engage in any business or farming operation in which I may have been engaged at the time of my death, and said trustees shall pay to my said brother during the remainder of his life the net income from said trust estate, my said brother having the right hereinbefore provided to use and occupy, without any charge therefor, any real estate owned by me at the time of my death or in which I have an undivided interest.

ITEM IV. On the death of my brother, Oscar Wilson, said trust shall continue as a perpetual trust in memory of my beloved mother, Mrs. Nellie Wilson, for the charitable purposes hereinafter set forth. Said trust shall be organized and operated exclusively for charitable purposes, no part of the net earnings of which inures or is payable to or for the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise

attempting to influence legislation, and which do not participate in or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office. The term "charitable purposes" shall be limited to and shall include only religious, charitable, scientific, literary or educational purposes within the meaning of those terms as used in section 501(c)(3) of the Internal Revenue Code of 1936, as amended (the "Code"), or any corresponding provision of any future federal tax code.

If my brother shall have designated a co-trustee to serve with him during the remainder of his life and if such trustee shall have qualified as such, then upon the death of my said brother said other trustee shall continue as the sole trustee of said perpetual trust. If my said brother shall not have designated such other trustee in the manner hereinbefore provided, or if the trustee so designated by my said brother shall fail or refuse to qualify as such trustee or should resign, then I name and appoint Security Trust Company of Lexington, Kentucky, as trustee of the perpetual trust.

ITEM V. I devise and bequeath to The Cardinal Hill Convalescent Hospital, for crippled children, now situated and located on the Versailles Road in Fayette County, Kentucky, the sum of Five Thousand (\$5,000.00) Dollars in cash, to be paid to it by the trustee or trustees under my will out of the trust estate in his, its or their hands at the time of such payment, said payment to be made as soon as possible after the death of my brother, Oscar Wilson, if he should survive me, or to be made by my executor or

executors as soon after my death as possible, if my said brother, Oscar Wilson, should not be living at the time of my death.

ITEM VI. The net income from said perpetual trust during the first five years following the death of my brother, Oscar Wilson, shall be divided equally between and among the following:

- (a) Midway Orphans School of Midway, Kentucky;
- (b) Christ The King Catholic Church of Lexington, Kentucky;
- (c) The Ashland Avenue Baptist Church of Lexington, Kentucky; and
- (d) The Egworth Methodist Church of Lexington, Kentucky.

If any one or more of the devisees mentioned in this item of my will shall not be in existence through said five years' period or for any reason should be unable or unwilling to receive the share of the net income going to it or them, then such net income shall be equally divided among the remaining devisees mentioned in this item. During said five years' period said net income shall be distributed by the trustee of said perpetual trust annually.

ITEM VII. The trustee or trustees of the perpetual trust after the expiration of the five (5) year period following the death of my brother, Oscar Wilson, mentioned in Item VI of my said will, shall take one-tenth (1/10), or ten percent (10%), of the net income from the trust estate for each year thereafter and add the same to the corpus, or principal of the trust, said transfer of one-tenth (1/10) of the net income to corpus or principal to be made annually and as soon after the expiration of each fiscal year

of the trust as the net income for each year may be determined. Said transfer of one-tenth (1/10), or ten percent (10%), of the net income from the trust to the principal or corpus thereof shall continue during the remainder of the duration of the trust.

ITEM VIII. Beginning five (5) years after the date of the death of my brother, Oscar Wilson, or beginning five (5) years after my death if my said brother should not survive me, I direct my trustee or trustees shall thereafter, during the continuance of the trust, annually set aside one-fourth (1/4), or twenty-five percent (25%) of the net income from the trust and pay the same to the Smithsonian Astrophysical Observatory (the "Observatory"), which shall with the said twenty-five percent (25%) distribution of the net income from the trust institute, maintain and provide for a perpetual program to identify and honor the person or persons who shall have discovered new comets during the preceding year and shall have been classified as amateur astronomers (according to guidelines established by the Observatory.) The Observatory shall make the awards in a total annual amount equal to the annual distribution from the trust to the Observatory, less reasonable expenses of instituting and maintaining the program. Each amateur astronomer shall receive an equal award, with additional payment(s) at the discretion of the Observatory to the amateur astronomer(s) who shall have discovered the greatest number of new comets during the preceding year. I have, for many years, been interested in astronomy, and my purpose in making these annual bequests to the Observatory is to encourage and promote an interest in, and study of, astronomy. I direct that if the Observatory identifies two or

more persons who have worked together in the discovery of new comets, then payment of the award for the comet(s) discovered by those persons shall be made to such persons equally and jointly. It is my desire that the person or persons entitled each year to receive the award shall be determined solely by the Observatory, and its decision shall be final and binding. If in any year the Observatory determines that no new comet has been discovered by an amateur astronomer, the Observatory may make the award to the amateur astronomer most entitled thereto based upon such person's contributions to the study of, and encouragement and promotion of an interest in, cometary astronomy. In no event shall any person or persons have any right to question any determination made by the Observatory nor shall my trustee be liable or responsible to any person on account thereof.

