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LAST WILL AND TESTAMENT

OF

MARY FRANCES STEINER

I, **MARY FRANCES STEINER**, a citizen and resident of Davidson County, Tennessee, being of sound mind and disposing memory, do hereby make, declare and publish this to be my Last Will and Testament, hereby expressly revoking any and all prior wills and codicils at any time heretofore made by me.

ITEM 1: I direct that all my just debts, including funeral expenses and expenses of administration and any estate and inheritance taxes which may be assessed with respect to my estate or any part thereof, shall be paid by my Personal Representative hereinafter named as soon as practicable after my death. I further direct that all estate, inheritance and other taxes of the same nature (except any generation-skipping taxes imposed by the Internal Revenue Code or by any state) which are payable because of my death, including any interest or penalties thereon, with respect to the property comprising my estate for such tax purposes, whether or not such property passes under this Will and whether such taxes are payable by my estate or by any recipient or beneficiary of any such property, shall be paid entirely out of my residuary estate as an expense of administration and without apportionment, and with no right of reimbursement from any recipient or beneficiary of any such property. No part of said debts, expenses and taxes

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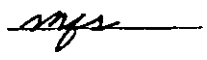
shall be charged against or paid out of any part of my estate so as to render taxable any amounts otherwise qualifying for the marital deduction.

My Personal Representative is specifically authorized, in my Personal Representative's discretion, to apply the proceeds from any insurance policies on my life which are payable to my estate in paying debts, expenses of administration and taxes, notwithstanding the provisions of any state law to the contrary; provided, however, that this provision shall not be construed so as to make the proceeds of any insurance subject to debts, taxes or expenses, or to waive the exemption as provided in Tennessee Code Annotated Section 56-7-201, or successor provisions.

ITEM II: I intend to leave a letter designating my desires as to certain articles of personal property being given to certain persons. In such event, it is my request that my Personal Representative honor this letter, and that my husband and other family members abide by the request set forth in such letter. However, such letter shall not constitute a testamentary devise, and my Personal Representative shall not be bound by such letter. Any items mentioned in such letter and not treated as set forth in such letter shall pass as provided below in this item.

I hereby leave my diamond ring to my daughter in law, Nida Steiner. The remainder of my diamonds shall pass to my daughter, Ann Steiner.

I devise to my husband, Francis Joseph, Jr. Steiner, all items of tangible personal property, personal effects, household contents, and automobiles as I own at the time of my death. If my husband, Francis Joseph Steiner, Jr., does not survive me, then those properties shall go to my children equally, with the issue of any deceased child representing his or her parent, per stirpes. My Personal Representative may distribute the share of any minor beneficiary to such beneficiary, or to the person with whom such beneficiary is residing. If in the discretion of my



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Personal Representative any of such property is not suitable for delivery, the Personal Representative may retain such property in safekeeping for future distribution, or may sell such property and add the proceeds to my residuary estate.

ITEM III: If my husband, Francis Joseph Steiner, Jr., shall survive me, then I direct my Personal Representative to divide all the rest and residue of my property, real, personal, and mixed, of whatever kind and character, and wheresoever situated, including the proceeds of any insurance policies payable to my estate or my Personal Representative (herein the "Residuary Estate"), into two separate shares, which are designated as the Marital Share and the Family Share. Said property shall be allocated between those shares in the following manner:

(i) First, to the Family Share, a portion of the Residuary Estate which is equal in value to the Exemption Equivalent. The term "Exemption Equivalent" shall mean an amount equal to the largest amount which will, after allowing for the applicable credit amount against the Federal Estate Tax and the credit (or deduction, if applicable) for state death taxes (to the extent the use of such credit or deduction does not increase the death tax payable to any state) but no other credit, result in no Federal Estate Tax being payable by my estate.

(ii) Second, to the Marital Share, the remainder of the Residuary Estate.

