

STATE OF RHODE ISLAND
PROVIDENCE, SC.

SUPERIOR COURT

ST. JOSEPH HEALTH SERVICES OF RHODE
ISLAND, INC.,

Plaintiff,

v.

ST. JOSEPHS HEALTH SERVICES OF RHODE
ISLAND RETIREMENT PLAN, as amended,

Defendant.

C.A. No. PC-2017-3856

IN RE:

CHARTERCARE COMMUNITY BOARD,
ST. JOSEPH HEALTH SERVICES OF RHODE
ISLAND and ROGER WILLIAMS HOSPITAL

C.A. No. PC-2019-11756

**TRUSTEE BANK OF AMERICA'S OPPOSITION TO RECEIVER'S PETITION
TO PARTIALLY DISTRIBUTE THE CORPA OF CERTAIN TRUSTS**

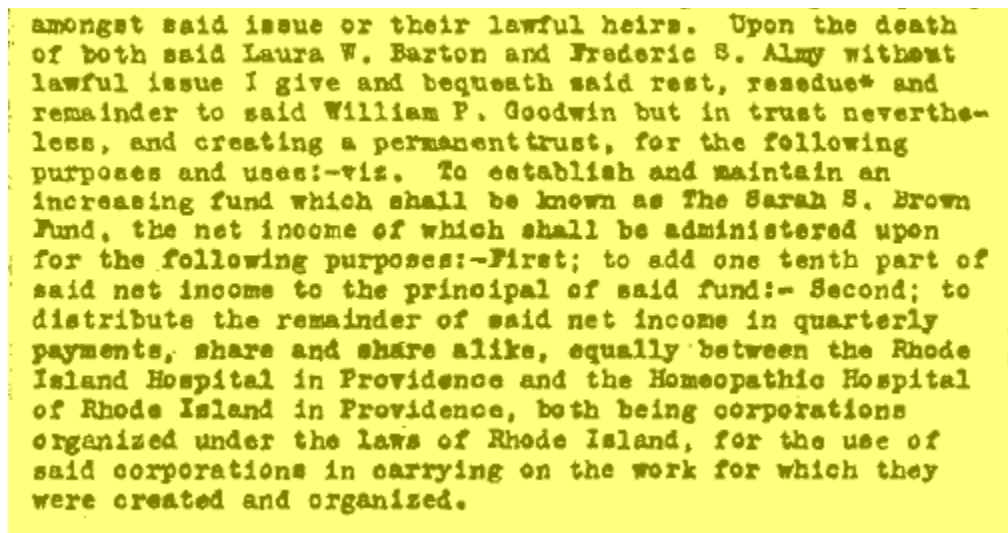
The Receiver's Petition to Partially Distribute the Corpa of Certain Trusts ("Petition") does not apply the applicable Rhode Island law and is contrary to the intent of the settlors of the Subject Trusts.¹ For those reasons, it should be denied.

I. Relevant Facts

Movant Bank of America serves as the Trustee for all of the Subject Trusts. The settlors of each of the Subject Trusts expressed their intentions in the respective trust documents.

Trust of Sarah S. Brown (the "Brown Trust")

The Brown Trust instructs the trustee to reinvest ten percent of the net income each year and to apply the remainder of the net income to the general use of two hospitals. *See* Exhibit 1, attached hereto.



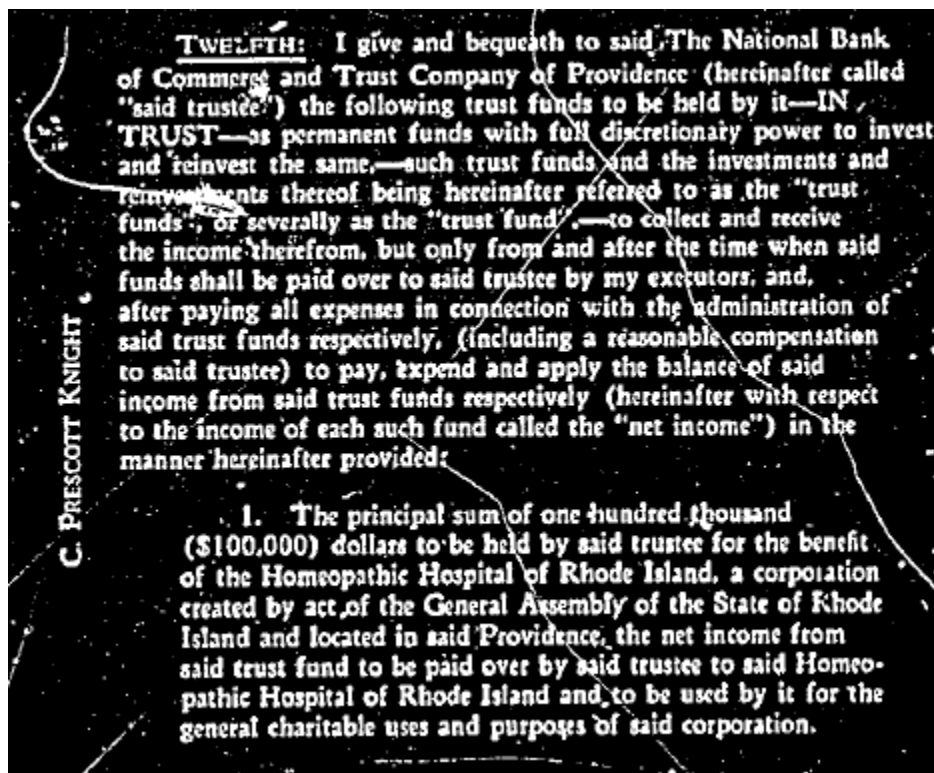
amongst said issue or their lawful heirs. Upon the death of both said Laura W. Barton and Frederic S. Almy without lawful issue I give and bequeath said rest, residue* and remainder to said William P. Goodwin but in trust nevertheless, and creating a permanent trust, for the following purposes and uses:-viz. To establish and maintain an increasing fund which shall be known as The Sarah S. Brown Fund, the net income of which shall be administered upon for the following purposes:-First; to add one tenth part of said net income to the principal of said fund:- Second; to distribute the remainder of said net income in quarterly payments, share and share alike, equally between the Rhode Island Hospital in Providence and the Homeopathic Hospital of Rhode Island in Providence, both being corporations organized under the laws of Rhode Island, for the use of said corporations in carrying on the work for which they were created and organized.

Therefore, the intent of the settlor was that income (not the corpus) of the Brown Trust be used in perpetuity to support the operation of two hospitals.

¹ Where possible, this Opposition adopts the naming conventions and second references used in the Petition.

Trust of C. Prescott Knight (the “Knight Trust”)

The Knight Trust instructs the Trustee to pay net income to RWH “to be used by it for the general charitable uses and purposes” of the hospital. *See* Exhibit 2 attached hereto.



Thus, the intent of the Knight Trust is the payment of net income for charitable purpose.

Trust of George Luther Flint (the “Flint Trust”)

The Flint Trust instructs the trustee to “continue to hold the principle or corpus of the trust and to pay the income derived therefrom” to Rhode Island Hospital and RWH in equal shares. *See* Exhibit 3, attached hereto. (emphasis added).

for the carrying on of said trust, and upon the decease of my said wife, Emelie R. Flint, I direct said Trustees to continue to hold the principal or corpus of the trust and to pay the income derived therefrom, subject, however, to a proper compensation to said Trustees and subject to all taxes of every kind, nature or description, expenses or charges as hereinbefore set forth, in equal parts, one-half ($\frac{1}{2}$) part to Rhode Island Hospital located in the City and County of Providence, in the State of Rhode Island, such income to be used for the general uses and purposes of said Hospital, and the other one-half ($\frac{1}{2}$) part paid to Homeopathic Hospital located in said Providence, for the general uses and purposes of said Hospital.

Thus, the intent of the Flint Trust is to distribute income, but that the corpus be maintained for future use.

Trust of Albert K. Steinert (the "Steinert Trust")

The Steinert Trust instructs to trustee to pay net income of the trust to a host of beneficiaries, including St. Joseph's Hospital. See Exhibit 4, attached hereto.

SURVIVOR OF SAID TRUST shall be the trustee of said trust, to be paid individually before the decease of the one or more dying. And upon the decease of the last survivor of said named persons, said RHODE ISLAND HOSPITAL TRUST COMPANY shall stand seized of said trust estate in further trust to pay the net income of said trust estate as follows:

One-sixth to the RHODE ISLAND HOSPITAL, one-sixth to the MIRIAM HOSPITAL, one-sixth to ST. JOSEPH'S HOSPITAL, one-sixth to the HOMEOPATHIC HOSPITAL, one-sixth to the LYING-IN HOSPITAL, all of said Hospitals being corporations under the laws of the State of Rhode Island, and the remaining one-sixth

Thus, the intent of the Steinert Trust is to distribute net income as well.

Trust of Herbert G. Townsend and Marie A. Townsend (the "Townsend Trust")

The Townsend Trust instructs the trustee to "forever hold said trust fund, which shall thereafter be known as 'The Townsend Fund,' in perpetual trust, and at the end of each and every year following the death of such survivor, said trustee shall add to the principal of said trust fund five percent per centum (5%) of the net income earned by said trust fund during the preceding twelve (12) months period and shall forever pay the remainder of said annual net income earned by said trust fund in equal shares to" three hospitals to support their charitable work. *See* Exhibit 5, attached hereto.

From and after the death of the survivor of my said husband and me, said Industrial National Bank of Providence shall forever hold said trust fund, which shall thereafter be known as "The Townsend Fund," in perpetual trust, and at the end of each and every year following the death of such survivor, said trustee shall add to the principal of said trust fund five per centum (5%) of the net income earned by said trust fund during the preceding twelve (12) months period and shall forever pay the remainder of said annual net income earned by said trust fund in equal shares to the following three (3) Rhode Island corporations, all having and maintaining hospitals in said City of Providence, and their respec-

tive successors, if any, for the support of the charitable work carried on by said corporations respectively, namely, Rhode Island Hospital, Providence Lying-In Hospital and St. Joseph's Hospital."

Thus, the Townsend Trust made specific its intent for what to do with income as opposed to corpus.

Trust of Harold A. Sweetland (the “Sweetland Trust”)

The Sweetland Trust requires the distribution of trust assets to in fee simple to St. Joseph’s Hospital and two other medical institutions for their general uses and purposes following the termination of a life estate, “except that said St. Joseph’s Hospital shall set aside from its share such amount as shall then be required for the establishment and maintenance of a free bed in said hospital and shall apply the same to the establishment and maintained of a free bed in memory of my late wife, Winifred I. Sweetland, and me.” See Exhibit 6, attached hereto.

upon the death of the survivor of said persons and myself, forthwith to distribute the trust estate (including any net income on hand or accrued at the death of such survivor) absolutely, and in fee simple, in equal shares to Providence Lying-In Hospital, St. Joseph’s Hospital and Rhode Island Hospital, all Rhode Island corporations, for their respective general uses and purposes, except that said Providence Lying-In Hospital shall set aside from its share such amount as shall then be required for the establishment and maintenance of a free bed in said hospital and shall apply the same to the establishment and maintenance of a free bed therein in memory of my late sister, Louisa A. Sweetland, and except that said St. Joseph’s Hospital shall set aside from its share such amount as shall then be required for the establishment and maintenance of a free bed in said hospital and shall apply the same to the establishment and maintenance of a free bed in memory of my late wife, Winifred I. Sweetland, and me.

Thus, the intent of the Sweetland Trust is the establishment of a free bed, and for the remainder to be used for general purposes.

II. Argument

A. The Petition Applies the Wrong Legal Framework

“[T]he doctrine of trusts is governed by state law,” *Ekeblad v. Pirolli, Tr. of Russell A. Ekeblad Tr.*, 574 F. Supp. 3d 42, 46 (D.R.I. 2021). However, Rhode Island has not adopted the

Restatement of Trusts. *Id.* Thus, the receiver's reliance on the Restatement (Third) of Trusts is misplaced.²

The appropriate avenue for relief (if any is to be had) would be Rhode Island Gen. Law § 18-4-1, which states in relevant part:

In all cases of charitable gifts of real or personal estate, whether by deed or will, where the purposes of the donor cannot be literally carried into effect, a complaint may be filed for a cy pres application of the trust property; and at that time all proceedings, orders, and decrees shall be had and taken in the suit, to carry out the intents of the donor as near as may be, that the charity may not fail . . .

Id.

Here, the intent of the settlors of the Brown, Knight, Flint, Steinert and Townsend Trusts was that the trustee would distribute income, but not corpus, in perpetuity to various hospitals and other institutions to further their charitable work and operational purposes.³ Each of these trusts expressly carves out income as opposed to corpus. All reflect a desire for the perpetual use of income to benefit medical institutions and their charitable work.

The intent of the settlor of the Sweetland Trust was that the trustee distribute the corpus following the termination of a life estate, but that the trustee hold back a portion for the establishment and maintenance of a "free bed" at St. Joseph's Hospital—in the memory of the

² To be sure, the Restatement can provide guidance, but not at the expense of Rhode Island statutory law.

³ The Petition correctly notes that currently Bank of America distributes income to the receiver. The distribution of income is aligned with the intent of the Brown, Knight, Flint, Steinert and Townsend Trusts to distribute income and may be temporary in nature if the Pension Benefit Guaranty Corporation steps in to take over the relevant retirement plan. If the PBGC takes over, the relevant trusts could be re-directed to other charitable purposes.

settlor and his wife.⁴ Thus, distributing the entire corpus after the end of the life estate is contrary to settlor intent of the Sweetland Trust.

Ultimately, nothing in the Subject Trusts reveals any intent by the settlors for the corpus to be distributed as proposed by the Petition, and doing so would be contrary to the relevant Rhode Island statute. Thus, the Court should deny the Petition.

B. If The Court Applies the Restatement the Petition Still Fails

The Court should deny the petition even if it applies Section 66 of the Restatement as the Petition requests.

Section 66 of the Restatement (Third) of Trusts empowers “a court [to] modify a trust by equitable deviation if there has been a change in circumstances unanticipated by the Settlor and such deviation will further the purpose of the trust.” *Prince v. Lynch*, No. PB99-5806, 2008 WL 4761484 (R.I. Super. Oct. 22, 2008). “Early termination is among the trust deviations authorized by this Restatement section.” *Id.* “Section 66 aims to ‘[g]ive effect to what the Settlor’s intent would have been had the circumstances in question been anticipated.’” *Id.* (quoting comment a of the Restatement.)⁵

“The purpose of equitable deviation is not to disregard the Settlor’s intent but to modify the inopportune details to effectuate the Settlor’s broader purposes.” *Id.*; see also *Buchanan v.*

⁴ At the appropriate time, this provision may be ripe for distribution by cy pres, but that decision appears to be premature.

⁵ The trust at issue in *Prince* is plainly distinguishable for those at issue here. It contained provisions for its termination, including the establishment of a termination date. See *id.* (“The death of William H. Wood Prince, the last person who was a named measuring life in the Trust, established a termination date for the Trust in 2019.”) It also expressly provided for how the trust assets would be distributed upon termination. *Id.* (“The Trust provides that upon termination, principal will be divided in half (the respective halves are referred to herein and in the Settlement Agreement as the Non-Discretionary Half and the Discretionary Half).”) None of the Subject Trusts contains analogous provisions.

Bank of America, N.A., No. PC10-3087, 2011 WL 3705352, at *3 (R.I. Super. Aug. 17, 2011)
("Courts have applied the doctrine of 'equitable deviation' to permit deviation from the terms of a will or trust where there have been unforeseen circumstances and adherence to the instrument threatens to defeat or substantially impair the purpose of the trust. . . . Although Courts generally do not deviate from or modify the provisions outlined by the trust settlor, Section 66 undoubtedly authorizes such actions where it is reasonably necessary to effectuate the trust's primary purpose.").

As set forth above, the intent of the Brown, Knight, Flint, Steinert and Townsend Trusts are the distribution of income in perpetuity – not corpus -- to benefit various hospitals. The intent of the Sweetland Trust is the establishment of a "free bed." The Petition's request does not further the intent of any of the settlors.

III. Conclusion

For the foregoing reasons, Trustee Bank of America respectfully requests that the Petition be denied.

Bank of America
By its Attorneys

/s/ Ryan M. Gainor
Ryan M. Gainor (#9353)
Hinckley, Allen & Snyder LLP
100 Westminster Street, Suite 1500
Providence, RI 02903-2319
T: (401) 274-2000
F: (401) 277-9600
dwoillin@hinckleyallen.com

Dated: February 8, 2023

CERTIFICATE OF SERVICE

I hereby certify that on February 8, 2023, a copy of the foregoing was filed electronically. Notice of this filing will be sent to all parties by operation of the Court's electronic filing system. Parties may access this filing through the Court's Electronic Filing System.

/s/ Ryan M. Gainor_____

63356837

EXHIBIT 1

2023/08/01

Extra Copy

Testamentary
Under Seal

I, Sarah S. Brown, of the City of Pawtucket in the County of Providence, in the State of Rhode Island, do make and publish this my last will and testament in manner following:-

First:- I order and direct that all my just debts and funeral expenses shall be paid out of my estate by my executor hereinafter named as soon after my decease as conveniently may be.

