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LAST WILL AND TESTAMENT

of

JOYCE THUNHERST HILBERT

I, Joyce Thunherst Hilbert of Davidson County, Tennessee, declare this to be my Last Will and Testament and revoke all other Wills.

ARTICLE I
PAYMENT OF BURIAL AND FUNERAL EXPENSES

I authorize my Personal Representative to pay such sums as my Personal Representative deems proper for my cremation or burial and interment, including the disposition of the ashes or the acquisition of any burial site and the erection and engraving of monuments and markers, regardless of any limitation fixed by statute or rule of court and without order of court.

ARTICLE II
DISTRIBUTION OF TANGIBLE PERSONAL PROPERTY

I give all the rest of my tangible personal property my children who survive me, and my Personal Representative shall divide the property among my children as equally as is practical, having regard for each child's preferences. If, however, my Personal Representative shall determine that distributing any of the property to my children is undesirable or impractical, my Personal Representative shall sell it and add the proceeds to the rest of my estate.

ARTICLE III
DISTRIBUTION OF REST OF PROPERTY

I give each of my grandchildren, Leighton Anthony Hilbert and Katherine Nye Hilbert Allen, who survive me the sum of Ten Thousand Dollars ($10,000.00). I give all the rest of my property to my children, in equal shares, per stirpes. Each share created for a deceased child of mine who has one or more descendants then living shall be distributed to the then living descendants of the deceased child, per stirpes. Each share created for a deceased child of mine who has no descendants then living shall be distributed to my surviving child. In the event I have no surviving descendants, then I leave all my property to such person(s) who would inherit under the intestacy laws of the State of Tennessee.

ARTICLE IV
SUPPLEMENTAL DISTRIBUTION PROVISIONS

The provisions in this Will for the distribution of my estate shall be supplemented by the following:

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(A) Payment of death taxes. My Personal Representative shall pay all death taxes (including inheritance taxes) owed because of my death (including any interest and penalties) out of the residue of my estate. The payment of the taxes shall be made regardless of whether the taxes are owed on property passing under this Will or outside of this Will and regardless of whether the taxes are owed by my estate or by any beneficiary. My Personal Representative shall not be entitled to reimbursement from any beneficiary for the payment of the taxes.

(B) Survivorship requirement. Each beneficiary shall be deemed not to have survived me unless the beneficiary is living on the ninety-first day after the date of my death.

(C) Spendthrift provision. No interest of any beneficiary shall be subject to assignment, anticipation, claims of creditors or attachment by legal process, provided that this provision shall not be deemed to be a limitation upon the right of any beneficiary to renounce, in whole or in part, any provisions of this will for the benefit of such beneficiary, or upon any power of appointment herein granted. As to any interest renounced by a beneficiary, the will shall be construed as though such beneficiary predeceased me if the beneficiary's renunciation occurred within nine months following the date of my death and the beneficiary has not accepted any of the benefits so renounced.

(D) Distributions in lieu of statutory rights of spouse. The provisions in this Will for my spouse shall be in lieu of all of my spouse's statutory rights in my estate, except my spouse's statutory allowance for support. In the event that my spouse validly renounces this Will or exercises any of my spouse's statutory rights, other than the statutory allowance for support, then my estate remaining after the satisfaction of all my spouse's rights therein shall be administered and distributed in the manner provided herein as though my spouse had not survived me.

(E) Provision regarding power of appointment. I decline to exercise any power of appointment which I have and nothing in this Will is to be considered an exercise of any power of appointment, except to the extent necessary to pay, from the assets subject to the power of appointment, any additional death taxes attributable to such assets because of the inclusion of such assets in my taxable estate and, to that extent only, I exercise the power of appointment to pay such additional taxes.

ARTICLE VI
ADMINISTRATIVE POWERS OF PERSONAL REPRESENTATIVE

In addition to their existing authority, and unless this Will provides otherwise, my Personal Representative may:

(A) Powers regarding investments. Retain original investments and invest in any variety of real or personal property, including investment trusts and common trust funds; write call options on securities held by the estate; make investments without diversifying them; and retain investments with a view to possible increase in value, all without any

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obligation to keep the estate invested in the type of property designated by law or custom as legal for the investment of estate funds.