The portion of the Residuary Estate allocated to the Family Share and the Marital Share pursuant to subparagraphs (i) and (ii) above may be selected by my Personal Representative, but in determining the amount to be allocated to each Share, assets shall be valued at the same amounts as are used in determining the Federal Estate Tax imposed on the transfer of my estate, and the assets allocated to each Share must be fairly representative of the appreciation and depreciation (from the Federal Estate Tax values) in the value of all property (including cash)

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available for allocation, and there shall be allocated to the Marital Share only assets which do qualify for the marital deduction for both federal estate tax and any applicable state inheritance, estate or other similar tax purposes (including, without limitation, Section 67-8-315 of the Tennessee Code Annotated) in a manner that minimizes the total of such taxes imposed upon my death. The allocations to the Family Share and to the Marital Share shall carry with them (as income and not as principal) a proportionate share of the income of the Residuary Estate from the date of my death.

If my said husband, Francis Joseph Steiner, Jr., does not survive me, then I give, devise and bequeath to the STEINER FAMILY TRUST as provided and described in ITEM VI below, all of the rest, residue and remainder of my property, real, personal, and mixed, tangible and intangible, of whatever kind and character, and wheresoever located, including the proceeds of any insurance policies payable to my estate or my Personal Representative.

ITEM IV: The Family Share of the Residuary Estate shall be held, administered, and distributed by the Trustee named herein in two (2) separate trusts to be known respectively as the STEINER TENNESSEE MARITAL TRUST and the STEINER FAMILY TRUST. The Family Share of the Residuary Estate shall be allocated between those Trusts in the following manner:

(i) AMOUNT ALLOCATED TO STEINER TENNESSEE MARITAL TRUST. First, if my husband, Francis Joseph Steiner, Jr., survives me, I direct the Personal Representative to set aside a portion of the Family Share to be held in a separate trust, to be known as the STEINER TENNESSEE MARITAL TRUST, that portion of the Family Share of the residuary trust estate that exceeds the Tennessee Exemption. The term "Tennessee Exemption" shall mean an amount equal to the largest amount that will, after allowing for the maximum single exemption provided

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by Section 67-8-316 of the Tennessee Code Annotated, as amended (or any successor section thereof), result in no Tennessee Inheritance Tax being payable by my estate; provided that if I am not a resident of the State of Tennessee at my death, then I direct that no allocation be made to the STEINER TENNESSEE MARITAL TRUST, and all of the Family Share of the Residuary Estate be allocated to the STEINER FAMILY TRUST.

(ii) AMOUNT ALLOCATED TO STEINER FAMILY TRUST. Second, I direct the Personal Representative to set aside all of the rest, residue, and remainder of the Family Share of the Residuary Estate in a separate trust to be known as the STEINER FAMILY TRUST. The portion of the Family Share allocated to the STEINER TENNESSEE MARITAL TRUST and the STEINER FAMILY TRUST may be selected by my Personal Representative, but in determining the amount to be allocated to each Trust, assets shall be valued at the same amounts as are used in determining the Federal Estate Tax imposed on the transfer of my estate, and the assets allocated to each trust must be fairly representative of the appreciation and depreciation (from the Federal Estate Tax values) in the value of all property (including cash) available for allocation, and there shall be allocated to the STEINER TENNESSEE MARITAL TRUST only assets that qualify for the marital deduction for state inheritance, estate, or other similar tax purposes (including, without limitation, Section 67-8-315 of the Tennessee Code Annotated) in a manner that minimizes the total of such taxes imposed upon my death. The allocation to the STEINER FAMILY TRUST and the STEINER TENNESSEE MARITAL TRUST shall carry with them (as income and not as principal) a proportionate share of the income of the Family Share of the residuary trust estate from the date of my death.

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ITEM V: CREATION OF THE STEINER TENNESSEE MARITAL TRUST. I give, devise, and bequeath that portion of the Family Share allocated to the STEINER TENNESSEE MARITAL TRUST to the Trustee named herein to hold in the STEINER TENNESSEE MARITAL TRUST, which shall be held, administered and distributed according to the following terms:

(i) I direct the Trustee to pay all of the net income from the STEINER TENNESSEE MARITAL TRUST to my spouse, Francis Joseph Steiner, Jr., during his life, and to pay to his estate all income accrued but unpaid at his death. Income shall be paid to my husband, Francis Joseph Steiner, Jr., at least quarterly or at more frequent intervals if such is feasible in the discretion of the Trustee.