Second:- I order and direct my executor to sell my homestead estate at the corner of South, Division and Summit Streets in said City as soon as reasonably may be (to good advantage in his discretion) and hereby authorize him to make and execute and deliver any deed or deeds that may be necessary to vest a fee simple estate in the purchaser or purchasers and said purchaser or purchasers shall not be held to see to the application of the purchase money. Out of the proceeds of such sale I give and bequeath to the Church of Our Father on High Street in said City the sum of One Thousand Dollars in memory of my father, Richard Carrique, and my mother Laura W. Carrique, and the remainder of said proceeds from the the* sale of my homestead estate aforesaid I give and bequeath to The Memorial Hospital in said Pawtucket, a corporation duly incorporated under the laws of Rhode Island, but in trust nevertheless for the following uses and purposes:- To create and maintain an increasing fund to be known as The Carrique Memorial Fund the net income of which shall be administered upon as follows:- First, to add one tenth part of said net income to the principal of said fund:- Second: to apply the remainder of said net income to the general uses of said hospital. Provided, however, that said hospital corporation shall publish in its annual reports a distinct account of the operation and condition of the trust hereby created:- and provided further, that in case said hospital corporation shall cease to carry on the business of a public hospital then, and in such case, the trust hereby created shall be transferred with the accumulated principal thereof to the Providence Lying-In Hospital, a corporation organized under the laws of Rhode Island subject to the same terms and conditions of trust, and in case said Providence Lying-In Hospital shall

Will of Sarah S. Brown, Sheet Two.

cease to carry on the business of such a hospital, then and in such case, the treasurer or other officer of said hospital shall apply to the Superior Court of Providence County for instructions, as soon as may be, as to what public hospital shall receive the trust hereby created, it being my intention and wish that said Carrique Memorial Fund with all its accumulations shall always be used in the manner described in the support of the charity work of some public hospital in this state.

AUG

1872

Third:- I give and bequeath to Laura Whipple Luther the sum of Three Hundred Dollars.

Fourth:- I give and bequeath to the Associated Charities of Pawtucket the sum of Two Hundred Dollars.

Fifth:- I give and bequeath to the Proprietors of Swan Point Cemetery of Providence, a corporation organized under the laws of Rhode Island, the sum of One Thousand Dollars, but in trust nevertheless for the following purpose:- viz. To use the interest income therefrom for the care of the monuments, stones, tablets or other memorials in the cemetery of said corporation of the following named persons, to wit, Laura W. Carrigue, Richard Carrigue, Richard Carrigue M. D., Lizzie W. Carrigue, Bennett Whipple, Abigail Whipple, Henry C. Brown, Bennett W. Carrigue, Richard W. Carrigue, Cora Carrigue, Isabelle Brown, Amasa W. Carrigue, Evelyn A. Carrigue, and also for the care of my own memorial stone when erected.

Sixth:- I give and bequeath to my niece Laura W. Barton the tapestry painting done by my grandmother, called Kirkstell Abbey, and my diamond ring, and my diamond pins and my silver service and flat ware.

Seventh:- I will leave a memorandum of certain small gifts to personal friends which gifts I direct my executor to distribute in accordance with such memorandum.

Eighth:- I will leave a memorandum of articles of personal apparel such as I may desire to distribute to particular persons and direct my executor to distribute the same in accordance with

Will of Sarah S. Brown, Sheet Three.
such memorandum.

Ninth:- I order and direct that all the remainder of my furniture and personal effects shall be sold and the proceeds of such sale shall become a part of the rest and residue* of my estate.

Tenth:- The rest, residue* and remainder of my estate, real, personal and mixed, including shares of the capital stock of the Carrigue Land Company and all other property not otherwise bequeathed of which I may die seized and possessed, or may be entitled to, I give and bequeath to William P. Goodwin of the city and county of Providence in the State of Rhode Island, but in trust nevertheless for the following purposes and uses:- viz. To pay the net income from two hundred shares of the Carrigue Land Company to Mary A. Carrigue, daughter of P. Dean Carrigue during her natural life, and to pay the net income from the remaining portion of

said rest, residue* and remainder of my estate in equal amounts and by quarterly payments to my niece Laura W. Barton and my nephew Frederic S. Almy for and during the term of their natural life, and in event of the death of either said Laura W. Barton or Frederic S. Almy the whole of said net income shall be paid to the survivor during the term of her or his natural life. Upon the death of said Mary A. Carrigue the income which is herein provided for her shall become a part of the net income of said rest, residue* and remainder and shall pass into the distribution thereof as above provided. If upon the death of said Laura W. Barton or Frederic S. Almy it shall be found that either of them has left lawful issue, then and in such case the share of said net income which would have been due to the parent if living shall be in like manner due and payable to such issue, share and share alike, until all of them have reached the age of twenty one years, and in any event until the death of both said Laura W. Barton and Frederic S. Almy. Upon the death of both said Laura W. Barton and Frederic S. Almy and upon the arrival of all their lawful issue to the age of twenty

Will of Sarah S. Brown, Sheet Four.

one years I order and direct that the trusts hereunder created shall terminate and the principal of said rest, residue* and remainder shall be divided per stirpes equally amongst said issue or their lawful heirs. Upon the death of both said Laura W. Barton and Frederic S. Almy without lawful issue I give and bequeath said rest, residue* and remainder to said William P. Goodwin but in trust nevertheless, and creating a permanent trust, for the following purposes and uses:-viz. To establish and maintain an increasing fund which shall be known as The Sarah S. Brown Fund, the net income of which shall be administered upon for the following purposes:-First; to add one tenth part of said net income to the principal of said fund:- Second; to distribute the remainder of said net income in quarterly payments, share and share alike, equally between the Rhode Island Hospital in Providence and the Homeopathic Hospital of Rhode Island in Providence, both being corporations organized under the laws of Rhode Island, for the use of said corporations in carrying on the work for which they were created and organized.

Eleventh:- I order and direct that the trustees under the trusts hereinbefore created shall have authority* to invest and reinvest the principal and accumulations of the funds entrusted hereunder, regulating their transactions in this respect by the laws of Rhode Island regulating the investments of savings banks, but this provision shall not compel the change of investments received under the trusts.

Twelfth:- I nominate and appoint William P. Goodwin of the City of Providence in the State of Rhode Island, executor of this my last will and testament, and I order that he shall not be required to give bond or file an inventory of my estate, hereby revoking all other and former wills by me made, and he and his successors shall have power to vote on the corporate stock of said Carrigue Land Company so long as the several bequests hereof continue:- And further provided that in case said William P. Goodwin shall die or shall decline

Will of Sarah S. Brown, Sheet Five.
to accept the appointment of executor hereunder, or shall decline to receive the trusts hereinbefore provided and ordered, I direct that the Rhode Island Hospital Trust Company in Providence shall be appointed executor of this will and shall be the trustee under the trusts created under the tenth clause of this will.

IN TESTAMONY* WHEREOF I have hereunto set my hand at Providence in the state of Rhode Island this 21st day of June A. D. 1911.

Sarah S. Brown (Seal)

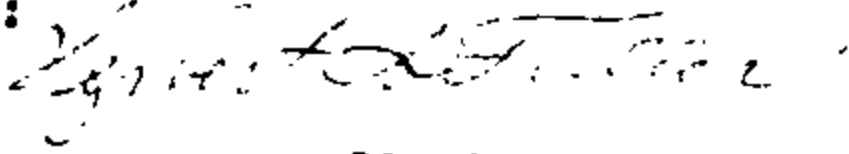
Signed, published and declared by said Sarah S. Brown as and for her last will and testament in our presence who have at her request and in the presence of each other set our names as witnesses.

Helen R. Hunt
Joseph A. Fowler
Warren L. Offer

Probate Clerk's Office,
Pawtucket, R. I. May 19, 1921.

I hereby certify that the foregoing is a true copy as appears of record in this office in Book No. 32 at page 288.

Attest:



Clerk.

26 South Street,
Pawtucket, R. I.

Dec. 11th 1911.

A list of other bequests to be deposited with the will of Sarah S. Brown.

To Laura W. Barton daughter of William T. Barton of the City of Providence, R. I. my Columbia graphophone with cabinet and all records.

To the same Laura W. Barton my motor sewing machine also pier glass with monogram C. on it. A ring composed of a circle of diamonds and all other jewelry not otherwise disposed of. And any of my personal effects or household goods that she may select.

To Frederic S. Almy, my large cameo pin, surrounded with pearls in my safe deposit box with The Safe Deposit and Trust Co. 255 Main St. Pawtucket, R. I. and if the aforesaid Laura W. Barton outlives him to revert to her at his death. Also the pier glass in the reception room and any of my household goods he may select after Laura W. Barton has made her selection.

To Carrie Almy wife of Frederic S. Almy my Canton china punch bowl.

To Mary A. Carrique daughter of Paul Dean Carrique my banjo clock and an oil painting, a snow scene of boys coasting.

Avis C. Carrique daughter of Paul Dean Carrique my oak sewing table.

To Laura Whipple Luther, wife of William H. Luther 110 Melrose Street Providence, R. I. my solitaire diamond ring Tiffany setting, my tall hall clock commonly called grandfathers clock & my Stella music box with cabinet and all records.

To my freind*Charlotte Devlin of Elm St. Pawtucket, R. I. my salmon colored cameo pin surrounded with pearls, and cheval glass.

My clothing to be divided between Laura Whipple Luther and Laura W. Barton.

To my friend, Isabel Lannsdan, a solitaire diamond ring plain setting.

To Jennie E. Gould, a small crescent pin, with diamond & pearl setting.

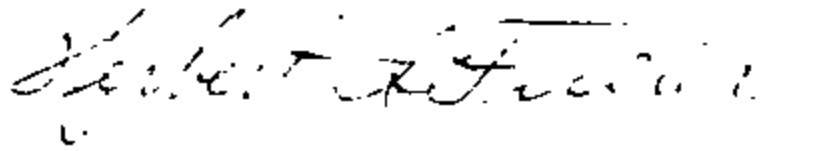
It is my wish if Mrs. Gould is with me at the time of my decease, that she shall stay and take charge of my house untill* it is closed. Or that Mr. Goodwin shall appoint some responsible person for the place, as he knows my wishes in this matter.

Mrs. S. S. Brown

Probate's Clerk's Office,
Pawtucket, R. I., May 19, 1921.

I hereby certify the foregoing to be a true copy of memorandum accompanying the will of Sarah S. Brown as recorded in this office in Book No. 32, at Page 291.

Attest:



Clerk.

EXHIBIT 2

IMPORTANT DOCUMENT

If the attached instrument is not necessary
for your files please return to

RHODE ISLAND HOSPITAL TRUST CO.
PROVIDENCE, R. I.

If the will
RHOCE

Date of issue

LAST WILL AND TESTAMENT

OF

C. PRESCOTT KNIGHT

OF

NORTH KINGSTOWN, RHODE ISLAND

DIED OCTOBER 29, 1933

WILL PROVED IN PROBATE COURT, NORTH KINGSTOWN, R. I.

NOVEMBER 13, 1933

THE NATIONAL BANK OF COMMERCE AND TRUST COMPANY
OF PROVIDENCE

JESSIE CONE KNIGHT

CLINTON PRESCOTT KNIGHT, JR.

WEBSTER KNIGHT, 2ND.

Executors

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

WASHINGTON, SE. Clerk's Office of the Probate Court of the Town of
NORTH KINGSTOWN

I, _____, Clerk of the Probate Court of the
Town of North Kingstown, having by law the custody of the seal, and all the
records, books, documents and papers of or pertaining to said Court, hereby
certify the papers hereto annexed to be true copies of papers appertaining to said
Court, and on file or of record in said office, to wit: the last will and testament
of C. PRESCOTT KNIGHT late of North Kingstown, deceased,—the decree of
said Court admitting said will to probate.

And I further certify that the proof of said will in said Court was by oral
testimony only, and that there are no proofs or substance of proofs on file or
of record in said court.

IN WITNESS WHEREOF I have hereunto set my hand and the
seal of said Court, this _____ day of _____
in the year of our Lord one thousand nine hundred and _____

Clerk

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS.

**WASHINGTON, SC. Clerk's Office of the Probate Court of the Town of
NORTH KINGSTOWN**

I, Clerk of the Probate Court of the
Town of North Kingstown, having by law the custody of the seal, and all the
records, books, documents and papers of or pertaining to said Court, hereby
certify the papers hereto annexed to be true copies of papers appertaining to said
Court, and on file or of record in said office, to wit: the last will and testament
of C. PRESCOTT KNIGHT late of North Kingstown, deceased,—the decree of
said Court admitting said will to probate.

And I further certify that the proof of said will in said Court was by oral
testimony only, and that there are no proofs or substance of proofs on file or
of record in said court.

IN WITNESS WHEREOF, I have hereunto set my hand and the
seal of said Court, this day of
in the year of our Lord one thousand nine hundred and
.....

.....
Clerk.

I, C. PRESCOTT KNIGHT of the Town of North Kingstown, County of Washington in the State of Rhode Island, hereby make, publish and declare this instrument as and for my last will and testament in manner and form following:—

FIRST: I direct that all my just debts, funeral expenses and the expenses of administering my estate be paid from my estate according to law in the due course of the administration thereof. I hereby authorize, empower and direct my executors, or other the administrators or administrator with the will annexed of my estate, to pay all inheritance, succession, legacy and transfer taxes, whether imposed under the laws of the United States, State of Rhode Island, or any other jurisdiction, out of my residuary estate to the end that each of the legatees and devisees hereinafter named (other than the residuary legatees and devisees) shall receive the full amount of their legacies or devises, without deduction by reason of any such taxes.

C. PRESCOTT KNIGHT

SECOND: I give, devise and bequeath to my wife, Jessie Cone Knight, my Quidnesset Farm so-called, located at Quidnesset in the Town of North Kingstown, State of Rhode Island, including all the land, buildings and other improvements thereon, together with all the furniture and furnishings, carpets, rugs, books, pictures, ship models, clocks and other personal chattels contained in the dwelling house located on said farm, and also any and all live stock and all farm machinery, equipment, tools, implements and other personal chattels located in or upon said farm, to have and to hold the same to her for her natural life; and at her decease, I give, devise and bequeath the same to my son, Clinton Prescott Knight, Jr., absolutely and in fee simple.

THIRD: I give, devise and bequeath to my son Webster Knight, 2nd, absolutely and in fee simple, my farm, originally known and usually still called Cedarrest, but which is sometimes

11/11/17
C. Prescott Knight

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called Greyholme, located in said Quidnesset in said Town of North Kingstown, and also my farm in North Kingstown known as Harbor View, including the land comprising said farms and all buildings and improvements thereon, and all the furniture and furnishings, clocks, books, pictures, carpets, rugs, hangings and other personal chattels located in the dwelling houses on said farms, and also all the farm machinery, tools, implements and other personal chattels located in any of the buildings on said farms or on the land comprising the same, excepting my herd of pure bred Guernsey cows, which I direct shall be disposed of by my executor as herein-after provided.

FOURTH: I authorize, empower and direct my executors hereinafter named, as soon as they deem it advisable, to sell my herd of pure bred Guernsey cows, now located on my Cedarcrest farm, at public or private sale in their discretion and upon such other terms and conditions as they may deem wise and to pay over the proceeds of such sale or sales to my wife, Jessie Cone Knight, absolutely. If my said wife be not living at my decease, I direct that such proceeds shall fall into the residue of my estate.

FIFTH: I give, devise and bequeath to my son, Clinton Prescott Knight, Jr., absolutely and in fee simple, my farm known as the Smith Farm, now occupied by Walter A. Cook and located at Quidnesset in said Town of North Kingstown, and also the land and buildings now owned by me and occupied by Captain George W. Bryan and located at said Quidnesset, including not only the land comprising said two properties and all buildings and improvements thereon but also all equipment, farm machinery, tools, implements and other personal chattels located in or upon the same.

SIXTH: I give and bequeath to my wife, Jessie Cone Knight, absolutely, all automobiles that I may own at my decease, with all the furnishings and equipment thereof and also all the

C. PRESCOTT KNIGHT

furniture, clocks, books, pictures, carpets, rugs, hangings and other personal property, contained in the house where I live for a portion of the year, located at No. 259 Wayland Avenue in the City of Providence in said State of Rhode Island, and also all the furniture, fixtures and equipment and all the other contents of the garage situated at No. 86 Elton Street in said City, in order that she may hold the foregoing for her own use or distribute among certain of my friends and relatives such of said personal property as in her judgment may seem best or most in accord with my wishes as known to her, but without imposing upon her any trust or other obligation enforceable at law or in equity.

SEVENTH: I authorize, empower and direct my executors hereinafter named as soon as they deem it advisable, to sell my yacht "Gilnockie", together with the tenders and all the furnishings and equipment of said yacht and tenders, but not including the other personal property that may be upon said yacht or said tenders, at public or private sale in their discretion and upon such terms and conditions as they may deem wise, and to pay over the proceeds thereof to my said wife, Jessie Cone Knight. If my said wife be not living at my decease, then I direct that such proceeds shall fall into the residue of my estate.

EIGHTH: Anything hereinafter contained to the contrary notwithstanding, the total of all pecuniary bequests, including bequests to trustees, in this my will shall in no event exceed one-half of my intangible personal estate, after deducting therefrom the amount of all inheritance, succession, legacy and transfer taxes, and my just debts, funeral expenses and expenses of administering my estate, as the same shall be computed by my executors at the time when they are ready to pay such bequests; and in case in the judgement of my executors the total of such bequests does exceed one-half of such intangible personal estate.

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I direct that such pecuniary bequests shall be reduced in the following order of priority:—

All bequests to persons or individuals, and to trustees for the benefit of persons or individuals, shall first be paid in full, in the order in which such bequests are made in this my will, and if after the payment of such bequests in full there is not sufficient intangible personal estate to pay the bequests to charities and institutions, and the gifts to trustees for the benefit of charities and institutions, and still leave remaining one-half of my intangible personal estate to satisfy my residuary bequests, then I direct that such gifts to charities and institutions, and to trustees for the benefit of charities and institutions, shall be reduced pro rata. The judgement of my executors with respect to the valuation of my intangible personal estate and as to the construction of this Article shall be conclusive upon all parties concerned. The bequests hereinbefore contained of the proceeds of the sale of my herd of pure bred Guernsey cows and of the sale of my yacht "Gilnockie" shall not be deemed "pecuniary bequests", nor shall the proceeds of such sales be regarded as "intangible personal estate", within the meaning of this Article. The provisions of the succeeding Articles of this my will shall be subject to the provisions of this Article.

