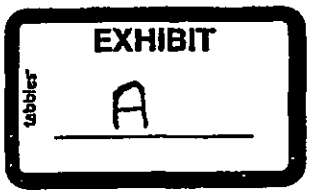
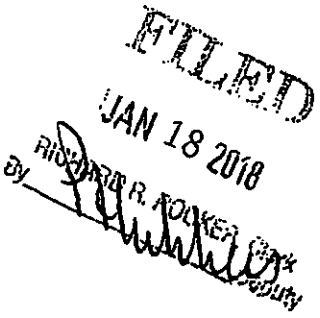
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LAST WILL AND TESTAMENT

OF

CORNELL CASEY GILMORE

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FILED
JAN 18 2018
RICHARD R. ROOKER, Clerk
By [illegible] Deputy

LAST WILL AND TESTAMENT

OF

CORNELL CASEY GILMORE

I, Cornell Casey Gilmore, a resident of Nashville, Davidson County, Tennessee, and a citizen of the United States, make, publish and declare this to be my Last Will and Testament, hereinafter referred to as my "Will" or "this Will," revoking all former Wills and Codicils made by me.

I am a widow, my husband, Arthur Emanuel Gilmore having predeceased me. I have two surviving children, Deborah Gilmore Haff and Paula Gilmore Brown. My daughter, Patricia Joanne Gilmore, predeceased me without issue surviving her.

ARTICLE I.
FIDUCIARY APPOINTMENT

I appoint my daughter, Deborah Gilmore Haff, of Emond, Oklahoma, and my daughter, Paula Gilmore Brown, of Nashville, Tennessee, to be the Co-Executors (collectively, Executor) of my estate. If either of them shall be unwilling or unable to serve for any reason, then the other may serve as sole Executor. I direct that no bond shall be required of my Executor in any jurisdiction.

Should an ancillary administration of my estate be necessary, I authorize my Executor to appoint an ancillary administrator who shall be vested with all of the powers granted to the Executor in my Will and shall also serve without bond, unless any named Executor should determine bond to be desirable.

ARTICLE II.
SPECIFIC BEQUESTS

1. Distribution of Personal Effects by Handwritten Memorandum.

I give and bequeath certain items of my personal and household effects to those persons designated in a separate writing that may be in existence at the time of my death, which will be written entirely in my own handwriting and signed and dated by me, and which will describe the items and the legatees with reasonable certainty. If no separate writing or list is found and properly identified by my Executor within sixty (60) days after my Executor's qualification as such, it shall be presumed that no such separate writing exists, and any subsequently discovered separate writing or list shall be ignored. In the event any person named in such separate writing shall predecease me, then the bequest made to such person shall lapse and become null and void.

C. C. G.
C. C. G.

2. Distribution of Remaining Personal Effects.

I give and bequeath all of my personal and household effects that are not specifically bequeathed pursuant to the aforesaid separate writing, including all jewelry and other articles of personal use, automobiles and their accessories, and any and all interests that I may have in furniture, furnishings, art, and household goods and equipment, together with any insurance policies thereon, to my children, with the issue of any deceased child taking his or her parent's share, *per stirpes*. The property shall be divided among them as they shall agree, or if they shall fail to agree upon the division within six (6) months from the date of my death, then the property shall be divided among them by my Executor, in my Executor's sole and absolute discretion, in as nearly equal portions as may be practicable, having due regard for the personal preferences of my children. If a distributee of any of the aforesaid property is a minor, then the guardian of the minor shall act for the minor with respect to the division and shall take possession of the items for the benefit of the minor. If the guardian has not distributed all of the items to the minor prior to the minor attaining age eighteen (18), then the final distribution shall be made at that time. Any articles not selected by or for my children may be sold either publicly or privately, or otherwise disposed of, as my Executor may elect, in my Executor's sole discretion, and any proceeds shall be added to my residuary estate. The reasonable cost of insuring, packing, shipping and storing such personal property shall be charged against my estate as an expense of administration.

ARTICLE III.
DISPOSITION OF RESIDUARY ESTATE

My Executor shall divide all of the rest, residue and remainder of my property, real and personal and of every kind and description, wherever located, including any lapsed or void legacy or devise (but not including any property over which I may have power of disposition or appointment) into as many separate and equal shares as I have children then living and deceased children with issue then living. My Executor shall then distribute one share to each of my children then living, and one share *per stirpes* among the issue of any deceased child, provided the share of any person who is a minor shall be distributed to a custodian for the beneficiary under the Tennessee Uniform Transfers to Minors Act and held pursuant thereto until the age of twenty-five (25).