(ii) During the lifetime of my husband, Francis Joseph Steiner, Jr., my Trustee shall make no distributions of income or principal to or for the benefit of any person other than my said husband.

(iii) Upon the death of my said husband, Francis Joseph Steiner, Jr., any income received or accrued by the Trust prior to the time of his death and not paid to him shall be paid to his estate.

(iv) Upon the death of my husband, Francis Joseph Steiner, Jr., if the STEINER TENNESSEE MARITAL TRUST is includable in my husband's gross estate for estate or inheritance tax purposes, the Trustee (if so requested by the Personal Representative of my husband's estate) shall pay from the assets of the STEINER TENNESSEE MARITAL TRUST all or part of any estate, inheritance and succession taxes resulting from the inclusion of the STEINER TENNESSEE MARITAL TRUST in my husband's said gross estate. The taxes

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attributable to all Marital Trusts created in this document shall be computed collectively on a marginal (rather than average) basis, and the portion of the taxes attributable to each Marital Trust shall be determined on a pro-rata basis according to the net fair market value of each Marital Trust.

(v) Except as provided above, upon the death of my husband any property remaining in the STEINER TENNESSEE MARITAL TRUST shall be paid over to the Trustee of the STEINER FAMILY TRUST, to be held, administered and distributed in accordance with the terms and provisions of the STEINER FAMILY TRUST.

ITEM VI: CREATION OF STEINER FAMILY TRUST: I give, devise, and bequeath that portion of the Family Share allocated to the STEINER FAMILY TRUST to the Trustee named herein to hold in the STEINER FAMILY TRUST, which shall be held, administered and distributed according to the following terms:

(i) During the life of my husband, Francis Joseph Steiner, Jr., the income from the STEINER FAMILY TRUST shall be paid over to or for the benefit of my said husband, Francis Joseph Steiner, Jr. Further, during the life of my said husband, the Trustee shall hold, manage, invest, and reinvest the trust property and shall use such part of the principal thereof as the Trustee may deem necessary or appropriate in the Trustee's discretion to provide for the support of my husband in the manner to which we were accustomed as of my death; provided, however, that any such decision for the benefit of my spouse shall be made by an independent Trustee, and my husband shall not participate in any such decision for my husband's benefit.

(ii) Upon the death of my said husband, Francis Joseph Steiner, Jr., any property remaining in this Trust at the death of my said husband (or eligible to be distributed into such

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Trust if my husband, Francis Joseph Steiner, Jr. did not survive me) shall be distributed as follows:

All of the interest in our residence located at 1106 Chateau Lane, Nashville, Davidson County, Tennessee, shall be delivered to my daughter, Ann Steiner, in fee simple absolute.

The sum of Four Hundred Thousand Dollars ($400,000) shall be delivered to our son, Frank Steiner, per stirpes.

All the rest, residue and remainder of the trust, including any accumulated but undistributed income shall be delivered out right and free of trust, to my children, Ann Steiner and Frank Steiner, equally, per stirpes.

If at any time before the final distribution and termination of this Trust, should any beneficiary then entitled to currently share in income be deceased, leaving issue living, then the decedent's share shall be held in trust for such issue on the same terms as held for the deceased beneficiary, per stirpes.

Should no child or issue of a child as described above survive to take any corpus or income not fully distributed, then the remainder of such corpus or income shall be distributed as though I had died intestate, a resident of Tennessee, possessed of such property, on the date of the last such beneficiary's death.

Whenever the Trustee makes any distribution of the corpus of this Trust, the Trustee shall be authorized to withhold distribution of an amount of property sufficient, in the Trustee's judgment, to cover any liability that may be imposed on the Trustee for estate taxes, for any taxes imposed on any transfer deemed a generation-skipping transfer under the provisions of the

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Internal Revenue Code of 1986, as amended, or for other taxes, until such liability has been finally determined.

In addition to the other powers granted herein, the Trustee of any Trust or Trust Share created hereunder, in such Trustee's discretion, shall have the following rights:

(i) the Trustee may elect to combine such Trust or Trust Share with another trust for the same beneficiaries, having similar terms and provisions, whether such combination is for administrative purposes, investment purposes or in total; and,

(ii) so long as the Trustee is not the then income beneficiary, the Trustee may elect to terminate the Trust, or any Trust Share thereof, and distribute the remaining corpus and income to the then income beneficiary or beneficiaries, should the Trustee determine that continuing to maintain the Trust or Trust Share in existence is no longer economic or appropriate.