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NINTH: I give and bequeath to my daughter-in-law, Emily Noye Knight, wife of my son, Clinton Prescott Knight, Jr., the sum of one hundred thousand (\$100,000) dollars.

TENTH: I give and bequeath to my daughter-in-law, Leona Curtis Knight, wife of my son, Webster Knight, 2nd, the sum of one hundred thousand dollars (\$100,000).

ELEVENTH: I give and bequeath to The National Bank of Commerce and Trust Company of Providence, a national banking association organized under the Acts of Congress of the United States

and located and doing business in said Providence (hereinafter called "said trustee") three trust funds of fifty thousand (\$50,000) dollars each to be held by it - IN TRUST - with full discretionary power to invest and reinvest the same. —such trust funds and the investments and reinvestments thereof being hereinafter referred to as the "trust funds" or "funds", or severally as the "trust fund" or "fund", —to collect and receive the income therefrom, but only from and after the time when said funds shall be paid over to said trustee by my executors, and, after paying all expenses in connection with the administration of said trust funds respectively (including a reasonable compensation to said trustee) to pay, expend and apply the balance of said income from said trust funds respectively (hereinafter with respect to the income of each such fund called the "net income") and to pay over and distribute the principal of said trust funds in the manner herein provided:

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1. Said trust funds shall be held by said trustee for the benefit of my three grandchildren respectively, that is to say one for each grandchild, namely, Curtis Knight, the son, and Constance Knight, the daughter, of my son Webster Knight, 2nd, and Edith Noyes Knight, daughter of my son, Clinton Prescott Knight, Jr., the net income of each of said funds to be accumulated by said trustee and to be added to and become a part of the principal thereof, until said grandchildren respectively arrive at the age of thirty-five (35) years or die under that age. From and after the time when each such grandchild arrives at the age of thirty-five (35) years, said trustee shall pay the net income from his fund to such grandchild until he arrives at the age of fifty (50) years or dies under that age, and as each such grandchild reaches the age of fifty (50) years, said trustee shall transfer and pay over to

him the entire principle of his fund, absolutely, free and clear of the trusts hereof.

2. If any such grandchild dies, either before or after my decease, under the age of fifty (50) years, leaving a child or children living at his decease, or at my decease if such grandchild pre-deceases me, said trustee shall transfer and pay over the principal of the fund held for such deceased grandchild to his child or children living at his decease, or at my decease, as the case may be, in equal shares if more than one, absolutely, free and clear of the trusts hereof.

3. If either of said children of Webster Knight, 2nd, shall die either before or after my decease before reaching the age of fifty (50) years, without leaving a child or children surviving him and surviving me, but leaving the other child of Webster Knight, 2nd, or a child or children of such other child so surviving, the fund held for such deceased child shall be added to the fund held for such other child and shall follow the disposition thereof herein made, whether or not theretofore distributed; and upon the death, under the age of fifty (50) years, of either such child of Webster Knight, 2nd, without leaving a child or children so surviving and without leaving the other child of Webster or any child or children thereof so surviving, the fund held for such deceased child shall be paid and transferred to those persons who would be entitled to such grandchild's personal estate under the laws of the State of Rhode Island then in force relating to the distribution of intestate personal estates, had he then died intestate, and in the shares and proportions in such laws provided.

4. If said child of Clinton Prescott Knight, Jr. shall die before reaching the age of fifty (50) years, without

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leaving a child or children surviving, the fund held for such deceased child shall be transferred and paid over to those persons who would be entitled to such grandchild's personal estate under the laws of the State of Rhode Island then in force relating to the distribution of intestate personal estates, had he then died intestate, and in the shares and proportions in such laws provided.

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TWELFTH: I give and bequeath to said The National Bank of Commerce and Trust Company of Providence (hereinafter called "said trustee") the following trust funds to be held by it—IN TRUST—as permanent funds with full discretionary power to invest and reinvest the same,—such trust funds and the investments and reinvestments thereof being hereinafter referred to as the "trust funds", or severally as the "trust fund",—to collect and receive the income therefrom, but only from and after the time when said funds shall be paid over to said trustee by my executors, and, after paying all expenses in connection with the administration of said trust funds respectively, (including a reasonable compensation to said trustee) to pay, expend and apply the balance of said income from said trust funds respectively (hereinafter with respect to the income of each such fund called the "net income") in the manner hereinafter provided:

1. The principal sum of one hundred thousand (\$100,000) dollars to be held by said trustee for the benefit of the Homeopathic Hospital of Rhode Island, a corporation created by act of the General Assembly of the State of Rhode Island and located in said Providence, the net income from said trust fund to be paid over by said trustee to said Homeopathic Hospital of Rhode Island and to be used by it for the general charitable uses and purposes of said corporation.
2. The principal sum of one hundred thousand (\$100,000) dollars to be held by said trustee for the benefit

of the Knight Memorial Library Association, a corporation created by act of the General Assembly of the State of Rhode Island, and located in the City of Providence, the net income from said trust fund to be paid over by said trustee to said Library corporation and to be used by it for the general uses and purposes thereof, including, but without limiting the generality of the foregoing, the maintenance, upkeep and renewal of the library building, the making of additions thereto, the maintenance, upkeep and decoration of the grounds and the purchase of books, pictures, furnishings and equipment for the library building or for any other general uses and purposes of said library corporation, such applications of net income to be made under the direction of the trustees or other governing body of said Knight Memorial Library Association with full discretionary powers in such governing body with reference to the application of such income, including the power to change the method of applying said income from time to time in its discretion.

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3. The principal sum of twenty thousand (\$20,000) dollars to be held by said trustee for the benefit of the Elmwood Public Library Association, and/or of such other incorporated library, society or library society, free public library, or free public library society, organized exclusively for library purposes, as may from time to time, with the permission of the Knight Memorial Library Association, have the use and/or occupancy of the whole or any part of the library building or buildings of said Knight Memorial Library Association, the net income from said trust fund to be paid by said trustee to said Knight Memorial Library Association and to be expended and applied by it under the direction of its trustees or other governing body for the benefit of said Elmwood Public

Library Association, or such other library as aforesaid, with full discretionary power in such governing body of the Knight Memorial Library Association with reference to the expenditure and application of such net income, including but without limiting the generality of the foregoing, the right to apply and expend said net income for the purchase of books, pictures, furnishings and equipment for that portion of the library building used by said Elmwood Public Library Association, or such other library, or for any other general uses and purposes thereof.

4. The principal sum of ten thousand (\$10,000) dollars to be held by said trustee for the benefit of The First Church of Christ, Scientist, Providence, R. I., a corporation created by act of the General Assembly of the State of Rhode Island, and located in said Providence, in honor of my wife, Jessie Cone Knight, the income thereof to be paid by said trustee to said corporation and to be used by it for its general religious and charitable uses and purposes.

5. The principal sum of five thousand (\$5,000) dollars to be held by said trustee for the benefit of Saint Elizabeth Home, a corporation created by act of the General Assembly of the State of Rhode Island and located in said Providence, in memory of my mother, Josephine Louisa Webster Knight, the net income thereof to be paid by said trustee to said corporation and to be used by it for the general charitable uses and purposes thereof.

6. The principal sum of ten thousand (\$10,000) dollars to be held by said trustee for the benefit of The Providence District Nursing Association, a corporation organized under the laws of the State of Rhode Island and located

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in said Providence, in honor of my sister, Sophie Knight Rousmaniere, the net income thereof to be paid by said trustee to said corporation and to be used by it for the general charitable uses and purposes thereof.

7. The principal sum of twenty thousand (\$20,000) dollars to be held by said trustee for the benefit of The Rhode Island Association for the Blind, a corporation created by act of The General Assembly of the State of Rhode Island and located in said Providence, the net income thereof to be paid by said trustee to said corporation and to be used by it for the general charitable uses and purposes thereof.

8. The principal sum of five thousand (\$5,000) dollars to be held by said trustee for the benefit of the Rhode Island Society for the Prevention of Cruelty to Children, a corporation created by act of the General Assembly of the State of Rhode Island and located in said Providence, the net income thereof to be paid by said trustee to said corporation and to be used by it for the general charitable uses and purposes thereof.

9. The principal sum of five thousand (\$5,000) dollars to be held by said trustee for the benefit of the Home for Aged Men and Aged Couples, a corporation created by act of the General Assembly of the State of Rhode Island and located in said Providence, the net income thereof to be paid by said trustee to said corporation and to be used by it for the general charitable uses and purposes thereof.

10. The principal sum of five thousand (\$5,000) dollars to be held by said trustee for the benefit of The Home for Aged Women, a corporation created by act of the General Assembly of the State of Rhode Island and located in said Providence, the net income thereof to be paid by said

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trustee to said corporation and to be used by it for the general charitable uses and purposes thereof.

11. The principal sum of five thousand (\$5,000) dollars to be held by said trustee for the benefit of the Animal Rescue League, a corporation organized under the laws of the State of Rhode Island and located in said Providence, in honor of Sophie Sears Howarth, the net income thereof to be paid by said trustee to said corporation and to be used by it for the general charitable uses and purposes thereof.

12. The principal sum of ten thousand (\$10,000) dollars to be held by said trustee for the benefit of All Saints' Church located in the Village of Pontiac in the Town of Warwick in said State of Rhode Island, as a memorial to my father, Robert Knight, my mother, Josephine Louisa Webster Knight, my brother, Webster Knight, and my sisters, Sophie Knight Rousmaniere, Edith Knight and Josephine Elizabeth Knight, the net income of said fund to be paid by said trustee to said All Saints' Church and to be used by it for the general religious and charitable uses and purposes thereof.

13. The principal sum of five thousand (\$5000) dollars to be held by said trustee for the benefit of the Crawford Allen Hospital for Crippled Children, a corporation incorporated under the laws of the State of Rhode Island and located at Quidnesset in the town of North Kingstown.

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THIRTEENTH: In addition to the powers and authorities conferred upon them by law, or in this will, I hereby authorize and empower the said trustee under said Articles ELEVENTH and TWELFTH hereof, and the trustees under Article THIRTY-FOURTH hereof, from time to time, and at any time:

1. To take possession, charge and management of said several trust estates and to receive, collect and recover the income, rents and profits thereof as herein otherwise provided:

2. To continue, so long as said trustee or trustees may think best, any part or parts of said several trust estates in the same form and investments in which the same may be at the time of my decease, even though hazardous or doubtful or not authorized by law as investments for trustees, without liability for any loss occasioned thereby, but with full power to alter, vary, transpose and change said investments of said several trust estates, whether existing at my decease or made afterwards, from time to time in their discretion, but with respect to new investments not to invest in real estate mortgages (provided, however, that this prohibition shall not be deemed to prevent the investment in corporate mortgage bonds that are secured in whole or in part by mortgages upon real estate provided that such bonds come within the legal investment class hereinafter referred to), nor to invest in the securities of investment trusts so-called, nor in unsecured notes, debentures or similar obligations other than those issued by the United States, states, counties, municipalities or other governmental bodies, but to invest only in securities that are legal investments for the time being for savings banks in the State of Rhode Island, and in case such securities shall cease at any time to be legal, then the same shall be sold as soon as said trustees shall deem such sale to be advisable but not later than one year after they cease to be legal, it being my express wish that my trustees shall consider most carefully the security of the principal of the investments

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made by them rather than the income to be derived therefrom

3. To sell, assign, transfer and convey the whole or any part or parts of said several trust estates, whether real estate or personal property, and including subsequent as well as original investments, at public auction, brokers' board or private sale for such prices and upon such terms and conditions as said trustee or trustees may deem best, and at any such sale at public auction or brokers' board, to buy in and again resell without being accountable for any resulting loss; and to execute and deliver any deeds, assignments, or other instruments necessary or appropriate for such purposes:

4. To rent or lease any real estate belonging to said several trust estates for and upon such rents, conditions and agreements, and for such time, whether or not extending beyond the duration of said trusts:

5. To exercise discretionary powers of partition and exchange over any property, real or personal, of said several trust estates, including subsequent as well as original investments, upon such terms and conditions as to said trustee or trustees may seem best, and to effect such partition either by gift or by deed, and in case of any partition or exchange to give or receive any sum or sums of money by way of equality of partition or exchange; and in case of any distribution of principal to any of the beneficiaries under any of said trusts, to make such distribution in cash or in marketable stocks, bonds, mortgages or other securities, and said trustees shall be the sole judges of the value of such stocks, bonds, mortgages or other securities, provided, however, in case of the distribution of principal by any of said trustees to my wife or to any descendants

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of mine, I direct that such distribution shall be made in bonds of the United States and/or the State of Rhode Island to the extent that the same are available in the trust estate in question:

6. To determine whether any money or other property received by said trustee or trustees shall be treated as principal or income or partly one and partly the other, and to charge and apportion losses and all taxes, expenses and other disbursements to principal or income as said trustee or trustees may deem just and equitable; provided, however, that profits from the sale or other disposition of securities or other property belonging to said several trust estates, and the proceeds of the sale of "rights" or warrants to subscribe for stock or other securities which shall be received by said trustee or trustees, shall be considered wholly as principal and not as income and shall be added to and follow the destination of said principal; and provided further, that all dividends payable in stock or shares of the corporation, company, association or business trust paying the same (commonly called "stock dividends") which shall be received by said trustee or trustees shall be considered wholly as principal and not as income, except any such "stock dividends" as are paid regularly or periodically at least once a year, in which case they shall normally be considered wholly as income and said trustee or trustees in their discretion may determine whether or not any such "stock dividends" are so paid regularly or periodically; and provided further, that losses from the sale or other disposition of securities or other property belonging to said several trust estates, including premiums paid for securities purchased for said trust estates, shall be chargeable against principal and not against income; and

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provided further, that income taxes assessed with respect to profits from the sale or exchange of securities or other property comprised in said several trust estates shall be charged against principal and not against income, and the decision of said trustee or trustees as to what portion of income taxes is assessed with respect to such profits shall be final and binding upon all parties concerned:

7. To vote the shares belonging to said several trust estates in any corporation, company, association or business trust in the same manner that an individual owner might do; to deposit any stocks, shares, bonds, debentures or other securities of said trust estates with any protective committee, reorganization committee or other committee, if said trustee or trustees shall deem it proper or advisable so to do, and to do any other act that they may deem wise looking to the reorganization, consolidation, merger or re-financing of any corporation, company, association or business trust whose securities are held in said several trust estates, including, but without limiting the generality of said power, the power to vote for or consent to the liquidation or dissolution of any such corporation, company, association or business trust, or the sale or lease of all or part of its assets, or the reorganization thereof, or the consolidation or merger thereof into or with any other corporation, company, association or business trust, and upon or in connection with any such consolidation, merger, reorganization, sale, lease or similar arrangement, to exchange the securities of said several trust estates for other securities issued in connection with such arrangement; provided, however, that if the securities so received are not legal investments for savings banks in the State of Rhode Island, the same shall be sold as soon

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as said trustees shall deem such sale to be advisable, but not later than one year after they are so received; to pay all such assessments, expenses and sums of money as they may deem expedient for the protection of their interests as holders of the stocks, bonds or other securities of any corporation, company, association or business trust; to appoint from time to time an attorney or attorneys, proxy or proxies, to represent, vote and act for said trustee or trustees at any meeting of any corporation, company, association or business trust, and generally to do and perform any act or thing whatsoever with respect to the stocks, shares, bonds, debentures and other securities therein belonging to said several trust estates that an individual owner might do or perform;

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8. To employ any attorneys at law, or legal counsel, clerks, bookkeepers or accountants and to pay the reasonable charges thereof. I request, however, that on any outside accounting work that may be necessary in connection with the administration of said trust estate, that said trustees shall employ Edward P. Comins, of Boston, and/or Sara Buckley Walker of said Providence, if available;

9. To commence and prosecute such actions and suits, at law or in equity, and other legal proceedings as said trustee or trustees may deem necessary or proper for the protection or furtherance of the interests of said trust estates, and also to defend any such actions, suits, or proceedings which may be brought against them as trustees under the foregoing trusts;

10. To adjust by compromise any claim of or against said trust estates or said trustee or trustees or any controversy between said several trust estates or said trustee or

trustees and any other person or persons:

11. And generally to manage and deal with said trust estates as an individual owner might do; and any of the foregoing powers may be exercised from time to time as occasion shall require, of which said trustee or trustees shall be the sole judges:

I further will, declare, order, direct and provide, in the administration of the said trusts, that:

(a) any purchaser or other person who shall pay any money or deliver any property to said trustee or trustees shall be exempt from all responsibility with respect to the application or non-application of the same, and from the obligation of inquiring into the necessity for or regularity, validity or propriety of any sale made or purporting to be made by said trustee or trustees under the trusts and powers herein set forth:

(b) the decision of said trustee or trustees at the time of the distribution of the principal of said several trust estates or any part thereof, as to the value of any share, and as to the property to be placed in any share, shall be absolutely conclusive and binding on all parties concerned:

(c) during the minority or disability of any person entitled to income under the said trusts, said trustee or trustees in lieu of making any payment of income directly to such person may make any such payment to the legally appointed or natural guardian of such person or to the person or persons having the actual custody of such beneficiary or apply the same for the maintenance, education, support or otherwise for the benefit of such person, provided, however, that said trustee or trustees may also in their sole discretion pay

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such income directly to such person upon his individual receipt therefor, which shall be a valid discharge to said trustee or trustees notwithstanding the minority or other disability of such person;

(d) each and all of the trustees under these trusts shall be exempt from giving any bond or bonds either in the State of Rhode Island or elsewhere for the faithful performance of their duty as trustees; and in case any such bond or bonds be required they shall be exempt from giving surety thereon;

(e) any successor trustee or trustees and any trustee or trustees for the time being shall have all the powers, exemptions, authorities and discretions given in this will to the trustee or trustees herein named, and wherever the term "said trustee" or "trustees" is used the same shall be deemed to include not only the trustee or trustees herein named but any succeeding trustee or trustees and any trustee for the time being wherever the context will admit of such construction;

(f) the powers and authorities and discretions in this will given to and conferred upon said The National Bank of Commerce and Trust Company of Providence as trustee under said several trusts, may be exercised by any committee, officer or officers of said Bank properly authorized to act for said Bank in such matters;

(g) with respect to the trusts created by the provisions of Article THIRTY-FOURTH hereof, I hereby authorize any of the trustees appointed thereunder to delegate by an instrument in writing by him signed, to the co-trustee of said trust, any of the powers and authorities reposed in him

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by the provisions of this my will, or by law, even though involving matters of discretion, and to ~~revoke and renew~~ any such delegation from time to time by like instrument in writing.