ARTICLE IV.
FAILURE OF BENEFICIARIES

If all of my named or described beneficiaries should predecease me, or if there should at any time be no beneficiaries named or described to take any interest in trust prior to the termination of any trust hereunder, then the property shall be distributed among those persons who would have been entitled thereto under the laws of descent and distribution of the State of Tennessee if I had died intestate at such time owning such property in fee simple. If any property is to be distributed to any beneficiary who is a minor, such property shall be distributed to a custodian for the beneficiary under the Tennessee Uniform Transfers to Minors Act and held pursuant thereto until the age of twenty-five (25).

C. C. G.
C. C. G.

ARTICLE V.
DEBTS, ADMINISTRATION EXPENSES AND TAXES

1. Payment of Debts and Administration Expenses.

My Executor, in my Executor's sole discretion, may pay my legal debts, including funeral expenses, the cost of a suitable monument, unpaid charitable pledges (whether or not they are enforceable obligations of my estate), and costs of administration of my estate, and I hereby authorize my Executor, in case of any claim made against my estate, to settle and discharge the same in my Executor's sole discretion. In the event any property or interest in property passing under this Will, or by operation of law, or otherwise by reason of my death shall be encumbered by a mortgage or a lien, or shall be pledged to secure any obligation (whether the property or interest in property so encumbered or pledged shall be owned by me jointly or individually), it is my intention that such indebtedness shall not mandatorily be charged to or paid by my estate, but that my Executor shall have sole discretion as to whether said indebtedness shall be paid either in whole or in part. I direct that the proceeds of my life insurance payable to my estate or my Executor may, in my Executor's sole discretion, be used for the payment of debts or taxes.

2. Payment of Taxes.

I direct that my Executor pay as an expense of administration from my residuary estate, without apportionment against the share of any beneficiary, all transfer, estate, inheritance, succession and other death taxes (excluding GST taxes), together with any interest or penalty thereon, payable by reason of my death, whether in respect of property passing under this Will or otherwise (exclusive of any tax imposed as a result of §§2036, 2041 or 2044 of the Code, or a corresponding provision of state law). Any GST tax resulting from a transfer occurring under this Will shall be charged to the property constituting the transfer in the manner provided by applicable law, and any tax attributable to property included in my estate under §§2036, 2041 or 2044 of the Code shall be apportioned against and paid by the persons in possession thereof or benefited thereby, in the manner provided by law.

ARTICLE VI.
POWERS AND DUTIES OF EXECUTOR

I authorize my Executor in the exercise of all reasonable discretion with respect to all property, real and personal, at any time forming part of my estate, to exercise any or all of the powers set forth in T.C.A. §35-50-110 and §35-15-816, to the extent applicable, all of the provisions and powers of which are incorporated herein by reference as fully as if copied herein verbatim. In addition, the powers set forth in the statute on the date of the execution of this Will are granted even if said statute has been amended or repealed at the time of my death. In the administration and distribution of my estate, my Executor, in addition to and not by limitation of the duties and powers provided elsewhere in this Will or by statutory or common law, shall be governed by the following provisions:

C.C.G
C. C. G.

1. Authority to Administer Real Property.

My Executor shall have full authority and discretion to convey, improve, lease, encumber, or in any other manner deal with and administer any real property comprising an asset of my estate, without the approval of any court, the joinder of any beneficiary, or the disclosure of the identity of any beneficiary of my estate. Furthermore, for purposes of T.C.A. §31-2-103, all such real property shall be deemed to be personal property following my death, subject to sale by my Executor, acting without joinder of any beneficiary, for the purpose of facilitating the distribution of my estate among the beneficiaries of this Will, as well as for the purpose of paying taxes, administrative expenses, and any other expenses or debts of my estate, without first being required to exhaust all other personal property of my estate.

2. Power to Allocate Assets.

My Executor shall, in my Executor's sole discretion, make reasonable allocations of the property comprising my estate without apportioning each individual asset in order to satisfy any bequest made herein, to fund any trust created herein, or to divide any trust into separate trusts or shares.

3. Distributions to Incapacitated Beneficiaries.

If, pursuant to this Will, any property shall be payable outright to a person who is a minor, or is under any other legal, mental or physical disability (an "incapacitated beneficiary") my Executor shall have the power, exercisable in my Executor's discretion and without court approval, to pay such property, in whole or in part, to or for the benefit of an incapacitated beneficiary, to a parent, guardian, or conservator of an incapacitated beneficiary, to a custodian for an incapacitated beneficiary under a Transfers to Minors Act, to a §529 Plan on behalf of the incapacitated beneficiary exercising any options under such account consistent with the purposes herein set forth, in any prudent form of annuity purchased for the use and benefit of the beneficiary, to another trust for the benefit of the incapacitated beneficiary, or to any adult with whom an incapacitated beneficiary may reside. The recipient of such property, on behalf of an incapacitated beneficiary, shall not be required to furnish bond or file any accountings with respect to such property, unless my Executor should direct otherwise; and the receipt of such property by the recipient shall discharge my Executor from any further responsibility or liability with respect to such property.