The powers to distribute or accumulate income and to encroach upon principal granted under this Article shall not constitute a general power of appointment. No Trustee shall have the right to participate in any decision to distribute or accumulate income or to encroach for the benefit of such Trustee, the creditors of such Trustee, the estate of such Trustee, the creditors of the estate of such Trustee or to satisfy the legal obligations of such Trustee. Further, no Trustee shall participate in any decision to distribute or accumulate income, or to encroach, for the benefit of, or to satisfy the legal obligations of support, of such Trustee.

ITEM VI: I hereby give, devise and bequeath the Marital Share to my husband, Francis Joseph Steiner, Jr., outright, in fee simple absolutely, should he survive me.

ITEM VII: I hereby nominate, constitute and appoint my children, Ann Steiner and Frank Steiner, or either one independently should one decline to serve, as Personal

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Representative(s) of this my last will and testament and I expressly excuse each from making bond, filing inventory or making an accounting to any Court in such capacity.

ITEM VIII: I hereby nominate, constitute and appoint my children, Ann Steiner and Frank Steiner, or either one independently should one decline to serve, as Trustee(s) of the trusts provided for in Items IV, V and VI, supra. My said Trustee(s) shall be expressly excused from making bond or filing inventory or an accounting in any court in such capacity. I direct, however, said Trustee(s) shall make a full and complete accounting at least annually to all adult beneficiaries of the trusts established in Items IV, V and VI, supra, and to the guardian, legal or natural, or custodian (if there be no such guardian) of any minor or incompetent beneficiary.

Whenever in a Trust created herein income or corpus is required to, or may, be paid to a beneficiary or whenever the Trustee encroaches upon the income or corpus of a Trust or Trust Share for the benefit of a beneficiary, then such income or corpus may be paid to such beneficiary directly or to anyone else for the use or benefit of such beneficiary (including the guardian if such person be a minor), irrespective of the age or mental competency of such beneficiary, as the Trustee deems proper, and the receipt of the person to whom the payments are made shall be a sufficient acquittance for the Trustee, and such payments made by my Trustee may be made without the intervention of any Guardian or the approval of any Court. The Trustee shall, also, in the Trustee's discretion, have the right to make any distribution in such additional trust, or subject to such terms and conditions, as the Trustee may deem consistent with the purposes of this Trust, and with the health, education, maintenance and support of such beneficiary. Neither income or corpus which is required to, or may, be paid to a beneficiary, nor

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payments when the Trustee encroaches upon the income or corpus of a Trust for the benefit of a beneficiary, whether during the term of the Trust or at termination shall be considered a mandatory distribution of income or principal as that term is used in Tennessee Code Annotated, Section 35-15-506. The provisions of this paragraph shall not apply to any marital trust intended to qualify for the marital deduction, but shall apply to any other Trust created herein unless such Trust expressly provides to the contrary.

ITEM IX: I authorize my Personal Representative and my Trustee (including any substitute or successor personal representative or trustee) in the exercise of a reasonable discretion with respect to all property, real, personal or mixed, at any time forming a part of my estate to exercise any or all of the powers set forth in Section 3 of Chapter 110 of the Tennessee General Assembly of 1963, Tennessee Code Annotated, Section 35-50-110, now in effect or as hereafter amended, to the extent applicable, all of which provisions and powers are incorporated herein by reference as fully as if copied herein verbatim.

Notwithstanding the foregoing, the beneficiaries of any Trust shall have the power to require the Trustee to convert property which is unproductive of income to income-producing property within a reasonable time.

I hereby authorize my Personal Representative, in such Personal Representative's discretion, within nine (9) months after the date of the transfer which created an interest in me, to disclaim in whole or in part any bequest or devise or any interest in any bequest, or any Trust provided for my benefit under the Will of any person or under any trust established for my benefit at any time.

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I hereby authorize my Personal Representative or my Trustee to create accounts such as those allowed under the Uniform Transfers to Minors Act, as now or hereafter in effect in Tennessee, or successor or similar statutes allowing creation of accounts.