ITEM IX. The remaining net income from said perpetual trust estate following the five years (referred to in Item VI hereof) next after the death of my brother, Oscar Wilson, shall be paid annually in equal shares to:

(a) (1) The Order of The Holy Cross, a monastic community for men in the Episcopal Church for the use of the Holy Cross Monastery at West Park, New York, and (2) the Mt. Calvary Monastery of Santa Barbara, California. This bequest of one equal share of income shall be further divided equally by these two charities, and if for any reason the bequest of income to either of the above should fail, then the entire net income shall be paid to the other.

(b) St. Gregory's Priory (Episcopal) at Three Rivers, Michigan.

(c) The Order of St. Augustine of the Good Shepherd Monastery (Episcopal) at Orange City, Florida.

(d) The Order of St. Francis at Little Portion Monastery at Mt. Sinai, Long Island, New York.

(e) The American Congregation of the Society of St. John The Evangelist (Episcopal) now of Cambridge, Massachusetts.

Except as hereinabove provided, if any one or more of said beneficiaries mentioned in this item of my will shall cease to exist during the continuance of said perpetual trust or if the bequest herein made to them shall fail for any reason, then the net income shall be divided equally among the remaining beneficiaries mentioned in this item. In the event that all of the beneficiaries named in this item of my will should cease to exist or should for any reason be unable to receive the income from my perpetual trust estate, then and thereafter said trustee shall pay the net income from said trust estate annually to the Society of the Free Church of St. Mary The Virgin, a New York corporation, with its principal office now at 145 W. 45th Street, New York City, N.Y.

ITEM X. I direct my trustee throughout the duration of my perpetual trust to provide at least annually to each current income beneficiary named herein a report of the activities of the trustee in the administration of my charitable trust. The report should be sufficiently detailed to inform the beneficiaries of the activities of the trustee and should be calculated to assist the trustee to comply with § 509(a)(1)(B) of the Code and should contain, without limitation, the following information:

- (a) A list of all assets on hand at the ending date of the period covered by the report, with cost basis and current market value;

- (b) A statement of changes in assets during the period;
- (c) A statement of all income collected and distributed;
- (d) A statement of all charges made against the income and principal.

Trustee must also promptly comply with all requests of the beneficiaries for any additional information deemed necessary by the beneficiaries to investigate and insure that the trustee has invested the trust assets at a productive and reasonable rate of return and has not engaged in any activity which could bring about liability for excise taxes under §§ 4941, 4942, 4944, or 4945 of the Code.

ITEM XI. During the continuance of said perpetual trust, the trustee thereof shall have full power and authority to sell any and all personal property and real property belonging to said trust estate and to invest and from time to time reinvest the proceeds of such sales in other legal investments; provided, however, that it is my desire that the trustee of said perpetual trust shall retain all stocks, bonds and securities which originally come into his hands as such trustee and not sell or dispose of the same unless such stocks, bonds or securities are liquidated, called for redemption or purchased or retired by the respective corporations issuing the same.

ITEM XII. I name and appoint my brother, Oscar Wilson as executor of my estate and I authorize him, if he so desires, to designate a co-executor to serve with him by filing a written instrument signed and acknowledged by him in the Fayette County

Clerk's office within thirty days after my death. My said brother shall not be required to furnish any surety upon his bond as executor or co-executor of my estate. I hereby name and appoint as one of the executors of my estate such person or trust company as my said brother may so designate. If my said brother should fail or refuse to qualify as executor or co-executor of my estate or should fail to designate another executor as hereinbefore provided, or if the person or trust company so designated should fail or refuse to qualify as such, or if for any reason there should become a vacancy in the executorship of my estate then I name and appoint Security Trust Company of Lexington, Kentucky, as executor.

ITEM XIII. I give and grant unto my executor or executors, as the case may be, full power and authority to sell such part of my personal estate as may appear to such executor or executors to be proper in the administration thereof.