4. Administrative Powers and Duties.

(a) Inventory and Accountings.

I relieve my Executor from the duty to file any inventory or accountings with any court. However, my Executor, upon the request of one or more residuary beneficiaries of my estate, shall prepare an inventory of estate assets and an accounting of their disposition.

C. C. G.
C. C. G.

(b) Compensation of Executor.

The Executor shall be entitled to reasonable compensation for services rendered and may be reimbursed for reasonable expenses incurred in carrying out the Executor's duties.

(c) Employment of Agents.

My Executor shall be authorized, in my Executor's discretion, to employ accountants, attorneys, investment advisors, or other institutions or persons, to assist in the administration and investment decisions for my estate, or to enter into a custodial arrangement with a bank or other financial institution of the my Executor's choosing. The fees of any person or institution employed by my Executor in accordance with this paragraph may be paid from the income or principal of my estate.

5. Tax Elections and Consents.

(a) Tax Returns.

I specifically authorize my Executor to execute and file income and gift tax returns for the year in which my death occurs and for any years prior thereto. My Executor shall incur no personal liability for any action taken in good faith in accordance with either of the foregoing authorizations.

(b) Deductions.

I am cognizant of the fact that the provisions of the Code (and other applicable laws) in force at the time of my death, and applicable to my estate, may permit my Executor to elect to claim certain administration and other expenses as deductions, either in the income tax returns of my estate or in the estate tax return. It is my desire that my Executor elect to claim from time to time such expenses as deductions on the particular tax returns which, in my Executor's opinion, should result in the smallest combined taxes being paid, irrespective of whether such expenses shall be payable from income or corpus; and my Executor is directed not to make adjustments between income or principal, or between property interests passing to beneficiaries under my Will which may be substantially affected as a result of any election under this Article. It is my wish that such property interests as may be determined as a result of my Executor's election under this Article shall be the interest such beneficiary shall receive. I exonerate my Executor from all liability for any such election and direct that no beneficiary shall have any claim against my Executor or my estate by reason of the exercise of my Executor's judgment in this respect.

C.C.G.
C. C. G.

ARTICLE VII.
MISCELLANEOUS PROVISIONS

1. References and Meaning of Terms.

(a) Code.

Unless specifically provided to the contrary, the term "Code" shall mean the federal Internal Revenue Code of 1986, as from time to time amended, or any successor federal laws thereto, and shall also include the Treasury regulations promulgated thereunder.

(b) Construction.

Throughout this Will, the singular number shall be deemed to include the plural, the plural the singular, and the use of any gender shall be applicable to all genders, as the context may require. Paragraph headings are used for convenience only, and shall not be resorted to for interpretation of this Will. If any portion of this Will is held to be void or unenforceable, the remainder shall nevertheless be carried into effect.

(c) Family.

As used herein, the terms "child," "children" and "issue" are intended to include persons born after the execution of this Will as well as adopted persons. The term "adopted" as used herein shall include any person adopted by me and any minor child adopted by a beneficiary. Unless specifically provided to the contrary, whenever a provision has been made for a child to take his or her deceased parent's share, in the event such child is also deceased, his or her share shall pass to his or her issue, *per stirpes*. Whenever a distribution is directed to be made to the issue of a deceased person, *"per stirpes"*, the amount to be distributed shall be divided into a sufficient number of equal shares to create one share for each child of the deceased person who is then living, and one share for each deceased child of the deceased person who left issue who are then living (with the share created for the deceased child to again be divided among his or her issue in like manner). A child in gestation, who is later born alive, shall be regarded as a child in being during the period of gestation, in determining whether any person has died without leaving surviving issue, and in determining, on the termination of any trust created hereunder, whether such child is entitled to share in the disposition of the trust's then remaining principal and undistributed income; provided, however, for all other purposes such child's rights shall accrue from the child's date of birth.

(d) Fiduciaries.

All references in this Will to the "Executor" shall mean the Executor named herein or any alternate or successor thereto. The foregoing term is used for convenience, regardless of the gender or number of parties serving in such capacities, and such terms shall be read as the context shall require.

C. C. G.
C. C. G.

(e) T.C.A.

All references to "T.C.A." shall mean Tennessee Code Annotated, as amended from time to time.