If I am engaged in any business activity as of the date of my death, I expressly grant my Personal Representative or Trustee the authority to continue, expand, contract, sell or close such business in such fiduciary's reasonable discretion, and to take all actions reasonable or necessary to do so. I further waive any requirements on the Personal Representative or Trustee as to diversification of investments to the extent that they may elect to continue any such business.

I recognize that my Personal Representative or a Trustee may not be a professional fiduciary and in order to induce such person to serve in such capacity, I hereby direct that the assets of the Estate, and any Trust of which such person is a Trustee, be used to indemnify and hold my Personal Representative, or such Trustee, harmless with respect to any and all acts, except for fraud or bad faith of such person, in connection with: (i) the administration of my Estate, or any Trust held hereunder or (ii) the investment of the assets with respect to my Estate, or any Trust.

My Personal Representative and any Trustee shall have the power to hire persons, including accountants, attorneys, auditors, investment advisors, or other agents even if they are associated or affiliated with my Personal Representative or a Trustee to advise or assist my Personal Representative or a Trustee in the performance of administrative duties. This power shall include, but not be limited to, attorneys, accountants or other professionals who may be partners of or associates with my Personal Representative or a Trustee in the practice of law, accounting or other professions.

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It is my intention that my fiduciaries shall be properly compensated for their service. Any corporate fiduciary shall be entitled to charge for fees and expenses amounts consistent with those generally charged by reputable corporate fiduciaries for such services in the area where such corporate fiduciary is located. Any individual fiduciary shall be entitled to charge for fees and expenses amounts consistent with those generally charged by reputable corporate fiduciaries in the area where such individual fiduciary's office is located.

Whenever under this Will, any fiduciary, including, but not limited to a Personal Representative or Trustee, is granted the right to take action in such fiduciary's "discretion", then such "discretion" shall mean the discretion of such fiduciary, except as limited by the specific language of this document and specific provisions of law applicable to such decisions. It is my intention that the term "discretion" as used herein shall be interpreted as broadly as possible, except as limited by the specific language of this document and specific provisions of law applicable to such decisions.

The powers granted to a Personal Representative or Trustee under this Will shall not constitute a general power of appointment. No fiduciary shall have the right to participate in any decision for the benefit of such fiduciary, the creditors of such fiduciary, the estate of such fiduciary, the creditors of the estate of such fiduciary or to satisfy the legal obligation of such fiduciary. If at any time any fiduciary is uncertain as to the interpretation of this document, as to such fiduciary's authority under this document, as to the appropriate actions to take or any other matter arising in such fiduciary's administration (whether or not involving the fiduciary's discretion), the fiduciary shall have the authority to file appropriate pleadings in the court having jurisdiction of such estates or trusts to obtain a decision by such court as to any such matter.

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At anytime when it shall become necessary to divide assets between any of the beneficiaries herein named, or within any Trust created herein, or to distribute any of said assets, such division or distribution shall be made in such manner as the Personal Representative or Trustee, as the case may be, deems proper and may be made in cash or in kind, or partly in cash and partly in kind. The judgment of the Personal Representative or Trustee, as the case may be, on the relative value of assets shall be binding and conclusive on all parties interested. Further, in making distribution of assets the Personal Representative or Trustee, as the case may be, shall not be required to distribute a particular asset pro rata to all beneficiaries entitled to receive a distribution, and the Personal Representative or Trustee, as the case may be, may make division and distribution of assets without regard to the basis of such assets for Federal or State income tax purposes.

I direct pursuant to T.C.A. § 31-2-103 that any interest in real property which I may own at my death be administered as part of my Estate subject to the control of my Personal Representative, who shall have full power to grant, bargain, sell, convey, lease, encumber, manage and otherwise deal in any lawful manner with said real property at any time during the administration of the Estate, in the sole discretion of my personal representative, without the approval or joinder of any beneficiary and without the necessity of any person or entity looking to the application of any proceeds that may or might result from any acts of my personal representative in the premises.