All powers herein granted to my co-executors shall be vested in my sole executor if at any time there should be a sole executor rather than co-executors.

All powers herein granted to my trustees shall be vested in a single trustee if at any time there should be only one trustee for the trust estates herein created.

IN TESTIMONY WHEREOF, I have hereunto affixed my signature this the 10th day of January, 1952.

/s/ Edgar Wilson



COMMONWEALTH OF KENTUCKY
FAYETTE CIRCUIT COURT
CIVIL ACTION 20-CI-00146

JPMORGAN CHASE BANK, N.A.,
as trustee of the Trust Under Will of Edgar Wilson

PETITIONER

v,

SMITHSONIAN ASTROPHYSICAL OBSERVATORY, et al.

RESPONDENTS

**MODIFICATION TO PARAGRAPH VIII OF THE WILL/TRUST
OF EDGAR WILSON (AS PREVIOUSLY MODIFIED BY FINAL JUDGMENT AND
ORDER AMENDING WILL OF MAY 24, 1996)**

ITEM VIII. Beginning five (5) years after the date of the death of my brother, Oscar Wilson, or beginning five (5) years after my death if my said brother should not survive me, I direct my trustee or trustees shall thereafter, during the continuance of the trust, annually set aside one-fourth (1/4), or twenty-five percent (25%) of the net income from the trust and pay the same to the Smithsonian Astrophysical Observatory (the "Observatory"), which shall with the said twenty-five percent (25%) distribution of the net income from the trust institute, maintain and provide for a perpetual program to support amateur astronomers. The Observatory shall hold the program for amateur astronomers every other year, and the program shall consist of presentations and training sessions from leading astronomers working in the field of comets and asteroids and shall include presentations that will be open to the public. I have, for many years, been interested in astronomy, and my purpose in making these annual bequests to the Observatory is to encourage and promote an interest in, and study of, astronomy. I direct that if the Observatory identifies any person or persons who shall have discovered new comets during the preceding year and shall have been classified as amateur astronomers (according to guidelines established by the Observatory), the Observatory award that person or persons with a commemorative plaque."

	10% Share Allocated	New Share Balance
10% Principal to Income Transfer	10.00%	0
Smithsonian Astrophysical Observatory	$=(25/90)*10\%=2.7777\%$	$=25\%+2.7777\%=27.7777\%$
Holy Cross Monastery, West Park, NY	$=(8.125/90)*.10\%=.9027\%$	$=8.125\%+.9027\%=9.027\%$
Mount Calvary Retreat House and Monastery, Santa Barbara CA	$=(8.125/90)*.10\%=.9027\%$	$=8.125\%+.9027\%=9.027\%$
St. Gregory's Priory (Episcopal) Three Rivers, Michigan	$=(16.25/90)*.10\%=1.805\%$	$=16.25\%+1.085\%=18.055\%$
St. Francis Society, at Little Portion Monastery at Mt. Sinai, Long Island NY	$=(16.25/90)*.10\%=1.805\%$	$=16.25\%+1.085\%=18.055\%$
The American Congregation of St. John the Evangelist (Episcopal) Cambridge MA	16.25%	$=16.25\%+1.085\%=18.055\%$

**PERCENT SHARE OF DISTRIBUTABLE
AMOUNT PER BENEFICIARY**



COMMONWEALTH OF KENTUCKY
FAYETTE CIRCUIT COURT
CIVIL ACTION 20-CI-00146

JPMORGAN CHASE BANK, N.A.,
as trustee of the Trust Under Will of Edgar Wilson

PETITIONER

v.

SMITHSONIAN ASTROPHYSICAL OBSERVATORY, et al.

RESPONDENTS

32. Starting in 2009 Trustee began calculating each charitable beneficiary's percentage of allocable distributable amount in accord with the chart as set forth in Exhibit E. ("the Chart") attached hereto and made a part hereof.

33. If any one or more of the Beneficiaries objects to its percentage of the distributable amount as provided in the Chart, Trustee requests that the charity or charities respond to this Petition with its suggested calculations, setting forth its manner and method of determining same.

34. If any one or more of the Beneficiaries objects to Petitioner's percentage calculations, upon obtaining a response from one or more of the objecting charities as to its preferred manner of determining the distributable amount, Petitioner requests that the Court enter its Declaratory Judgment as to the manner and method in which each charity's percentage distributable amount is to be determined going forward.