FOURTEENTH: I give and bequeath to Brown University, in Providence, in the State of Rhode Island and Providence Plantations, in honor of my brother, Webster Knight, the sum of one hundred thousand (\$100,000) dollars to be held as a permanent fund and to be known as the Webster Knight Scholarship Fund, the income only thereof to be used for furnishing scholarships for worthy students upon such conditions as the governing body of the University may from time to time prescribe.

FIFTEENTH: I give and bequeath to Grace Church in Providence, a corporation organized under the laws of the State of Rhode Island and located in said Providence, in memory of my father, Robert Knight, and my mother, Josephine Louisa Webster Knight, the sum of five thousand (\$5,000) dollars to be held as a permanent fund and the income only thereof to be used for the general religious and charitable uses and purposes of said corporation.

SIXTEENTH: I give and bequeath to the Young Women's Christian Association, a corporation created by act of the General Assembly of the State of Rhode Island and located in said Providence, the sum of ten thousand (\$10,000) dollars in memory of my sister, Edith Knight, to be held as a permanent fund, and the income only thereof, to be used for the general charitable uses and purposes of said corporation.

SEVENTEENTH: I give and bequeath to the Choate School, a corporation organized under the laws of the State of Connecticut and located at Wallingford, Connecticut, the sum of ten thousand (\$10,000) dollars in honor of my sons, Clinton Prescott Knight, Jr., and Webster Knight, 2nd, to be held as a permanent fund and the income only thereof to be used for the general educational

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purposes of said corporation.

EIGHTEENTH: I give and bequeath to the Church of the Epiphany in Providence, R. I., a corporation created by act of the General Assembly of the State of Rhode Island and located in said Providence, the sum of ten thousand (\$10,000) dollars to have and to hold the same to it and its successors and assigns for the general religious and charitable uses of said corporation.

NINETEENTH: I give and bequeath to The Rhode-Island Historical Society, a corporation organized under the laws of the State of Rhode Island and located in the City of Providence, my Samuel Willard lighthouse clock, my Goddard hall clock and my Caleb Wheaton hall clock with the mahogany case.

TWENTIETH: I give and bequeath to Sophie Sears Howarth, wife of George R. Howarth of said Providence, the sum of fifteen thousand (\$15,000) dollars if living at my decease.

TWENTY-FIRST: I give and bequeath to Celia Fifield Burlingame of said Providence, the sum of five thousand (\$5,000) dollars if living at my decease.

TWENTY-SECOND: I give and bequeath to Harry W. Richardson of East Providence, Rhode Island, the sum of fifteen thousand thousand (\$15,000) dollars if he be living at my decease. If he be not living at my decease, I give and bequeath said sum of fifteen thousand (\$15,000) dollars to his children living at my decease in equal shares.

TWENTY-THIRD: I give and bequeath to Maria W. Richardson, wife of said Harry W. Richardson, of said East Providence, the sum of fifteen thousand (\$15,000) dollars if she be living at my decease. If she be not living at my decease, I give and bequeath said sum of fifteen thousand (\$15,000) dollars to her children living at my decease in equal shares.

TWENTY-FOURTH: I give and bequeath the sum of fifteen

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thousand (\$15,000) dollars to Molly Richardson Waterman, Sturges Richardson and Katharine Richardson of said East Providence, children of said Harry W. Richardson and Maria W. Richardson, or such of them, the said Molly, Sturges and Katharine, as may be living at the time of my decease, to be divided among them in equal shares.

TWENTY-FIFTH: I give and bequeath to James Bushnell Richardson of Springfield, Massachusetts, the sum of fifteen thousand (\$15,000) dollars if he be living at my decease. If he be not living at my decease, I give and bequeath said sum of fifteen thousand (\$15,000) dollars to his children living at my decease in equal shares.

TWENTY-SIXTH: I give and bequeath to Mary L. Richardson, wife of said James Bushnell Richardson, of said Springfield, the sum of fifteen thousand (\$15,000) dollars if she be living at my decease. If she be not living at my decease, I give and bequeath said sum of fifteen thousand (\$15,000) dollars to her children living at my decease in equal shares.

TWENTY-SEVENTH: I give and bequeath the sum of ten thousand (\$10,000) dollars to Bushnell Richardson and Prescott Richardson, children of said James Bushnell and Mary L. Richardson of said Springfield, in equal shares. In case either of said children shall die before my decease, I give and bequeath the whole of said sum of ten thousand (\$10,000) dollars to the survivor living at my decease.

TWENTY-EIGHTH: I give and bequeath to Kate A. Richardson of the City and County of Providence, State of Rhode Island, the sum of twenty thousand (\$20,000) dollars provided she be living at my decease. If she be not living at my decease, I give and bequeath said sum of twenty thousand (\$20,000) dollars in equal shares to the said Harry W. Richardson and said James Bushnell Richardson. In case the said Harry W. Richardson or James Bushnell Richardson

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shall die prior to my decease, then I give and bequeath the share of the one so dying to his children living at my decease in equal shares.

TWENTY-NINTH: I give and bequeath to Clara E. Richardson of North Adams, Massachusetts, the sum of five thousand (\$5000) dollars provided she be living at my decease. If she be not living at my decease, I give and bequeath said sum of five thousand (\$5000) dollars in equal shares to the said Harry W. Richardson and said James Bushnell Richardson. In case said Harry W. Richardson or James Bushnell Richardson shall die prior to my decease, then I give and bequeath the share of the one so dying to his children living at my decease in equal shares.

THIRTIETH: I hereby make the following bequests to the following named legatees on condition in each case that they survive me:

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- (1) To Sara Buckley Walker, wife of Donald M. Walker, of said Providence, the sum of ten thousand dollars (\$10,000);
- (2) To Arthur M. Allen of said Providence, the sum of ten thousand (\$10,000) dollars;
- (3) To George W. Bryan of North Kingstown, State of Rhode Island, the sum of ten thousand (\$10,000) dollars;
- (4) To Walter A. Cook of North Kingstown, State of Rhode Island, the sum of ten thousand (\$10,000) dollars;
- (5) To Edward D. Potter of said Providence, the sum of five thousand (\$5000) dollars;
- (6) To Robert L. Pierce of said Providence, the sum of five thousand (\$5000) dollars;
- (7) To Chauncey E. Wheeler of said Providence, the sum of one thousand (\$1000) dollars;
- (8) To Hayward T. Parsons of said Providence, the sum of one thousand (\$1000) dollars;

(9) To Anna Utley Wilcox of said Providence, the sum of five thousand (\$5000) dollars;

(10) To Margaret Taft Miner, wife of George L. Miner, of said Providence, the sum of five thousand (\$5000) dollars;

(11) To Bessie W. Allen of Riverpoint, the sum of five thousand (\$5000) dollars;

(12) To Katherine E. Quinn of 50 Prairie Avenue, of said Providence, the sum of one thousand (\$1000) dollars;

(13) To Margaret Gray of South Attleboro, Massachusetts, the sum of one thousand (\$1000) dollars;

(14) To Alice Peckham Gibson, wife of Fred A. Gibson, now residing at Columbus, Ohio, the sum of twenty-five hundred (\$2500) dollars;

(15) To Alice D. P. Calder, of said Providence, the sum of five thousand (\$5000) dollars;

(16) To Annabelle Remington of said Providence, the sum of three thousand (\$3000) dollars;

(17) To Ivah Ordway of said Providence, the sum of five thousand (\$5000) dollars;

(18) To Fillmore Purnell of said Providence, the sum of one thousand (\$1000) dollars per year until he has received the sum of five thousand (\$5000) dollars, or until his decease, whichever event shall first happen.—the first payment to be due and payable as of the date of my decease.

(19) To John King of West Warwick, the sum of one thousand (\$1000) dollars per year until he has received the sum of five thousand (\$5000) dollars, or until his decease, whichever event shall first happen.—the first payment to be due and payable as of the date of my decease.

(20) To John Hayes, residing at 75 Lincoln Avenue, Riverside, the sum of two thousand (\$2000) dollars;

C. PRESCOTT KNIGHT

(21) To William Wells of said West Warwick, the sum of one thousand (\$1000) dollars:

(22) To Elizabeth A. Seamans of said Providence, the sum of two thousand (\$2000) dollars:

(23) To Tony Lopez of said West Warwick, the sum of five hundred (\$500) dollars:

(24) To Manuel Mathias of said West Warwick, the sum of five hundred (\$500) dollars:

If any of the foregoing legatees named in this the THIRTIETH Article of my will shall die previous to my decease, I direct that the gift or gifts to the legatee or legatees so dying shall lapse and fall into the residue of my estate.

THIRTY-FIRST: I give and bequeath to each and every person who at the time of my decease shall be in my employ as wage earner, either as a household or farm employee, or employee on my boat, and shall have been regularly in my employ for the three (3) consecutive years next preceding my decease,—not including, however, employees to whom I have made other bequests in this my will,—the sum of five hundred (\$500) dollars each.

THIRTY-SECOND: For the purpose of facilitating the settlement of my estate, I authorize and empower my executors to sell from time to time, at public or private sale, for cash or on credit and on such terms as they may deem wise, any real or personal property belonging to me at the time of my death and not hereinbefore specifically disposed of; to borrow money in their discretion and to mortgage, pledge or hypothecate any of such real or personal property as they may from time to time deem necessary or expedient for the purpose of securing any such loan, and to sign, seal, execute, acknowledge and deliver any deed, mortgage, promissory note or other instrument which they may deem necessary or advisable

C. PRESCOTT KNIGHT

in carrying out the foregoing powers. Any purchaser, mortgagee, or other person who shall pay any money or deliver any property to said executors shall be exempt from all responsibility with respect to the application or non-application of the same, and from the obligation of inquiring into the necessity for, or regularity, validity, or propriety of any sale, mortgage, pledge, or hypothecation, made or purporting to be made, by said executors under the powers herein set forth.

THIRTY-THIRD: I further authorize and empower my said executors in their discretion, to pay any of the foregoing legacies, or any part thereof, including herein the bequests in trust, by conveyance or transfer of any marketable stocks, bonds, mortgages, or other securities, owned by me at the time of my decease and not hereinbefore specifically disposed of, at the fair market value thereof at the time of the payment of such legacies; and the said executors shall be the sole judges of the value of such stocks, bonds, mortgages, or other securities, so conveyed or transferred in payment.

THIRTY-FOURTH: All the rest, residue and remainder of my property and estate, of every name and nature, real, personal, or mixed, wherever the same may be located, (including herein any real estate hereafter acquired by me), of which I shall die seized or possessed or over which I may have any power of disposition or appointment at the time of my decease, which power I hereby expressly exercise, I hereby give, devise and bequeath to my executors hereinafter named, and their successors in office, absolutely and in fee simple, as joint tenants and not as tenants in common, and I direct that my executors shall divide said rest, residue and remainder into three equal shares, with full power to make division of any real estate as well as any personal property or to allocate

C. PRESCOTT KNIGHT

any of said real and personal property to any one or more of said shares in their uncontrolled discretion, and to place such valuations upon said real estate and personal property, as they in their uncontrolled discretion may deem fair; one of said shares to be designated "Share A", one of said shares to be designated "Share B" and one of said shares to be designated "Share C".

I give, devise and bequeath said shares of my residuary estate as follows:

1. Share A to said The National Bank of Commerce and Trust Company of Providence and my wife Jessie Cone Knight (hereinafter sometimes called "said trustees" and sometimes "trustees of Share A") absolutely and in fee simple, as joint tenants and not as tenants in common.—IN TRUST—however, for the uses and purposes hereinafter set forth.

2. Share B to said The National Bank of Commerce and Trust Company of Providence and my said son Clinton Prescott Knight, Jr., (hereinafter called sometimes "said trustees" and sometimes "trustees of Share B") absolutely and in fee simple, as joint tenants and not as tenants in common.—IN TRUST—however, for the uses and purposes hereinafter set forth.

3. Share C to said The National Bank of Commerce and Trust Company of Providence and my said son, Webster Knight, 2nd, (hereinafter sometimes called "said trustees", sometimes "trustees of Share C"), absolutely and in fee simple, as joint tenants and not as tenants in common.—IN TRUST—however, for the uses and purposes hereinafter set forth.

Said trustees are authorized and directed to hold the above described property devised to them respectively, the same including the investments and reinvestments thereof, being hereinafter called or referred to with respect to each share as "said trust

C. PRESCOTT KNIGHT

estate", and to take the care, charge and management of said several trust estates; to receive and collect the rents, interest, dividends, profits and other income accruing from said several trust estates, devised to them respectively, (said words "rents, interest, dividends, profits and other income" being included in the term "income" wherever used in this instrument); and after paying from the income of said trust estates respectively all taxes, assessments and other charges upon said several trust estates and all other expenses attending the execution of these trusts (except those chargeable against principal by law or as otherwise specified herein), including a reasonable compensation for services in the trusteeship (but this shall not preclude charges for compensation against principal where the same shall be proper), to pay and apply the balance of said income in each case (said balance being hereinafter referred to as the "net income") and to convey, transfer, deliver and pay over the principal of the several trust estates as follows:

C. PRESCOTT KNIGHT

SUBDIVISION A.

Provisions with respect to Share A.

1. I direct that the trustees of Share A shall pay the net income thereof to my said wife, Jessie Cone Knight, during her natural life. Said income shall be deemed to accrue for the benefit of my wife from the date of my death. During the administration of my estate and until this trust is established, the executors of my will or said trustees shall pay to her one-third of all the net income of my estate from time to time remaining in the possession of my executors. In computing such net income, no deduction shall be made for income received from funds or property used or to be used in the payment of debts, charges, expenses of adminis-

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tration, inheritance taxes, or legacies, or from the funds or property devised in trust under the provisions of Articles ELEVENTH and TWELFTH prior to the time when such funds or property shall be paid over by my executors to the trustee under said Articles respectively.

2. Notwithstanding anything herein in this will contained, I direct that my said wife, Jessie Cone Knight, shall have the right to terminate the trusts hereof with respect to the whole or any part of Share A, and to require the said trustees to convey, transfer, assign and pay over to her any part or the whole of the principal of Share A, to be held by her absolutely and in fee simple, free and clear of the trusts hereof; and said trustees shall make any such conveyances, transfers, assignments and payments for the purpose aforesaid whenever my said wife shall request them in writing so to do.

3. Upon the death of my wife, Jessie Cone Knight, without having wholly terminated the trusts hereof with respect to Share A, I direct that the principal of said Share A (or so much thereof as remains) shall be conveyed, transferred and paid over to such person or persons, corporation or corporations, and either absolutely or in trust, and upon such reservations, conditions, limitations and other terms and provisions, as she may by her last will and testament appoint; and in default of such appointment I direct that the principal of said Share A shall be divided equally between and shall be conveyed, transferred and paid over to the trustees of Share B and Share C and shall follow the destination thereof as hereinafter provided.

SUBDIVISION B.

Provisions with respect to Share B.

1. I direct that the trustees of Share B shall pay the

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net income thereof to my said son Clinton Prescott Knight, Jr., during his natural life; said income shall be deemed to accrue for the benefit of my said son from the date of my death. During the administration of my estate and until this trust is established, the executors of my will or said trustees shall pay to him one-third of all the net income of my estate from time to time remaining in the possession of my executors. In computing such net income, no deduction shall be made for income received from funds or property used or to be used in the payment of debts, charges, expenses of administration, inheritance taxes, or legacies, or from the funds or property devised in trust under the provisions of Articles ELEVENTH and TWELFTH prior to the time when such funds or property shall be paid over by my executors to the trustee under said Articles respectively.

2. Notwithstanding anything herein in this will contained, I direct that my said son Clinton Prescott Knight, Jr., shall have the right to terminate the trusts hereof with respect to the whole or any part of Share B and to require the said trustees to convey, transfer, assign and pay over to him any part or the whole of the principal of Share B to be held by him absolutely and in fee simple, free and clear of the trusts hereof; and said trustees shall make any such conveyances, transfers, assignments and payments for the purpose aforesaid whenever my said son shall request them in writing so to do.

3. Upon the death of the said Clinton Prescott Knight, Jr., without having wholly terminated the trusts hereof with respect to Share B, I direct that the principal of said Share B (or so much thereof as remains) shall be conveyed, transferred and paid over to such person or persons, corporation or corporations, and either absolutely or in trust, and upon such reservations conditions,

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Number: DC 2017-0856

limitations and other terms and provisions, as he may by his last will and testament appoint; and in default of such appointment, then I direct that if my said son shall die, leaving both a wife and issue surviving him, then one-third of the net income of said Share B. (or the whole of such net income if prior to the death or remarriage of said wife all of said issue shall have ceased) shall be paid to such wife until her death or remarriage (whichever event shall first happen), and two-thirds of said net income or all thereof after the death or remarriage of said wife, to the issue of said Clinton Prescott Knight, Jr., as follows: in equal shares to all the children of the said Clinton Prescott Knight, Jr., and to the issue for the time being living of any deceased child of his, such issue to take their parent's share by right of representation in equal shares as between brothers and sisters, per stirpes and not per capita, during the respective lives of said children and of said issue, until the date of distribution as hereinafter defined, and in no event beyond such latter date; and from and after the decease prior to such date of distribution of any such child or more remote issue, then successively to their children or more remote issue; said children or more remote issue respectively to take their parent's share by right of representation in equal shares as among brothers and sisters, per stirpes and not per capita, during their respective lives or until such date of distribution but in no event for a period beyond such date of distribution; with full benefit of survivorship as to such net income to the surviving branches of the family of said Clinton Prescott Knight, Jr. In case of the total failure before the date of distribution of any other branch or branches, the members of the surviving branches shall take in the same manner and proportion as their original shares:

C. PRESCOTT KNIGHT

4. Upon the arrival of said date of distribution as here-

inafter defined, said trusts of income shall cease and terminate and the principal of said Share B shall be conveyed, transferred and paid over, absolutely and in fee simple and free of the trusts hereof, as follows:

C. PRESCOTT KNIGHT

(a) To the issue then living of said Clinton Prescott Knight, Jr., such issue through all the degrees, to take their parent's share by right of representation in equal shares as between brothers and sisters, per stirpes and not per capita.