ITEM X: No beneficiary of any trust created in this Will shall have the power to anticipate, transfer, sell, assign or encumber any payment or distribution of either principal or income to be made under the provisions of any trust and any anticipation, transfer, sale,

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assignment or encumbrance of any interest of any beneficiary, whether of principal or income, whether by voluntary act or by operation of law, shall be void and no payment or distribution shall be made by the Trustee to any creditor, assignee, receiver or trustee in bankruptcy of any beneficiary. If, notwithstanding the above, it shall be held that the interest, whether of principal or income, of any beneficiary of any trust under my Will, has vested in any vendee, transferee, assignee, receiver or trustee in bankruptcy of such beneficiary, whether by voluntary transfer or by operation of law, then to the extent of that transfer, sale, assignment or encumbrance, the interest shall cease and the Trustee may thereupon apply any payment or distribution, whether of income or principal, thus attempted to be sold, transferred, assigned, levied upon or taken, to the use of the beneficiary who would have been entitled to it in the absence of such transfer, assignment, levy or encumbrance or to the use of such beneficiary's family, as the Trustee in her uncontrolled discretion may deem best.

ITEM XI: In the event my husband and I shall die simultaneously or under circumstances which make it difficult to determine which of us died first, I direct that my husband, Francis Joseph Steiner, Jr., shall be deemed to have predeceased me for the purposes of this Will, and I direct further that the provisions of this Will be construed upon that assumption, irrespective of any provision of law establishing a contrary presumption or requiring survivorship for a fixed period as a condition of taking property by inheritance.

ITEM XII: My husband, or my husband's personal representative, if my husband shall fail to survive me for the time period granted for disclaimers by Tennessee Code Annotated Section 31-1-103, is hereby authorized to disclaim all or any part of his interest in my estate under this Will or otherwise. After any disclaimer or release, the interest disclaimed shall pass to

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the STEINER FAMILY TRUST created in this Will and shall be held, administered and distributed according to the terms and conditions as set forth therein.

IN WITNESS WHEREOF, I, MARY FRANCES STEINER., have hereunto set my hand this the 2 day of Dec, 2009.

Mary Frances Steiner
MARY FRANCES STEINER

The said **MARY FRANCES STEINER** of sound mind and disposing memory, signed the foregoing instrument in our sight and presence as and for her Last Will and Testament and signified and declared to us that same was her Last Will and Testament, and we, the undersigned, at her request, and in her presence and sight and in the presence and sight of each other, have hereto subscribed our names as attesting witnesses the day and date above written.

CLE MT

ADDRESS Franklin, TN

Amanda Minor

ADDRESS Franklin TN

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AFFIDAVIT

STATE OF TENNESSEE)
COUNTY OF WILLIAMSON)

We, Charles E. Morton IV and Amanda Minor, being the attesting witnesses to the foregoing will of **MARY FRANCES STEINER,** and being first duly sworn according to law, make oath that she signed the foregoing will consisting of sixteen (16) pages, this page not included, on the 2nd day of December, 2009, in our joint sight and presence and declared the same to be her Last Will and Testament; and that we in her sight and presence and in the sight and presence of each other, at her request, signed our names thereto as attesting witnesses on said date; that we aver the said **MARY FRANCES STEINER** to be, at that time, of sound mind and disposing memory, and more than eighteen (18) years of age; and that this affidavit is being made at the request of said Testator.

WITNESS our signatures on this the 2nd day of December, 2009.

Charles E. Morton IV

Amanda Minor

Sworn to and subscribed before me this the 2nd day of December, 2009.

Lisa D. Johnson

NOTARY PUBLIC

My Commission Expires: March 4, 2013.

LISA D. JOHNSON
STATE OF TENNESSEE NOTARY PUBLIC
WILLIAMSON COUNTY

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 entered in the SEVENTH Circuit Court for Davidson County, Tennessee, on the 25 day of MAY , 2011 , in Case Number 11P782 between STEINER, FRANK ET.AL Petitioner, and STEINER, MARY FRANCES KINCAID Respondent, as same remains in the records of said Court.

IN TESTIMONY WHEREOF, I hereunto subscribe my name and affix the seal of said Court, at office, in Nashville, the 14 day of AUGUST 2012

RICHARD R. ROOKER, Clerk,

SEAL

By _____

Deputy Clerk