(B) Power to sell. Sell, lease or grant options with respect to any real or personal property, alone or in conjunction with any co-owner of such property, in such manner, for such purposes, for such prices and upon such terms, credits and conditions as may be deemed advisable. Any lease may extend beyond the period fixed by law for leases made by fiduciaries.

(C) Power to borrow. Borrow money from others, for any purpose connected with the protection, preservation or improvement of my estate and as security to mortgage or pledge any real or personal property (including purchases on margin), alone or in conjunction with any co-owner of such property, whenever and upon such terms and conditions as may be deemed advisable.

(D) Power to vote securities. Vote in person or by proxy with respect to any securities; consent, directly or through a committee or other agent, to the reorganization, consolidation, merger, dissolution or liquidation of any corporation; exercise conversion, subscription or other rights and make payment therefor, or sell or abandon such rights; and register any securities or other property in the name of a nominee or keep any part of them in such condition that they will pass by delivery.

(E) Powers regarding obligations. Renew, modify or extend the time of payment of any obligation, secured or unsecured, payable to or by my estate, or continue such obligation after maturity without renewal or extension, in such manner as may be deemed advisable; and pay, adjust, compromise, arbitrate, release or abandon claims or demands in favor of or against my estate, including the acceptance of real property in satisfaction of any obligation upon such terms as may be deemed advisable.

(F) Power to employ service providers. Employ agents, attorneys and any other persons whose services may reasonably be required in connection with the administration of the estate from time to time; delegate authority when such delegation is advantageous to my estate; and pay reasonable compensation therefor.

(G) Power regarding payment of expenses. Pay all expenses, taxes, penalties or other charges and charge the same against principal or income or partly against the principal and partly against the income of the whole or any part of my estate; and allocate or apportion gains and losses realized from the sale or other disposition of any asset as between principal and income and generally equitably determine what is principal and what is income of the estate; provided that this discretion shall be exercised so as to balance fairly the interest of the income and beneficiaries of the estate.

(H) Power to deal with related parties. Enter into any transaction authorized hereunder with the Personal Representative of Grantor's estate, with any beneficiary of Grantor's estate, with the Personal Representative of the estate of any beneficiary.

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(I) Power to exercise stock options. Exercise any stock options which I may have and borrow money for that purpose.

(J) Power to take charge of real estate. Take charge of any real property as a part of the probate administration of my estate for such period as my Personal Representative shall determine; collect the income therefrom, if any; and pay the taxes and expenses thereof, including the cost of keeping such property in adequate condition and repair, in such manner and to such extent as my Personal Representative shall deem advisable.

(K) Powers regarding real estate. Improve, manage and protect any real property at any time forming a part of my estate; contract respecting the manner of fixing the amount of present and future rentals; partition said property or any part thereof; grant easements or charges of any kind; carry insurance against such hazards, including public liability, in such amounts as may be deemed advisable; and establish out of income reserves for taxes, assessments, insurance, repairs, improvements, depreciation, obsolescence and general maintenance of buildings and other property, and for the equalization of payments to or for beneficiaries entitled to receive income, as may be deemed advisable.

(L) Power to sign documents. Sign and deliver any instruments that may be deemed advisable to carry out any of the foregoing powers. No person dealing with my Personal Representative shall be obligated to inquire into the validity of any action taken by them or be bound to see to the application of any money or other property paid or delivered to them.

(M) Power regarding basis allocation. To allocate any basis increase (including any spousal basis increase) otherwise allowed under Section 1022(b) of the Internal Revenue Code, including any subsequent Code Section to any property of the estate or which is otherwise includable in the my estate in such proportions and amounts as the Personal Representative shall determine. Any allocation made by the Personal Representative shall be binding and conclusive upon all parties and interests. In addition, the Personal Representative shall be indemnified and reimbursed from the estate for any liability or expense incurred by such Personal Representative in a fiduciary capacity by reason of any such allocation made by the Personal Representative.