2. Determination of Incapacity.

For purposes of this document, a person, whether a fiduciary or a beneficiary, shall be deemed to be in a state of incapacity if (a) such person is so declared, and a conservator for such person has been appointed, by a court of competent jurisdiction in the county in which such person resides; (b) upon presentation of a certificate executed by two physicians (preferably such person's personal physicians) stating that (i) each of them is unrelated to the person and is licensed and board certified to practice in the State in which such person resides or is hospitalized, (ii) each of them has made a personal mental and physical examination of such person within the preceding thirty (30) days of such certificate, and (iii) each of them is of the opinion that because of accident, illness (including, but not limited to, drug or alcohol abuse), age, mental or physical condition, or other infirmity, such person is unable to handle his or her own affairs; or (c) upon credible evidence, determined to be currently applicable to such person, that such person (i) has disappeared, (ii) is unaccountably absent, or (iii) is incarcerated or otherwise detained under duress so that such person is unable effectively and prudently to handle his or her own affairs. Once determined, such incapacity shall be deemed to continue until such court order, certificate, and/or circumstances have been revoked or become inapplicable. A physician's certificate may be revoked by a similar certificate stating that such person is no longer incapacitated, executed either (a) by the original certifying physicians, or (b) by two other licensed, board certified, unrelated physicians. A fiduciary shall be under no duty to institute an inquiry into a person's incapacity, but the expense of an inquiry reasonably instituted may be paid from the trust estate. Any incapacitated fiduciary shall be deemed to have resigned as of the date of the determination of his or her incapacity.

3. Qualified Disclaimer.

Any person entitled to receive property under the terms of this Will may disclaim all or any part of the property otherwise passing to him or her by complying with the statutory requirements of §2518 of the Code, as amended, and the federal regulations thereunder, and T.C.A. §31-1-103, as amended, or other applicable provisions of law. Unless otherwise provided herein, such disclaimed property shall be distributed pursuant to the terms of this Will as if the disclaiming person had predeceased me.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name to this my Last Will and Testament, consisting of eight (8) pages, and on each page I have affixed my initials or my signature for better identification, this 6th day of November, 2013.

Cornell Casey Gilmore
Cornell Casey Gilmore

C. C. G.
C. C. G.

The foregoing instrument was signed, published and declared by Cornell Casey Gilmore (the "Testator"), to be the Testator's Last Will and Testament, in the presence of all of us at one and the same time, and we, at the request and in the presence of the Testator, and in the presence of each other, having hereunto subscribed our names as witnesses this 6th day of November, 2013.

WITNESS:	ADDRESS:
Carla L Lovell	6770 Pennywell Drive Nashville, TN 37205
Jerri J Chilcote	3162 Brinstead Drive Franklin TN 37064

C. C. G.

C. C. G.

STATE OF TENNESSEE)
)
COUNTY OF DAVIDSON)

AFFIDAVIT

On this day Carla L. Lovell and Jerrie J. Chilcote personally appeared before me, the undersigned Notary Public, and after being duly sworn according to law, depose and say:

1. That they are more than eighteen (18) years of age.

2. That they witnessed the execution of the Last Will and Testament of Cornell Casey Gilmore (the "Testator"), dated this 6th day of November, 2013 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 the Testator's 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 the Testator's 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 was, in their opinion, more than eighteen (18) years of age, of sound mind and disposing memory, and did not appear under any undue influence.

Carla L Lovell

Jerrie J Chilcote

Subscribed and sworn to before me, this 6th day of November, 2013.

Erin M. Walker
NOTARY PUBLIC

My Commission Expires:

11-5-14

ERIN M. WALKER
STATE OF TENNESSEE NOTARY PUBLIC
DAVIDSON COUNTY

651537.1 10142-001

STATE OF TENNESSEE

I, RICHARD R. ROOKER, Clerk of the Circuit Court for Davidson County, do hereby certify that the foregoing is a true and complete copy of the **LAST WILL & TESTAMENT** heretofore assigned to Seventh Circuit Court (Probate Division) for Davidson County, Tennessee, Case No. **18P3.**

ESTATE OF CORNELL CASEY GILMORE

IN TESTIMONY WHEREOF, I hereunto subscribe my name and affix the seal of said Court, at office, in Nashville, the 18th day of January in the year Two Thousand and Eighteen.

RICHARD R. ROOKER, Clerk

By: _____
Deputy Clerk

CERTIFICATE OF AUTHENTICITY

I, Carla L. Lovell, do hereby make oath that I am a licensed attorney and/or the custodian of the electronic version of the attached document tendered for registration herewith and that this is a true and correct copy of the original document executed and authenticated according to law.

Carla L. Lovell

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Before me, a Notary Public in and for the County and State aforesaid, personally appeared, Carla L. Lovell, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who acknowledges this certification of an electronic document is true and correct.

WITNESS my hand and seal at office in Nashville, Tennessee, this 18th day of January, 2018.

Notary Public

My Commission Expires: 9/7/21

BEVERLY SEBASTIAN
STATE OF TENNESSEE NOTARY PUBLIC
My Comm. Exp. Sept. 7, 2021
DAVIDSON COUNTY