(b) In case at said date of distribution no issue of said Clinton Prescott Knight, Jr. shall be living, then said trustees shall convey, transfer and pay over the principal of Share B to the trustees of Share C, provided said trust has not theretofore terminated, and the same shall follow the destination thereof as hereinafter provided.

(c) In case at said date of distribution said trusts of Share C shall have been theretofore terminated, then in such case the principal of Share B shall be conveyed, transferred and paid over, absolutely and in fee simple, free and clear of the trusts hereof to the issue then living of said Webster Knight, 2nd, such issue through all the degrees to take their parent's share by right of representation in equal shares as between brothers and sisters, per stirpes and not per capita; if there are no such issue then living, then in equal shares to and among the following.

1. The Knight Memorial Library Association, a corporation created by act of the General Assembly of the State of Rhode Island and located in the City of Providence.
2. The Elmwood Public Library Association, a corporation organized under the laws of the State of Rhode Island and located in the City of Providence.
3. The Homeopathic Hospital of Rhode Island, a cor-

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poration created by act of the General Assembly of said State and located in said Providence.

4. The Young Women's Christian Association, a corporation created by act of the General Assembly of said State and located in said Providence.

5. The Rhode Island Association for the Blind, a corporation organized under the laws of the State of Rhode Island and located in said Providence.

SUBDIVISION C.

Provisions with respect to Share C.

C. PRESCOTT KNIGHT

1. I direct that the trustees of Share C shall pay the net income thereof to my said son Webster Knight, 2nd, during his natural life; said income shall be deemed to accrue for the benefit of my said son from the date of my death. During the administration of my estate and until this trust is established, the executors of my will or said trustees shall pay to him one-third of all the net income of my estate from time to time remaining in the possession of my executors. In computing such net income, no deduction shall be made for income received from funds or property used or to be used in the payment of debts, charges, expenses of administration, inheritance taxes, or legacies, or from the funds or property devised in trust under the provisions of Articles ELEVENTH and TWELFTH prior to the time when such funds or property shall be paid over by my executors to the trustee under said Articles respectively.

2. Notwithstanding anything herein in this will contained, I direct that my said son Webster Knight, 2nd, shall have the right to terminate the trusts hereof with respect to the whole or any part of Share C and to require the said trustees to convey, trans-

fer, assign and pay over to him any part or the whole of the principal of Share C to be held by him absolutely and in fee simple, free and clear of the trusts hereof; and said trustees shall make any such conveyances, transfers, assignments and payments for the purpose aforesaid whenever my said son shall request them in writing so to do.

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3. Upon the death of the said Webster Knight, 2nd, without having wholly terminated the trusts hereof with respect to Share C, I direct that the principal of said Share C (or so much thereof as remains) shall be conveyed, transferred and paid over to such person or persons, corporation or corporations, and either absolutely or in trust, and upon such reservations, conditions, limitations and other terms and provisions, as he may by his last will and testament appoint; and in default of such appointment, then I direct that if my said son shall die, leaving both a wife and issue surviving him, then one-third of the net income of said Share C (or the whole of such net income if prior to the death or remarriage of said wife all of said issue shall have ceased) shall be paid to such wife until her death or remarriage (whichever event shall first happen), and two-thirds of said net income or all thereof after the death or remarriage of said wife, to the issue of said Webster Knight, 2nd, as follows: in equal shares to all the children of the said Webster Knight, 2nd, and to the issue for the time being living of any deceased child of his, such issue to take their parent's share by right of representation in equal shares as between brothers and sisters, per stirpes and not per capita, during the respective lives of said children and of said issue, until the date of distribution as hereinafter defined, and in no event beyond such latter date; and from and after the decease prior to such date of distribution of any such child or more remote issue, then successively to their children or more remote issue; said children or

more remote issue respectively to take their parent's share by right of representation in equal shares as among brothers and sisters, per stirpes and not per capita, during their respective lives or until such date of distribution but in no event for a period beyond such date of distribution; with full benefit of survivorship as to such net income to the surviving branches of the family of said Webster Knight, 2nd. In case of the total failure before the date of distribution of any other branch or branches, the members of the surviving branches shall take in the same manner and proportion as their original shares:

4. Upon the arrival of said date of distribution as hereinafter defined, said trusts of income shall cease and terminate and the principal of said Share C shall be conveyed, transferred and paid over, absolutely and in fee simple and free of the trusts hereof, as follows:

C. PRESCOTT KNIGHT

(a) To the issue then living of said Webster Knight, 2nd, such issue through all the degrees, to take their parent's share by right of representation in equal shares as between brothers and sisters, per stirpes and not per capita.

(b) In case at said date of distribution no issue of said Webster Knight, 2nd, shall be living, then said trustees shall convey, transfer and pay over the principal of Share C to the trustees of Share B, provided said trust has not theretofore terminated, and the same shall follow the destination thereof as hereinbefore provided.

(c) In case at said date of distribution said trusts of Share B shall have been theretofore terminated, then in such case the principal of Share C shall be conveyed, transferred and paid over, absolutely and in fee simple, free and clear of the trusts hereof to the issue then living of said Clinton Prescott Knight, Jr., such issue through all the degrees to take their parent's

share by right of representation in equal shares as between brothers and sisters, per stirpes and not per capita; if there are no such issue then living, then in equal shares to and among the following.

1. The Knight Memorial Library Association, a corporation created by act of the General Assembly of the State of Rhode Island and located in the City of Providence.

2. The Elmwood Public Library Association, a corporation organized under the laws of the State of Rhode Island and located in the City of Providence.

3. The Homeopathic Hospital of Rhode Island, a corporation created by act of the General Assembly of said State and located in said Providence.

4. The Young Women's Christian Association, a corporation created by act of the General Assembly of said State and located in said Providence.

5. The Rhode Island Association for the Blind, a corporation organized under the laws of the State of Rhode Island and located in said Providence.

SUBDIVISION D.

The trusts of income established under Subdivisions B and C shall cease and terminate upon the "date of distribution" as hereinafter defined.

Said "date of distribution" shall be deemed to occur with respect to Share B or Share C, either—

(1) Upon the death of the life beneficiary of such share, that is to say, upon the death of said Clinton Prescott Knight, Jr. in case of Share B, and upon the death of said Webster Knight, 2nd, in case of Share C, without leaving any wife or any issue surviving;
or

C. PRESCOTT KNIGHT

(2) Upon the death or remarriage of the surviving wife of the said life beneficiaries, leaving no issue surviving; or

(3) Upon the total failure of issue of said life beneficiaries after the trusts for such issue have become operative, without leaving the wife of said life beneficiary surviving;

(4) If none of said events, 1, 2 or 3 have theretofore happened, then in any event twenty (20) years after the death of the longest survivor of the following; namely—

The said Clinton Prescott Knight, Jr.; Emily Gifford Noyes Knight, wife of said Clinton Prescott Knight, Jr.; the child or children of said Clinton Prescott Knight, Jr., living at my decease; the said Webster Knight, 2nd; the said Leona Curtis Knight, wife of the said Webster Knight, 2nd; the children living at my decease, of the said Webster Knight, 2nd; the grandchildren living at my decease, of my brother, Webster Knight.

THIRTY-FIFTH: I hereby direct that the foregoing gifts to my wife, Jessie Cone Knight, shall be in lieu of all right of dower and other statutory and common law rights in my estate.

THIRTY-SIXTH: I hereby revoke any and all other wills, codicils and testamentary dispositions by me heretofore made.

THIRTY-SEVENTH: I hereby nominate and appoint said The National Bank of Commerce and Trust Company, my wife, Jessie Cone Knight, and my sons, Clinton Prescott Knight, Jr. and Webster Knight, 2nd, executors of this my last will and testament, and direct that they shall not be required to give any bond or bonds as such executors, or if any such bond be by law required, they shall be exempt from furnishing surety thereon, nor shall they be required to render any inventory or account of my estate to any probate court either in the State of Rhode Island or elsewhere. I desire that my executors shall employ Edward P. Comins of Boston

C. PRESCOTT KNIGHT

and/or Sara Buckley Walker of said Providence in any outside accounting work that may be necessary in connection with the settlement of my estate.

In addition to the powers, authorities and discretions conferred upon my executors by law or elsewhere in this my will, I hereby direct that they shall have the same powers, authorities, privileges and exemptions, with respect to the estate in their hands, so far as the same are applicable and may be lawfully exercised by them, that are set forth in Article THIRTEENTH hereof with respect to my trustees.

In case my said wife or either of my said sons fails or ceases to act as executor of this my will, I hereby nominate and appoint my daughter-in-law, Leona Curtis Knight, as executrix to fill the first vacancy so caused.

In case The National Bank of Commerce and Trust Company shall fail or cease to act as executor of this my will, I hereby direct that some other trust company located in the City of Providence be appointed as executor or administrator with the will annexed to fill the vacancy so caused.

In case of any other vacancy in the executorship, I direct that such vacancy shall be filled or not in the discretion of the Probate Court.

I hereby direct that any executors of my will may from time to time, by any instrument in writing by him signed, delegate any of his powers and authorities to any other executor or executors, even though involving matters of discretion, and for such time as he may see fit, and may revoke such delegation in his discretion by like instrument in writing.

Any succeeding or substituted executor or administrator with the will annexed of my estate shall have all the powers, authorities, discretions, privileges and exemptions conferred upon my executors

C. PRESCOTT KNIGHT

herein named, and the term "executor" or "executors", wherever used in this my will, shall be deemed to include any succeeding or substituted executor or administrator with the will annexed, and any reference to an executor or administrator shall be deemed to include an executrix or administratrix, wherever the context permits of such construction.

IN TESTIMONY WHEREOF I have hereunto set my hand and seal at the end of this my will consisting of thirty-eight (38) pages, and have written my name in the margin of the thirty-seven (37) preceding pages hereof at Providence, Rhode Island, this 14th day of November, A. D. nineteen hundred and thirty-two (1932).

C. PRESCOTT KNIGHT (Seal)

Signed, sealed, published and declared by the said C. Prescott Knight as and for his last will and testament in the presence of us, who all being present at the same time, have at his request, in his presence, and in the presence of each other, hereunto subscribed our names as witnesses.

FREDERICK W. TILLINGHAST

Providence, R. I.

W. HAROLD HOFFMAN

Providence, R. I.

K. VERA McLAUGHLIN

Providence, R. I.

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS.
PROBATE COURT OF THE TOWN OF NORTH KINGSTOWN

November 13th A.D. 1933

The instrument of writing which as the Last Will and Testament of C. PRESCOTT KNIGHT, late of said North Kingstown, deceased, was on this date presented for Probate, and received for consideration, with a waiver of notice thereon, is now read. And all of the subscribing witnesses thereto, to wit: FREDERICK W. TILLINGHAST, W. HAROLD HOFFMAN and K. VERA McLAUGHLIN are present, sworn and examined, and on oath declare that they were present and saw said C. PRESCOTT KNIGHT sign said instrument and heard him declare the same to be his Last Will and Testament; and that they, at the same time, at the request and in the presence of said C. PRESCOTT KNIGHT and in the presence of each other subscribed their names as witnesses thereto, and that said C. PRESCOTT KNIGHT was then of full age and sound mind and no person appearing to object thereto, said Instrument is thereupon adjudged to be proved and the same is approved, accepted and allowed as and for the Last Will and Testament of said C. PRESCOTT KNIGHT, deceased, and it is ordered that as such the same be recorded.

It is further ordered that letters testamentary issue to THE NATIONAL BANK OF COMMERCE AND TRUST COMPANY OF PROVIDENCE, JESSIE CONE KNIGHT, CLINTON PRESCOTT KNIGHT, JR. and WEBSTER KNIGHT, 2nd, they giving bond without sureties for the due performance of said trust.

JOHN P. B. PEIRCE, Clerk.



LETTER TESTAMENTARY

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS,
WASHINGTON, sc.

By the Probate Court of the Town of NORTH KINGSTOWN,
in the County of WASHINGTON, and State aforesaid,
To THE NATIONAL BANK OF COMMERCE AND TRUST COMPANY
of Providence, JESSIE CONE KNIGHT, of the Town of North Kings-
town, CLINTON PRESCOTT KNIGHT, JR. of the Town of South
Kingstown, WEBSTER KNIGHT, 2ND. of the Town of West War-
wick, all of the State of Rhode Island,

GREETING:

WHEREAS, this Court has this day proved, approved, allowed, and
caused to be recorded, the Last Will and Testament of C. PRESCOTT
KNIGHT late of said Town, deceased, wherein you are named as the Executors
thereof, and you having accepted said trust, and given Bond as the law directs,
are, by these presents authorized and empowered to recover, receive, and take
possession of the estate whereof the said C. PRESCOTT KNIGHT died, seized
and possessed and the same to administer, according to law and to the pro-
visions of said Last Will and Testament. For the performance and execution
thereof, this shall be your sufficient warrant.

L. S.

IN TESTIMONY WHEREOF, we have caused the seal of our said
Court, to be hereunto affixed, this thirteenth day of November in
the year of our Lord one thousand nine hundred and thirty-three.
Signed and sealed by order and in behalf of said Court.

JOHN P. B. PEIRCE,

CLERK.

The foregoing Letter is duly recorded in Book No. 52 page 114.

The undersigned hereby certifies that the foregoing is a true and complete copy of the last will and testament, including all codicils, if any, of the testator named therein, which was admitted to probate by the:

..... *Pawtucket* Court of the County of *Providence*
State of *Rhode Island* on the *13* *th* day of *April*
2013 19 *13*

Rhode Island Fidelity Trust Company

By *[Signature]*
Assistant Trust Officer

This release shall be irrevocable.

Nothing herein contained shall in any manner be deemed to affect my right during my lifetime to receive income under the trusts of said last will and testament of said C. Prescott Knight.

This instrument has been executed in duplicate and each original shall be deemed to be complete in itself without the production of the other original.

IN WITNESS WHEREOF I have hereunto set my hand and seal this 12th day of August, 1943 and am contemporaneously delivering one original hereof to The National Bank of Commerce and Trust Company of Providence, a national banking association, located in the City of Providence, Rhode Island, co-trustee with me of Share C of the trust created by said Article THIRTY-FOURTH of said will.

Webster Knight 2nd

STATE OF RHODE ISLAND

COUNTY OF PROVIDENCE

In Providence on the 12th day of August, 1943, before me personally appeared the above named Webster Knight, 2d, to me known and known by me to be the person executing the foregoing instrument, and he acknowledged said instrument, by him executed, to be his free act and deed.

Allen A. Allen

Notary Public

My Commission Expires

June 30, 1946

Received one original of the foregoing instrument this day of August, 1943.

THE NATIONAL BANK OF COMMERCE AND TRUST COMPANY OF PROVIDENCE

V. C. Hunt *not* *not* *officer*

The undersigned hereby certifies that the foregoing is a true and complete copy of the last will and testament, including all codicils, if any, of the testator named therein, which was admitted to probate by the Court of the County of North Kingstown State of Rhode Island on the 13th day of August, 1943.

Notary Public, Rhode Island, Notary of Trust Company
By *[Signature]*
Archibald Trust Company

7071

KNOW ALL MEN BY THESE PRESENTS,

THAT WHEREAS under the provisions of subparagraph 2 of Sub-division C of Article THIRTY-FOURTH of the will of C. Prescott Knight, late of the Town of North Kingstown, Rhode Island, deceased, I, Webster Knight, 2d, have the power to terminate the trusts created under the provisions of said Article THIRTY-FOURTH with respect to the whole or any part of Share C of the trust estate and to appoint the same to myself and to require the trustees to transfer the same to me absolutely and in fee simple and free from any trust, which said right or power constitutes a power of appointment; and

WHEREAS under the provisions of subparagraph 3 of said Sub-division C of said Article THIRTY-FOURTH I am given a power of appointment to be exercised by me by my last will and testament over the principal of said Share C or so much thereof as remains at my decease; and

WHEREAS I now desire to irrevocably release both of said powers of appointment,

NOW, THEREFORE, in consideration of the premises and of other good and valuable consideration, the receipt whereof is hereby acknowledged, I do hereby renounce, relinquish, surrender and release the said powers of appointment and each of them given to me under the provisions of said subparagraphs 2 and 3 of Subdivision C of Article THIRTY-FOURTH of the will of said C. Prescott Knight and every right, privilege and power granted to me thereby, intending by this release to divest myself completely of all rights, privileges and powers granted to me by said subparagraphs 2 and 3 of said Subdivision C with the same force and effect as if no rights, privileges and powers had ever been granted to me thereunder.

EXHIBIT 3

KNOW ALL MEN BY THESE PRESENTS

That I, George Luther Flint, of the City and County of Providence in the State of Rhode Island, being of sound and disposing mind and memory, and in pursuance of the power granted to me under the Will of Susan A. Flint, late of said Providence, deceased, do hereby make, publish and declare this my Last Will and Testament in manner following, that is to say,

FIRST: I direct my Executors, hereinafter named, to pay my just debts and funeral charges.