(N) Additional powers. In addition, my Personal Representative may:

Power regarding joint income tax returns. Join with my spouse in filing joint income and gift tax returns for any period prior to my death and pay out of my estate any part or all of the taxes or interest found to be due with respect to such returns; and claim expenses as either income or estate tax deductions when an election is permitted by law and, if deemed appropriate, make adjustments of tax between income and principal.

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ARTICLE VII
FIDUCIARY PROVISIONS

(A) Appointment of Personal Representative. I appoint Todd Anthony Hilbert, as Personal Representative of my estate. If such Personal Representative shall fail to qualify or cease to act as Personal Representative, I appoint the following person as alternate or successor Personal Representative to serve in his stead.

Tamara Hilbert – First alternate

To the extent permitted by law, my Personal Representative shall be authorized, in the discretion of my Personal Representative, to have my estate administered without adjudication, order or direction of the court having jurisdiction over my estate.

(B) Waiver of bond, inventory and accounting. No bond or surety shall be required of any Personal Representative serving hereunder. To the extent permitted by applicable law, I waive any requirement that my Personal Representative perform and/or submit an inventory and accounting in the administration of my estate.

(C) Provisions for interpreting Will.

1. Definition of certain terms. Throughout this Will the use of any gender shall be deemed to include all genders, and the use of the singular the plural, and vice versa. The terms "child" and "descendant" shall include an adopted person and such adopted person's descendants, if, but only if, the adopted person is not more than twelve years of age on the date of the court order granting such adoption.

2. Captions. The captions of Articles and Paragraphs appearing herein are for convenience of reference only and shall have no significance in the construction or interpretation of this Will.

(D) Identification of children. At the date of execution hereof, I have the following children who are now living: Todd Anthony Hilbert and Tamara Hilbert.

I, the Testator, sign my name to this instrument this 23 day of March, 2015, and being first duly sworn, do hereby declare to the undersigned authority that I sign and execute this instrument as my will and that I sign it willingly (or willingly direct another to sign for me), that I execute it as my free and voluntary act for the purposes expressed in the will, and that I am eighteen years of age or older, of sound mind, and under no constraint or undue influence.

Joyce Thunherst Hilbert

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We, the witnesses, at the Testator's request, sign our names to this instrument, being first duly sworn, and do hereby declare to the undersigned authority that the Testator signs and executes this instrument as the Testator's will and that the Testator signs it willingly (or willingly directs another to sign for the Testator), and that each of us, in the presence and hearing of the Testator, hereby signs this will as witness to the Testator's signing, and that to the best of our knowledge the Testator is eighteen years of age or older, of sound mind, and under no constraint or undue influence.

_____ of Brentwood, Tennessee
Witness

_____ of Springfield, TN
Witness

_____
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AFFIDAVIT

State of Tennessee)
)
County of Williamson)

We, the Testator and the witnesses, respectively, whose names are signed to the attached or foregoing instrument, being first duly sworn, do hereby declare to the undersigned authority that the Testator signed and executed the instrument as the Testator's will and that the Testator had signed willingly (or willingly directed another to sign for the Testator), and that the Testator executed it as the Testator's free and voluntary act for the purposes expressed in the will, and that each of the witnesses, in the presence and hearing of the Testator, and at the request of the Testator, signed the will as witness and that to the best of the witnesses' knowledge the Testator was at that time eighteen years of age or older, of sound mind, and under no constraint or undue influence.

Joyce Thunherst Hilbert

Witness

Witness

Subscribed, sworn to and acknowledged before me by, Joyce Thunherst Hilbert, the Testator, and subscribed and sworn to before me by Sam Anderson, and Robert Sanford, witnesses, this 23 day of March, 2015.

Notary Public

My commission expires: 5-23-2018

THOMAS J ELMLINGER
NOTARY PUBLIC AT LARGE
WILLIAMSON COUNTY TN

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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 02 day of MARCH, 2017, in Docket Number 17P214, IN RE: HILBERT, JOYCE THURNHERST, 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 07 day of SEPTEMBER in the year 2017 and in the 241 year of American Independence.

RICHARD R. ROOKER, Clerk,

By: _____
Deputy Clerk

[SEAL]