SECOND: All the rest, residue and remainder of the estate of which I shall die seized or possessed, whether real, personal or mixed, wherever located or however bounded and described, or to which I may be entitled at the time of my decease, including any real property which I may hereafter acquire, I give, devise and bequeath to Rhode Island Hospital Trust Company, a corporation having its principal place of business in said City of Providence, and to Everard Appleton, of said City, County and State, hereinafter called the Trustees, IN TRUST NEVERTHELESS, for the following uses and purposes,-

1. I direct said Trustees, as soon as may be after my decease, to enter in and take possession of any real property of which I shall die seized or possessed, and to hold the same as Trustees and to reduce to possession any and all personal or mixed estate of which I shall die seized or possessed and pay the income from said real or personal estate to my wife, Emilie R.

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Flint, for and during the term of her natural life, first deducting from such income a reasonable compensation to themselves from time to time, as Trustees, and also all taxes of every kind, nature or description, or charges necessary, proper or appropriate for the carrying on of said trust, and upon the decease of my said wife, Emelie R. Flint, I direct said Trustees to continue to hold the principal or corpus of the trust and to pay the income derived therefrom, subject, however, to a proper compensation to said Trustees and subject to all taxes of every kind, nature or description, expenses or charges as hereinbefore set forth, in equal parts, one-half ($\frac{1}{2}$) part to Rhode Island Hospital located in the City and County of Providence, in the State of Rhode Island, such income to be used for the general uses and purposes of said Hospital, and the other one-half ($\frac{1}{2}$) part paid to Homeopathic Hospital located in said Providence, for the general uses and purposes of said Hospital.


I hereby specifically authorize the Trustees, according to their own discretion, to invest or reinvest, buy, sell or mortgage any part of the trust property, and to make, execute and deliver any and all papers, instruments or documents necessary, proper or appropriate to be made and I do hereby give and grant to said Trustees, every power of every kind, nature or description, necessary, proper or appropriate to carry out the terms of the trust hereby created, whether such powers are specifically set forth or otherwise.

THIRD: I nominate and appoint said Rhode Island Hospital Trust Company, a corporation having its principal place of business in said City of Providence, and Everard Appleton, of

WITNESSES
I, the undersigned, do hereby certify that the foregoing is a true and correct copy of the original as the same appears from the records of the probate court of the County of ... State of ...

said City, County and State, Executors of this my Last Will and Testament and direct that they be not required to furnish any bond with or without surety for the faithful performance of their duties as such Executors, and hereby revoking all other and former Wills by me made, I do hereby make, publish and declare this and this only as and for my Last Will and Testament.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 21st day of April A. D. 1936.

George Luther Flint 

Signed, sealed, published and declared by George Luther Flint as and for his Last Will and Testament, in our presence, who have, at his request, in his presence and in the presence of each other, hereunto set our names as witnesses.

Edward A. Flint
Maddeline Wilcox

EXHIBIT 4

KNOW ALL MEN BY THESE PRESENTS:

THAT I, ALBERT M. STEINERT, of Providence, County of Providence, and State of Rhode Island, do hereby make, publish, and declare this and this only as and for my last Will and Testament, hereby revoking all other and former wills by me made, that is to say:

FIRST: I direct that my executors hereinafter named pay all my just debts and funeral expenses as soon after my decease as may be, except such debts as shall be secured by mortgages on any real estate which I shall own at my decease, I having made other arrangements for the taking care of such indebtedness.

SECOND: I hereby empower my wife, MARIE ALICE PHILLIPS STEINERT, if she survives me, to contract for and to purchase in her own name a burial lot for my family and to contract for the perpetual care thereof, the particular lot and the cemetery wherein the same shall be located to be of her own selection, and I suggest to her but do not make it a requirement, that if she continues to reside in said Providence after my decease, the purchase be made in Swan Point Cemetery, located in said Providence; and I hereby direct my executors to pay for such lot as she shall purchase, in pursuance hereof, and in addition, to pay to the proper cemetery authorities such sum as she shall have contracted to be paid for the perpetual care thereof. And so as not to delay the final settlement of my estate, in case my said wife shall not have, within one year after my decease, exercised the power herein conferred on her, I direct that at the end of said year a sum sufficient for such purchase and care not exceeding Five Thousand Dollars (\$5,000.) be paid by my executors to the trustees under the trust created in Paragraph "Thirteenth" of this will, and that thereafter

on the exercise of said power, said trustees shall make said payment. Any balance of the sum so paid to my said trustees remaining in their hands, after payment for said lot and care, shall fall into the residue of my said estate.

THIRD: I give and bequeath all my household furniture and other personal effects to my said wife, MARIE ALICE PHILLIPS STEINERT, absolutely.

FOURTH: As a token of my personal regard, I give to each of the following named persons, who shall be alive at my decease, the sum of One Thousand Dollars (\$1,000.); viz: HELOISE SHONINGER (my sister) of New Haven, Connecticut; FREDERICK STEINERT (my brother) of said New Haven; LILLIAN MAYER (my wife's sister) of New York City; MAHLIE WEIL (wife of CHARLES WEIL) of said New Haven. And I give to each of the following persons who shall be alive at my decease the sum of Two Hundred Dollars (\$200.); viz: YOLANDA IRION (wife of HERMAN IRION) of said New York City; MRS. LINCOLN LIPPITT, of said Providence; MRS. DANIEL C. McQUEENEY, provided her husband, DANIEL C. McQUEENEY, of said Providence, shall be in the employ of M. STEINERT & SONS COMPANY (a corporation of Rhode Island) at my decease; and MRS. JOHN A. CREAMER, provided her husband, JOHN A. CREAMER, shall be in the employ of CADY MCWING & STORAGE COMPANY (a corporation of the State of Rhode Island) at my decease.

FIFTH: I give to MRS. EURUY WAHLE, daughter of FERDINAND THORMAN (nephew of my father) of Scheinfeld, Bavaria, Germany, if she shall be alive at my decease, the sum of Five Hundred Dollars (\$500.).

SIXTH: I give to each of the following who shall be in the employ of M. STEINERT & SONS COMPANY at my decease the sum of Two Hundred Dollars (\$200.); viz: PETER BRUIN, IRENE

CREEGAN, BESSIE PRIEST, MYLES BURNS, GUSTAVE ANDERSON, of said Providence, and RICHARD NEWMAN of Boston, Massachusetts.

SEVENTH: I direct my trustees named in Paragraph numbered "Thirteenth" of this will to provide for MARY REILLY, who is now in my domestic service, a good home for and during the remainder of her natural life, by making arrangements at the expense of the trust for her board and lodging in a place or places suitable in their judgment to her needs and her condition in life.

EIGHTH: I direct the trustees named in the paragraph of this will numbered "Thirteenth" to pay from the income of the trust created in and by said paragraph to MRS. ALICE PHILLIPS, mother of my said wife, any sum up to Two Hundred Dollars (\$200.) per month which shall be requested in writing by my said wife, MARIE ALICE PHILLIPS STEINERT. These payments, however, shall cease upon the termination of said trust and are to be in such amounts only as shall with moneys paid directly by my said wife to her said mother aggregate Two Hundred Dollars (\$200.) per month.

NINTH: I give and bequeath to my said wife, MARIE ALICE PHILLIPS STEINERT, for and during the term of her natural life, two pictures by Monticello and two pictures by Roelshoven now in my possession, provided I own the same at my decease. And in case said gift to my wife shall take effect, then upon the decease of my said wife, I give and bequeath said four pictures to the RHODE ISLAND SCHOOL OF DESIGN, an educational corporation of the State of Rhode Island, provided said pictures are acceptable to said RHODE ISLAND SCHOOL OF DESIGN. If said pictures are acceptable to said RHODE ISLAND SCHOOL OF DESIGN, the same are to be labeled in a suitable manner to indicate that they are donated by ALBERT M. STEINERT. If said pictures are not acceptable to said RHODE ISLAND SCHOOL OF DESIGN, then I

direct that at the decease of my said wife, said pictures shall fall into said residue.

TENTH: I give and bequeath to my said wife, MARIE ALICE PHILLIPS STEINERT, for and during the term of her natural life, my collection of antique keyed and stringed musical instruments. I also give her the power to sell the whole or any part thereof during her life and to give an absolute title to the purchaser; and the proceeds of any such sale or sales shall be paid by my said wife to the trustees named in the paragraph numbered "Thirteenth" of this, my Will, and the payments so made by her to said trustees shall be added to the corpus of said trust. Upon the decease of my said wife, in case she has not exercised the power of sale in this paragraph conferred upon her in such manner as to have disposed of said collection, I give and bequeath so many of said instruments as she shall not have disposed of by the exercise of said power to said RHODE ISLAND SCHOOL OF DESIGN to be known as the "ALBERT M. STEINERT COLLECTION OF KEYED AND STRINGED MUSICAL INSTRUMENTS", and if said RHODE ISLAND SCHOOL OF DESIGN shall accept said gift, then I request my said wife, but do not intend to impose any duty at law or in equity upon her by this request meaning to leave it to her own absolute will, that she provide for the payment of a sum up to Three Hundred Dollars (\$300.) a year to said RHODE ISLAND SCHOOL OF DESIGN for the upkeep of said collection.

ELEVENTH: In case said RHODE ISLAND SCHOOL OF DESIGN shall decline the gift to it in the paragraph numbered "Tenth" of this my will, then I give so much of said collection, as shall be undisposed of at my said wife's decease, to the METROPOLITAN MUSEUM OF ARTS located in New York City, in the State of New York, and to the MUSEUM OF FINE ARTS, located in Boston, in the County of Suffolk, and Commonwealth of Massachusetts, in severalty. The division between said Institutions

shall be made as follows: The METROPOLITAN MUSEUM OF ARTS shall have the right first to select as its own one instrument of said collection and said MUSEUM OF FINE ARTS shall have the right to select as its own one instrument from the remainder of said collection and so on with the alternate right of selection in each of said Institutions, in each instance the said METROPOLITAN MUSEUM OF ARTS to have the right of first selection, until the whole collection shall be divided between them. Upon the selection of each instrument, it shall be the absolute property of the Institution selecting it. I request each of said Institutions to mark such of said instruments as it shall have received with a card indicating that the same was donated by ALBERT M. STEINERT.

TWELFTH: I give and bequeath all the shares of capital stock of M. STEINERT & SONS COMPANY, a corporation of the State of Massachusetts, which I shall hold at my decease, and also all the shares of the capital stock of JEWETT PIANO COMPANY, a corporation of the State of Maine, which I shall hold at my decease, to my said wife, MARIE ALICE PHILLIPS STEINERT, and to my brothers, ALEXANDER STEINERT, of said Boston, and RUDOLPH STEINERT, of New Haven in the State of Connecticut. To have and to hold the same to them, their executors, administrators, and assigns, but in special trust, nevertheless, for the uses and purposes herein declared and set forth, that is to say:

To receive, possess, hold, and vote the same, to collect all dividends, interest, income, and other increment of said trust, and therefrom to pay all taxes, charges, and other expenses, and the net income of said trust to pay to my said wife, MARIE ALICE PHILLIPS STEINERT, at such times and amounts as she shall desire for and during the term of her natural life. And if my said wife should desire a larger income than she shall at any time be in receipt of, then she may

request the trustees to receive from ROBERT STEINERT and ALEXANDER STEINERT, JR., sons of my said brother, ALEXANDER STEINERT, and from ALLAN STEINERT, son of my said brother, RUDOLPH STEINERT, and to pay the same to her additional annual income for and during her natural life in such amount as she shall have requested, but not in excess of Five Thousand Dollars (\$5,000.) per year, and upon such request said ROBERT STEINERT, ALEXANDER STEINERT, JR., and ALLAN STEINERT may elect whether they will together contribute each an equal sum to pay my said wife annually the sum which she shall have requested as aforesaid, and upon such election and the payment to my said wife for and during the term of her natural life following such request such sums as shall be necessary to supply her with the said additional income, then the gifts of the capital stock of said M. STEINERT & SONS COMPANY to them in this clause of my will made shall take effect, but in case they or either of them shall not so elect to make said payments, or having elected to make such payments shall fail to do so for and during the term of her natural life, then the gift of said stock to the one or more of them electing not to make said payments, or having elected to make them failing to continue to make them for and during the term of her natural life, shall not take effect, and the ones electing to make up the deficiency shall be entitled to receive the shares herein bequeathed to said ROBERT STEINERT, ALEXANDER STEINERT, JR., and ALLAN STEINERT; and subject to the foregoing, upon the decease of my said wife, I give and bequeath the capital stock of said M. STEINERT & SONS COMPANY, which shall be in said trust at the decease of my said wife, Five Hundred (500) shares to said ROBERT STEINERT, Five Hundred (500) shares to said ALEXANDER STEINERT, JR., and Five Hundred (500) shares to said ALLAN STEINERT. At said time I also give and bequeath One Hundred (100) shares of said capital stock to said DANIEL C. McQUEENEY, provided said DANIEL C. McQUEENEY shall be in the

employ of said M. STEINERT & SONS COMPANY at my decease; Fifty (50) shares of said capital stock to said HERMAN IRION, provided said HERMAN IRION shall be in the employ of STEINWAY & SONS COMPANY of New York at my decease, and provided further that the business relations which exist between said STEINWAY & SONS COMPANY, of New York, at the time of the making of this will shall exist at the time of my decease; Fifty (50) shares to JEROME F. MURPHY, of said Boston, provided that said JEROME F. MURPHY shall be in the employ of said M. STEINERT & SONS COMPANY at my decease; Fifty (50) shares to JOHN A. CREAMER, of said Providence, provided that said JOHN A. CREAMER shall be in the employ of said GADY MOVING & STORAGE COMPANY at my decease.

In case at my decease I shall not be the owner of a sufficient number of shares of the capital stock of said M. STEINERT & SONS COMPANY to satisfy these bequests, they shall be abated pro rata; and in case I am not the owner of any of said capital stock at my decease, they shall be abated wholly; and in case of the sale of the whole or any part of said stock during the continuance of said trust, then said bequest shall be abated wholly in case of the sale of all of said stock and pro rata in case of the sale of part only of said shares. And upon the decease of my said wife, the shares of the capital stock of said JEWETT PIANO COMPANY in said trust, I give to my said brothers, ALEXANDER and RUDOLPH STEINERT, equally.

I hereby authorize said trustees from time to time to sell or exchange the whole or any part of said shares and expressly declare that said trustees themselves may be the purchasers or be interested in any such purchase, provided that every such sale shall receive the unanimous consent of said trustees.

In case of the incapacity of my said wife, the RHODE ISLAND HOSPITAL TRUST COMPANY, a corporation of said State of

Rhode Island, shall be appointed by the court having jurisdiction to succeed her as trustee hereunder, and any such sale or sales shall require the consent of said RHODE ISLAND HOSPITAL TRUST COMPANY representing my said wife.

In case of the sale of all or part of the capital stock of said M. STEINERT & SONS COMPANY in said trust and my said wife, MARIE ALICE PHILLIPS STEINERT, shall, either before or after such sale, request additional income as is above provided, the same shall be paid to her by said trustees and shall be charged equally to the interests of said ROBERT STEINERT, ALEXANDER STEINERT, JR., and ALLAN STEINERT in the corpus of said trust giving effect in such charging to any election that shall have been made in pursuance of the provisions to that end hereinbefore contained.

Subject to the foregoing provisions for election by said ROBERT STEINERT, ALEXANDER STEINERT, JR., and ALLAN STEINERT, in case of the sale of all or part of said shares in M. STEINERT & SONS COMPANY, the proceeds of said sale shall be substituted in said trust for the shares sold and shall go, on the termination of the trust, to the person or persons who would have received said shares if they had not been sold and in the same proportions said persons would have received said shares.

In case of the sale of all or part of the shares of the JEWETT PIANO COMPANY in said trust, the proceeds of said sale shall be substituted in said trust for the shares sold and shall, on the termination of the trust, go to the persons who would have received said shares had they not been sold and in the same proportion to said persons as they would have received said shares.

THIRTEENTH: All the rest, residue, and remainder of my property, real, personal, and mixed, including any real estate that I shall hereafter acquire and all property over

which I have or shall have the power of testamentary disposition, I hereby, give, devise, and bequeath to my said wife, MARIE ALICE PHILLIPS STEINERT, and said RHODE ISLAND HOSPITAL TRUST COMPANY. To have and to hold the same to them, their heirs, executors, administrators, successors, and assigns, but in special trust, nevertheless, for the uses and purposes following, that is to say:

To receive, possess, and hold the same; to collect all rents, dividends, interest, income, and other increment of said estate and therefrom to pay all taxes, charges, insurance, and other expenses, including their own reasonable charges as trustees hereunder, with power on their part to change and vary the investments of said trust from time to time and for that purpose to give any agreement, deed, or other document in writing reasonably necessary, and thereby to bind any such trust estate hereby exempting them from liability (except for their own wilful default) for anything they shall do or cause to be done, and hereby declaring that it is my intention that only my said estate shall be bound by any obligation which they shall undertake as trustees thereof. And in case of the sale or other disposition of so much of the capital stock of said CADY MOVING & STORAGE COMPANY as shall be in said trust, I direct my said trustees to give said DANIEL C. McQUEENEY and said JOHN A. CREAMER the first opportunity to purchase the same and to give them a reasonable time (not exceeding sixty days) within which to raise such sum or sums as shall be necessary to make such purchase.

I direct said trustees from the corpus of said trust to make the payments and do the things required by the paragraphs hereof numbered "Second", "Seventh", "Eighth", and "Tenth".

I direct my said trustees to pay the net income, after payment of the charges heretofore authorized and directed, semi-annually to my said wife for and during the term of her natural life, and upon the decease of my said wife to pay for the lot and care mentioned in paragraph of this, my Will, numbered "Second", in case payment for the same shall not have been made during the lifetime of my said wife, and upon the decease of my said wife to pay the net income as follows:

Five Twenty-firsts thereof to my said brother, RUDOLPH, for and during the term of his natural life, and upon his decease to pay said Five Twenty-firsts to his wife, HILDA, for and during the term of her natural life; Three Twenty-firsts to my said sister, HELOISE SHOWINGER, for and during the term of her natural life; Three Twenty-firsts to said MAHLE WEIL for and during the term of her natural life, and upon her decease to pay said Three Twenty-firsts to her husband, CHARLES WEIL, for and during the term of his natural life; Three Twenty-firsts to my brother, FREDERICK, for and during the term of his natural life; Three Twenty-firsts to said MRS. ALICE PHILLIPS for and during the term of her natural life; Three Twenty-firsts to said LILLIAN MAYER for and during the term of her natural life; and the remaining One Twenty-first of said income to MRS. NELLIE ELSHER of said New York City, widow of my brother, EDWARD STEINERT, for and during the term of her natural life. And upon the decease of any of the persons entitled to receive any share of the income of said estate, the income which the person or persons deceased would have received shall be divided among the survivors in proportion to their interests in said income individually before the decease of the one or more dying. And upon the decease of the last survivor of said named persons, said RHODE ISLAND HOSPITAL TRUST COMPANY shall stand seized of said trust estate in further trust to pay the net income of said trust estate as follows:

X
XX
XX
X
X

One-sixth to the RHODE ISLAND HOSPITAL, one-sixth to the MIRIAM HOSPITAL, one-sixth to ST. JOSEPH'S HOSPITAL, one-sixth to the HOMEOPATHIC HOSPITAL, one-sixth to the LYING-IN HOSPITAL, all of said Hospitals being corporations under the laws of the State of Rhode Island, and the remaining one-sixth to divide in equal parts and to pay one of said parts to WELLESLEY COLLEGE, an educational institution under the laws of the State of Massachusetts, for the support of such scholarships as the income will fairly support, each such scholarship to be known as the "KATHRYN L. STEINERT SCHOLARSHIP", and the other part to BROWN UNIVERSITY, an educational corporation of said State of Rhode Island, for the support of such scholarships therein as the same will reasonably support, each such scholarship to be known as the "ALICE M. STEINERT SCHOLARSHIP".

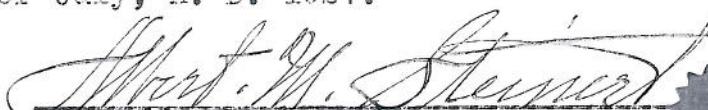

FOURTEENTH: I hereby nominate my said wife, MARIE ALICE PHILLIPS STEINERT, and said DANIEL C. McQUEENEY to be the executors of this will and request the court appointing them not to require surety on any bond which they shall give in the performance of their duties as such executors.

FIFTEENTH: In this paragraph I desire to testify to the love and esteem which I hold for my said wife, MARIE ALICE PHILLIPS STEINERT, and I desire to make certain suggestions to her with respect to the disposal of her property, in case she survives me or in case she contemplates entering into marriage subsequently to my decease. The statements in this paragraph contained, however, I expressly declare are not intended to have any binding effect upon my said wife and are in no sense either at law or in equity to be understood as requiring her to do the things herein suggested.

In this sense I suggest, subject entirely to her absolute will and approval, that if she survives me, in the disposal of her own property and any that may come to her from

me, she remember my own relatives in this will mentioned in such manner as shall be agreeable to her, she knowing that my preferences in this regard among my family are expressed in the paragraph of this will numbered "Thirteenth", and in case said RHODE ISLAND SCHOOL OF DESIGN becomes the owner of my said collection of keyed and stringed musical instruments, that she provide a fund of Three Hundred Dollars (\$300.) a year for the maintenance thereof, and also that she remember said Hospitals, WELLESLEY COLLEGE, and BROWN UNIVERSITY knowing that they are institutions in which I take a deep interest. In the same sense and without imposing any duty in this regard, either at law or in equity, and entirely subject to her own will and approval, I suggest that the name STEINERT be attached in a suitable and becoming manner to such gifts as she may make in adoption of these suggestions.

IN TESTIMONY WHEREOF, I have hereunto set my hand and seal this eleventh day of July, A. D. 1927.

Signed, sealed, published, and declared by the above-named ALBERT M. STEINERT as and for his last Will and Testament in the presence of us, who have at his request, in his presence, and in the presence of each other, hereunto subscribed our names as witnesses.

✓ W. J. G. Maguire residing at Providence, R. I.
✓ James C. Hart residing at Providence, R. I.
Patrick J. Curran residing at Cranston, R. I.

EXHIBIT 5

AMENDMENT OF DEED OF TRUST

OF

MARIE ANN TOWNSEND

WHEREAS I, MARIE ANN TOWNSEND, of the City of Warwick, Rhode Island, executed and delivered to Union Trust Company, a Rhode Island banking corporation, a certain revocable Deed of Trust dated June 29, 1936; and

WHEREAS, I made certain modifications and amendments to said Deed of Trust, the last one of which, dated June 14, 1949, was a Consolidating Amendment which combined in one instrument said Deed of Trust as modified and amended up to that time, said Deed of Trust as heretofore amended being hereinafter referred to as "said Deed of Trust;" and

WHEREAS, in said Deed of Trust I reserved to myself certain rights and powers, among others the right and power to revoke or modify the trusts set forth and created by said Deed of Trust;

NOW, THEREFORE, KNOW ALL MEN BY THESE PRESENTS:

That I, MARIE ANN TOWNSEND, pursuant to and in exercise of the powers reserved to me in said Deed of Trust and of every other power me hereunto enabling, do hereby amend said Deed of Trust by changing the same in the following respects:

(1) I hereby delete therefrom any reference to Union Trust Company, and substitute in lieu thereof Industrial National Bank of Providence, a national banking association. By this deletion and substitution I appoint Industrial National Bank of Providence as trustee of the trusts created in said Deed of Trust with the same force

and effect as if it were originally designated as such in said Deed of Trust.

(2) I hereby revoke paragraph 1 of said Deed of Trust and substitute in lieu thereof the following:

"1. Said Industrial National Bank of Providence or other the trustee or trustees under this Deed of Trust, each and all being hereinafter referred to as "said trustee," shall hold and manage, invest and reinvest said money and securities and any additions made to the same as aforesaid and all investments and reinvestments of said money and of any such additions and all property of every kind that shall at any time and from time to time be subject to this trust, all such money, securities and additions, investments and reinvestments and all such property being hereinafter included in and referred to by the term "said trust fund," and shall receive and collect all the income of or arising from said trust fund, and after paying from said income all charges and expenses which shall properly be incurred by said trustee in the discharge of its duties as such trustee or shall otherwise be chargeable upon said trust fund and which shall properly be payable out of said income, including a reasonable compensation to said trustee for its services as such, shall so long as I shall live pay to me monthly, in as nearly equal installments as reasonably possible, all the net income of said trust fund, or in its discretion shall apply said net income for my benefit, if at any time I shall in the judgment of said trustee become incapacitated to transact

business, said trustee shall during any such period or periods of incapacity apply for my benefit so much of said net income as in its judgment it shall deem necessary for my care, maintenance and support, and any net income of said trust fund not paid to me and not applied for any of the purposes aforesaid shall from time to time be invested by said trustee and added to and made a part of the principal of said trust fund.

If my husband, Herbert Gladstone Townsend, shall survive me, then from and after my death said trustee shall pay to him or apply for his benefit all said net income so long as he shall live.

From and after the death of the survivor of my said husband and me, said Industrial National Bank of Providence shall forever hold said trust fund, which shall thereafter be known as "The Townsend Fund," in perpetual trust, and at the end of each and every year following the death of such survivor, said trustee shall add to the principal of said trust fund five per centum (5%) of the net income earned by said trust fund during the preceding twelve (12) months period and shall forever pay the remainder of said annual net income earned by said trust fund in equal shares to the following three (3) Rhode Island corporations, all having and maintaining hospitals in said City of Providence, and their respec-

tive successors, if any, for the support of the charitable work carried on by said corporations respectively, namely, Rhode Island Hospital, Providence Lying-In Hospital and St. Joseph's Hospital."

(3) I hereby modify the provisions of paragraph 2 of said Deed of Trust by adding thereto the following sentence:

"Regardless of the provisions hereinbefore contained, during my lifetime said trustee shall not purchase for said trust fund nor sell any part of said trust fund without first obtaining my written consent thereto."

(4) I hereby revoke paragraph 9 of said Deed of Trust and substitute in lieu thereof the following:

"9. Said trustee shall have power and authority, if and so far as it shall deem it practicable to do so,

(a) until the death of the survivor of my husband and me, for purposes of diversification of investments only, to treat as one investment account said trust fund and any other trust fund of the same name and with the same charitable purposes, which has been created by my husband's irrevocable inter vivos trust, and

(b) from and after the death of the survivor of my husband and me, to merge said trust fund with any other trust fund of the same name and with the same charitable purposes, which has been created by my will or by my husband's will or by his irrevocable inter vivos trust, and to deal with the funds thus merged as one combined trust fund, and to hold

any securities or other property belonging to said combined trust fund, either in its name as trustee hereunder, or in its name as trustee under any of said other trust instruments, and to exercise with regard to said securities or other property all the powers vested in it under any of said instruments."

(5) I hereby revoke paragraph 12 of said Deed of Trust and substitute in lieu thereof the following:


"12. I hereby declare that the trusts created by said Deed of Trust as herein altered, amended and modified, shall be irrevocable from and after the date hereof."

(6) Except as hereby and herein altered, amended and modified, I hereby ratify and confirm said Deed of Trust and all of the terms and provisions thereof.

IN WITNESS WHEREOF, I, said MARIE ANN TOWNSEND, have hereunto set my hand and seal this 6th day of October, A. D. 1955.

In presence of:

Paul C. Quinn Jr.

Marie Ann Townsend 
Marie Ann Townsend

INDUSTRIAL NATIONAL BANK OF PROVIDENCE hereby accepts the provisions of the foregoing instrument and agrees with said Marie Ann Townsend that it will faithfully execute its duties as trustee as the same have been altered and changed by this instrument.

INDUSTRIAL NATIONAL BANK OF PROVIDENCE

By J. Emory Long Vice President

CONSOLIDATING AMENDMENT, DATED JUNE 14th, 1949, OF DEED OF TRUST
FROM MARIE ANN TOWNSEND TO UNION TRUST COMPANY DATED JUNE 29, 1936

WHEREAS it is desired to further modify and amend that certain deed of trust dated June 29, 1936, made by Marie Ann Townsend, formerly of the City of Cranston, County of Providence and State of Rhode Island but now of the City of Warwick in the County of Kent and State of Rhode Island, to Union Trust Company, a banking corporation created by Act of the General Assembly of said State of Rhode Island and located in the City of Providence in said State, as trustee, as heretofore modified under the power expressly reserved to said Marie Ann Townsend so to do in said deed of trust and in so doing to hereby include in one instrument that deed of trust and all modifications and amendments heretofore and hereby made thereto.

"K N O W A L L M E N B Y T H E S E P R E S E N T S

That I, MARIE ANN TOWNSEND, now of the City of Warwick in the County of Kent and State of Rhode Island, (formerly of the City of Cranston in said State of Rhode Island) in consideration of the acceptance by UNION TRUST COMPANY, a corporation created by Act of the General Assembly of said State of Rhode Island, of the trust hereinafter set forth, do hereby transfer, deliver and pay over to said Union Trust Company the money and/or securities set forth and described in "Schedule A" attached hereto and hereby made a part hereof, to have and to hold the same, together with any other money and any other securities or other property which I may at any time or from time to time hereafter add to the same, IN TRUST, upon the trust and for the uses and purposes following, that is to say:

1. Said Union Trust Company or other the trustee or trustees under this deed of trust, each and all being hereinafter

referred to as "said trustee", shall hold and manage, invest and reinvest said money and securities and any additions made to the same as aforesaid and all investments and reinvestments of said money and of any such additions and all property of every kind that shall at any time and from time to time be subject to this trust, all such money, securities and additions, investments and reinvestments and all such property being hereinafter included in and referred to by the term "said trust fund", and shall receive and collect all the income of or arising from said trust fund, and after paying from said income all charges and expenses which shall properly be incurred by said trustee in the discharge of its duties as such trustee or shall otherwise be chargeable upon said trust fund and which shall properly be payable out of said income, including a reasonable compensation to said trustee for its services as such, shall so long as I shall live pay to me, (unless otherwise instructed in writing by me), at least semi-annually in as nearly equal installments as reasonable possible, all the net income of said trust fund, or in its discretion shall apply said net income for my benefit, and shall also pay to me from time to time but only during the lifetime of my husband, Herbert Gladstone Townsend, and not after his death, such sum or sums of money from the principal of said trust fund as I may in writing request, and after the death of my said husband, if at any time I shall in the judgment of said trustee become incapacitated to transact business, said trustee shall during any such period or periods of incapacity apply for my benefit so much of said net income as in its judgment it shall deem necessary for my comfortable care, maintenance, support and happiness, and shall also have power in its discretion to apply for my benefit from time to time such sums from the principal of said trust fund as said trustees

may deem necessary for my comfortable care, maintenance, support and happiness, and any net income of said trust fund not paid to me and not applied for any of the purposes aforesaid shall from time to time be invested by said trustee and added to and made a part of the principal of said trust fund.

If my husband, Herbert Gladstone Townsend, shall survive me, then from and after my death said trustee shall pay all said net income to my said husband so long as he shall live.

From and after the death of the survivor of my said husband and me, said Union Trust Company shall forever hold said trust fund, which shall thereafter be known as "The Townsend Fund", in perpetual trust, and at the end of each and every year following the death of such survivor, said trustee shall add to the principal of said trust fund five per centum (5%) of the net income earned by said trust fund during the preceding twelve (12) months period and shall forever pay the remainder of said annual net income earned by said trust fund in equal shares to the following three (3) Rhode Island corporations, all having and maintaining hospitals in said City of Providence, and their respective successors, if any, for the support of the charitable work carried on by said corporations respectively, namely, Rhode Island Hospital, Providence Lying-in Hospital and St. Joseph's Hospital.

2. Said trustee shall have power and authority to change and vary from time to time any investment or reinvestment of said trust fund and for this purpose or for any other purpose of this trust to sell from time to time, at either public or private sale, or at broker's board, any of the investments or reinvestments of said trust fund, real or personal, without the purchaser being under obligation to inquire into the necessity for or regularity

of any such sale or to see to the application of the purchase moneys; to join with others in the reorganization of any company or in the consolidation with another or others of any company in which said trustee shall hold any shares of corporate stock or other securities, either with or without the deposit of said shares or securities with any committee, and to bear a proper portion of the expenses of any such reorganization or consolidation, and to subscribe and pay for any new securities under any plan of reorganization or consolidation; to lease any real estate at any time constituting a part of said trust fund for such periods of time and upon such terms as to said trustee shall seem proper; and to adjust by compromise or by arbitration any claims either in favor of or against said trust fund.

3. Said trustee shall also have power and authority to vote on any shares of corporate stock forming a part of said trust fund in any way that said trustee shall deem to be most in the interest of said trust fund and to issue proxies to vote on such shares, with such instructions, specific or general, to the persons to whom such proxies shall run as said trustee shall deem to be for the best interest of said trust fund, without any liability by said trustee, if acting in good faith and with reasonable care, for the acts of such persons.

4. Said trustee shall also have power and authority, according to its judgment of what is right and proper under the circumstances, (without being bound by any court decision as to any other trust instrument) to charge any or all premiums on investments against principal or income and to credit any or all discounts on investments to principal or income and to treat any or all dividends, whether in cash or in stock and whether ordinary or extraordinary, and any or all rights to subscribe for new stock, and any or all money or other things of value received by said

trustee by virtue of its legal ownership of said trust fund, as income or principal, and to charge and apportion expenses and also losses, if any, to income or principal, and to bind all beneficiaries hereunder in so doing.

5. Said trustee shall also have power and authority to retain as suitable investments for said trust fund any securities now or at any later date received by it as trustee hereunder from me without liability for any loss to said trust fund or for later depreciation in value, but the power and authority hereby conferred to retain such securities shall not abridge its power to sell any such securities if in its judgment it shall be advisable to do so.

6. Because I believe that the trustee hereunder may find it desirable to invest portions of the trust fund from time to time in notes or other obligations secured by mortgages of real estate, such notes and other obligations being hereinafter called "mortgages", and because I know that at times it is difficult to obtain desirable mortgages, I hereby authorize and empower the trustee hereunder to purchase from itself mortgages owned or held by it in its separate or individual capacity, and to sell mortgages held as trustee hereunder to itself in its separate or individual capacity, as freely as it might or could buy such mortgages from, or sell them to, an independent third party, and without any greater responsibility, all rules or provisions of law to the contrary being hereby expressly waived; provided, however, that the power and authority granted to said trustee under the provisions of this paragraph "6" shall not be exercised by said trustee after my death, and, during my lifetime shall not be exercised without in each case first obtaining my written consent thereto.

7. In the event that any death taxes, however designated, should be imposed, wholly or partly, in respect to the property of this trust, my said trustee shall pay the same or its proportionate part thereof, when due, or at its option may make payment of

its proportionate part to the person against whom assessed upon his assuming the liability for the entire tax. If any such tax shall be imposed partly in respect to the property of this trust and partly in respect to other property, my said trustee shall pay a proportion of the total tax equivalent to the proportion which the property of this trust on which such tax is imposed bears to the total property on which it is imposed, giving such weight to exemptions, deductions and other factors, and paying also such part of any interest or penalty due on such tax as shall appear in its judgment to be reasonable and just or as it shall, in its discretion, agree upon with the other parties interested. Said taxes shall be paid by said trustee out of the principal of said trust fund and deducted from said trust fund. The powers granted by this clause may be exercised by said trustee, as given, whether or not it shall be one of the executors or administrators of my estate, or the sole executor or administrator thereof.

8. Said trustee shall also have power and authority during the administration of my estate, whether or not said trustee shall be also the executor of my will or the administrator of my estate, to apply such portion as it shall deem advisable of said trust fund to the purchase of, or investment in, securities held by me at the time of my decease at such valuation as it shall determine to be best and to make loans to my executor or administrator, either secured or unsecured, at such rate of interest as said trustee shall determine, without being liable for any resulting loss, to the end that my executor or administrator may readily secure cash funds for the payment of administration expenses and the other expenses of settling my estate.

9. Said trustee shall also have power and authority from and after any date after the death of the survivor of my husband and me, if and so far as it shall deem it practicable so to do, to merge said trust fund under this trust deed with that trust fund of the same name under the deed of trust made by my said husband to said Union Trust Company as trustee thereunder, dated January 2, 1929, as modified by any later instrument or instruments of modification made by him in accordance with the power of modification reserved by him in said deed of trust, or with any similar trust fund that may be provided for either by my last will and testament or by the last will and testament of my said husband, and to deal with the funds thus merged as one combined trust fund, and to hold any securities or other property belonging to said combined trust fund, either in its name as trustee hereunder, or in its name as trustee, under any of said instruments, and to exercise with regard to said securities or other property all the powers vested in it under any of said instruments.


10. All the foregoing powers and all discretions conferred upon said trustee may be exercised from time to time in the uncontrolled discretion of its committee or any of its officers having the general oversight of trust properties.

11. If at any time the corporate existence or trust powers of the trustee herein named or any successor trustee hereunder shall terminate or its charter shall be forfeited, and if a new corporation with trust powers shall be organized pursuant to the then existing law for the purpose of continuing the business of said trustee or if at any time such trustee shall become merged in or consolidated with any other corporation having corporate power to administer trusts, such new or other corporation shall become the trustee hereof and it and any other successor trustee,

title, estates, interests, powers, discretions, duties, privileges and elections without the necessity of any further act or conveyance as if originally named herein.

12. The trust set forth and created by this deed of trust may at any time and from time to time so far as then unperformed, but only during the lifetime of my husband, the said Herbert Gladstone Townsend, be revoked or modified by me by a written instrument of revocation or modification signed by me and delivered to said trustee, and a revocation or modification so made shall take effect upon delivery of said instrument to said trustee, provided, however, that if my said husband shall predecease me, then upon his death this deed of trust shall become irrevocable and shall no longer be subject to modification or revocation by me, and provided also that no modification shall be made which shall increase the responsibility or liability of said trustee without its written consent."

IN TESTIMONY WHEREOF I, the said Marie Ann Townsend, have hereunto and to a duplicate original hereof set my hand and seal this 14th day of June, A. D. 1949.

Marie Ann Townsend 

Signed and sealed
in the presence of:

Erving J. Arnold.
Stephen L. Muller
Providence, Rhode Island
June 14th, 1949

The within named Union Trust Company, trustee under the above mentioned deed of trust from Marie Ann Townsend, hereby acknowledges the receipt of one of the duplicate originals of the foregoing instrument and hereby consents to the modification and amendments set forth therein and agrees to perform said trust as therein modified and amended.

UNION TRUST COMPANY

In the presence of:

Erving J. Arnold

By *Muller Farrell Pres*

MODIFICATION OF DEED OF TRUST BY HERBERT G. TOWNSEND TO

UNION TRUST COMPANY DATED JANUARY 2, 1929.

I, HERBERT G. TOWNSEND, of the City and County of Providence in the State of Rhode Island, under and by virtue of the power so to do reserved by me in my deed of trust to UNION TRUST COMPANY dated January 2, 1929, hereby modify the disposition after my death of the trust fund under said deed of trust, which disposition is now set forth in the last part of the second paragraph of said deed of trust and consists of the following direction to the trustee thereunder,

"and upon my death to pay over, transfer and convey all of the property then constituting the said trust fund to my executors or administrators, as the case may be, to be held and administered by them as a part of my estate, in accordance with the provisions of and as directed by my will."

so that the direction to said trustee as to the disposition of the said trust fund after my death, instead of reading as aforesaid, shall read as follows:

"and from and after my death, in case my wife, Marie Ann Townsend, shall survive me, said trustee, (except as otherwise hereinafter directed in the event that some of the principal of the said trust fund shall have been paid to her or applied for her benefit), shall pay all the net income of the said trust fund, in as nearly equal semi-annual installments as reasonably possible, to my said wife so long as she shall survive me, or at any time or from time to time may apply said net income for her benefit instead of paying the same to her; and from and after the death of my said wife in case she shall survive me, or from and after my death in case she

shall not survive me, said trustee shall forever hold the said trust fund, which shall thereafter be known as the 'Thomas Townsend and Rhoda Townsend Fund' and, (except as otherwise hereinafter directed), shall pay all the net income thereof in equal shares to the following three Rhode Island corporations, all having and maintaining hospitals in said City of Providence, and their respective successors, if any, for the support of the charitable work carried on by said corporations respectively, namely, Rhode Island Hospital, Providence Lying-in Hospital and St. Joseph's Hospital.

In case my said wife shall survive me and shall at any time or from time to time in the judgment of said trustee, by reason of some emergency, need some of the principal of the said trust fund for her care, support and maintenance, said trustee shall then have the power and authority in its discretion to pay to her or apply for her benefit so much of the principal of the said trust fund as in its judgment shall be needed for her care, support and maintenance; but in case any of the principal of the said trust fund shall be so paid or applied, said trustee shall from the net income of the said trust fund restore an equal amount to said principal as soon as it shall find it practicable to do so without interfering with the care, support and maintenance of my said wife.

In case my said wife shall not survive me and at any time or from time to time after my death the value of the said trust fund shall in the judgment of said trustee fall below the value of the said trust fund at the time of my death, or in case my said wife

shall survive me and at her death or at any time or from time time after her death the value of the said trust fund shall in the judgment of said trustee be less than its said value at the time of my death, said trustee shall thereafter as rapidly as practicable accumulate and add to the principal of the said trust fund enough of the net income thereof to bring the value of said principal up to the aforesaid value of the said trust fund at the time of my death.

I direct that if any transfer or estate taxes or 'inheritance taxes', so-called, shall upon my death be payable by reason of any of the provisions hereof, said taxes shall be paid by said trustee out of the principal of the said trust fund and deducted from the said trust fund in determining the 'value of the said trust fund at the time of my death' as hereinbefore referred to."


And under and by virtue of the power so to do reserved by me in said deed of trust I hereby modify the powers conferred upon the trustee thereunder, by adding to said powers as follows:

"I also authorize and empower said trustee to vote on any shares of corporate stock forming a part of the said trust fund in any way which said trustee shall deem to be most in the interest of the said trust fund and to issue proxies to vote on such shares, with such instructions, specific or general, to the persons to whom such proxies shall run as said trustee shall deem to be most in the interest of the said trust fund, without any liability by said trustee, if acting in good faith and with reasonable care, for the acts of such persons.

I also authorize and empower said trustee, according to its judgment of what is right and proper under the circumstances, to charge any or all premiums on investments against principal or income and to credit any or all discounts on investments to principal or income and to treat any or all dividends, whether in cash or in stock and whether ordinary or extraordinary, and any or all rights to subscribe for new stock, and any or all money or other things of value received by said trustee by virtue of its legal ownership of the said trust fund, as income or principal and to bind all beneficiaries hereunder in so doing."

IN TESTIMONY WHEREOF I hereunto set my hand and seal
this --- 27th ----day of August, 1931.

Signed and sealed
in presence of
William W. Moss

Herbert G. Townsend 

Providence, R.I., August 27, 1931

Union Trust Company, Trustee under the above mentioned deed of trust from Herbert G. Townsend, hereby acknowledges the receipt of the instrument of which the foregoing is a true copy, modifying the trusts and the powers of the trustee under said deed of trust, and agrees to perform said trusts as so modified.

UNION TRUST COMPANY

By *John England*
Vice President

EXHIBIT 6

12/6/72
2011 3/2/02
Please Return To
Conference Room Files

~~1-6978~~
2-6979

I, HAROLD A. SWEETLAND, of the City of Boston in the County of Suffolk and the Commonwealth of Massachusetts, make this my last will, hereby revoking all previous wills and codicils.

FIRST: I direct that there shall be paid from my estate my debts, the expenses of my funeral and of settling my estate and any and all estate, inheritance, legacy, succession and transfer taxes payable upon or on account of any property, or interests in property, including life insurance, included in my gross estate in the final determination of said taxes, except any such taxes payable upon or on account of any property over which I shall have power of appointment; and all said taxes so payable from my estate shall be paid from the residue thereof as a whole in the same manner as debts owed by me at my death. I direct also that, in accordance with plans already made, my body shall be buried in Swan Point Cemetery in the Alfred Anthony lot and that a suitable marker shall be erected at my grave.

SECOND: I bequeath absolutely to Rhode Island School of Design, a Rhode Island corporation located in the City of Providence in said State, my grandfather clock and my set of Export Porcelain china.

THIRD: All my other personal effects of every kind and nature, all books, household furniture, furnishings and effects, automobiles and all other tangible personal property (but not including money, securities or the like) which I may own at my death, I bequeath absolutely to my executor hereinafter named, upon trust, to take possession of and, pursuant to the power of sale hereinafter conferred upon my executor, to sell the same as soon as may be practicable after my death and to add the net proceeds of sale to the residue of my estate.

FOURTH: To each corporation designated in this Clause

Harold A. Sweetland

I bequeath the sum of One Thousand Dollars (\$1,000) for its general uses and purposes, viz.: Indian Rights Association (of Philadelphia, Pennsylvania), a Pennsylvania corporation; National Society for the Prevention of Blindness, Inc., a New York corporation; American Cancer Society, Inc., a New York corporation; American Heart Association, a New York corporation; and Brown University in the State of Rhode Island, and Providence Plantations, a Rhode Island corporation.

FIFTH: All the residue of my estate, real and personal, of which I shall be seized or possessed or to which I shall be in any wise entitled at my death, but not including any estate, real or personal, over which I shall then have power of appointment, I devise and bequeath, absolutely and in fee simple, to Rhode Island Hospital Trust Company, a banking corporation created by the General Assembly of the State of Rhode Island and located in said Providence, (which, with any successor trustee for the time being from time to time of the trusts hereof is hereinafter referred to as "my trustee"). My trustee shall hold said residue of my estate (which, together with the investments and reinvestments thereof as from time to time constituted and remaining, is hereinafter referred to as "the trust estate"), upon trust, from and after my death, quarter-yearly or oftener in its discretion, to pay the net income arising from the trust estate to such of the following named persons, viz.: Marjory Clegg, of Warwick, Rhode Island; John Goff, of North Scituate, Rhode Island; Robert Goff, of Portsmouth, Rhode Island; Frederick Goff, of Honolulu, Hawaii; Paul Robinson, of Pasadena, California; and Joan Corcoran, of Glendora, California, as shall from time to time for the time being be living and as between them, whenever and so long as more than one shall be living, in equal shares, and

Harold W. Swathick

upon the death of the survivor of said persons and myself, forthwith to distribute the trust estate (including any net income on hand or accrued at the death of such survivor) absolutely, and in fee simple, in equal shares to Providence Lying-In Hospital, St. Joseph's Hospital and Rhode Island Hospital, all Rhode Island corporations, for their respective general uses and purposes, except that said Providence Lying-In Hospital shall set aside from its share such amount as shall then be required for the establishment and maintenance of a free bed in said hospital and shall apply the same to the establishment and maintenance of a free bed therein in memory of my late sister, Louisa A. Sweetland, and except that said St. Joseph's Hospital shall set aside from its share such amount as shall then be required for the establishment and maintenance of a free bed in said hospital and shall apply the same to the establishment and maintenance of a free bed in memory of my late wife, Winifred I. Sweetland, and me.

SIXTH: 1. Whenever after my death my trustee is directed to pay income to any beneficiary and it shall in its opinion be preferable because of her or his ill health or other cause that such income be applied for her or his benefit instead of being paid to her or him, my trustee shall, in lieu of paying such income to such beneficiary, apply the same for her or his benefit.

2. No trustee of the trusts of this will shall be required to furnish any bond or surety for the faithful performance of its duties as such trustee.

SEVENTH: I authorize and empower my trustee to exercise the following powers with respect to the trust estate in its charge:

1. To lay out and invest the trust estate, with or without the Commonwealth of Massachusetts, in such investments, either real or personal property, including, but without limiting the generality of the foregoing, shares in investment companies and trusts and common trust funds administered by my trustee (without notice to any beneficiary), as it shall deem best; to continue so long as it may think best any investments transferred to it by my executor or received

Harold L. Sweetland

from me even though the same may be unproductive, hazardous or doubtful or constitute an unduly large portion of the trust estate, or be of a type constituting an unduly large portion thereof; and at all times and from time to time in its discretion to vary investments, whether existing at my death or made thereafter;

2. To collect and receive the income from the trust estate and to pay from such income all taxes, and other expenses incident to the care and management of the trust estate and the execution of the trusts thereof insofar as the same may be chargeable to income;

3. To collect from the income and the principal of the trust estate a reasonable compensation for its services in the trusteeship thereof; to apportion such compensation between principal and income in such manner as may be reasonable; and, in its discretion, to collect the portion thereof chargeable to principal from time to time during the continuance, as well as upon the termination of the trusts hereof;

4. To exercise discretionary powers of sale, lease, partition and exchange over the trust estate in its charge or any part or parts thereof; and in case of any sale, to sell at public or private sale, for cash or on credit, together or in parcels, and upon such other terms and conditions as it shall deem best; and in case of any lease, to lease any part or all of the trust estate for such periods of time, either terminating during the continuance of the trusts of the leased property or thereafter, and upon such terms and conditions as it shall deem best; and in case of any partition, either by suit or deed, and in case of any exchange, to give or to receive any sum or sums of money for equality of partition or exchange;

5. Each year during the continuance of the trusts hereof, to render an account of its administration of the trusts of the trust estate to that person or those persons entitled to receive the income therefrom or to have the same applied for her or his benefit; such persons or persons' written approval of such an account shall, as to all matters and transactions stated therein, be final and binding upon all persons who shall then be or may thereafter become entitled to share in either the income or the principal of the trust estate and the failure of a person to whom such an account shall have been rendered to object in writing to such account within sixty (60) days of its having been rendered shall for all purposes constitute an approval of such account;

6. To make division or distribution of the trust estate, or any share therein, either in cash or in kind, or partly in cash and partly in kind, and

Harold G. Sweetland

to appropriate to the several shares, if any, into which the same is to be divided, upon such division or distribution, specific assets, including undivided interests therein, at their fair value at the time of appropriation in the opinion of my trustee formed in good faith; and to execute for the purposes of distributing any portion or the whole of the trust estate the power of sale hereinbefore conferred upon my trustee; and

7. To determine whether a receipt constitutes income or principal, whether income belongs to one or the other of successive beneficiaries, or whether an expenditure should be charged to income or to principal or to the income of one or the other of successive beneficiaries; provided, however, that any exercise of this power shall not be inconsistent with any adjudication of the Supreme Judicial Court of Massachusetts or any Massachusetts statutory provision as to a substantially identical receipt or expenditure; and provided, further, that capital gains dividends received from any investment trusts or companies at any time held as a part of the trust estate shall be deemed to be principal thereof and shall not be treated as income, it being my intention that the powers conferred upon my trustee in this paragraph shall be exercisable only in the light of my intention that the entire principal of the trust estate shall be preserved for the benefit of the corporations entitled to the remainder.

EIGHTH: I authorize and empower my trustee, and also my executor (which term, both here and elsewhere in this will, shall be deemed to include any administrator of my estate with this will annexed) to exercise the following powers with respect to the trust estate or my estate in its charge:

1. To appoint a proxy or proxies, with or without power of substitution, to vote shares of a corporation or association included in the trust estate or in my estate as directed or in such manner as such proxy or proxies shall deem best;

2. To participate in, assent to or disapprove any plan for the reorganization, recapitalization, consolidation, merger, winding up or readjustment of the indebtedness of any corporation or association and to take any and all action required by reason of participation in such plan and to place stock or shares in voting trusts;

3. To compromise, adjust or submit to arbitration, upon such terms and conditions as it may see fit, any and all claims whether in favor of or against the trust estate or my estate;

Harold C. Swathred

4. To give options to purchase or lease, upon such terms and conditions as it shall see fit, any property which it shall be authorized to sell or lease; to bid in any property offered for sale at auction and to resell the same without being accountable for any resulting loss; and to rescind or vary, either on terms or gratuitously, any contract of sale without being liable for any consequential loss;

5. To borrow money, upon such terms and conditions as it shall deem advisable, but without individual liability on its part therefor; to renew from time to time any loan received by it in the exercise of the foregoing power or any loan existing at my death; and to mortgage or pledge any part or parts of the real estate and personal property from time to time included in the trust estate or my estate and not hereinafore specifically disposed of in the events which shall happen to secure the repayment of any sum or sums so borrowed or any loan renewed by it; to mortgage any such real estate notwithstanding that there may be personal property which might be pledged; to effect any such loan with said Rhode Island Hospital Trust Company in the same manner as it might effect such loan with a stranger and to execute such notes and other instruments as may be necessary or proper for the exercise of these powers, and no mortgagee or pledgee shall be in any wise answerable for the application, misapplication or nonapplication of any loan to my trustee or executor or required to inquire into the power of my trustee or my executor to borrow the sum or sums loaned; and

6. To hold securities or property in a form not indicating the trust or my estate, either in bearer, unregistered or other negotiable form, or in the name of itself, or of a nominee or nominees.

NINTH: I authorize and empower my executor:

1. To sell at public or private sale, for cash or on credit, together or in parcels, any or all personal property or real estate owned by me at my death or at any time held by my executor and not hereinafore specifically disposed of in the events which shall happen; to sell any such real estate notwithstanding that there may be personal property which might be sold, and to execute such deeds and other instruments and to do such other acts as may be necessary or proper to vest a good and valid title, absolutely and in fee simple, in the purchaser or purchasers thereof;

2. During the period of the settlement of my estate, to exercise powers of investment and powers to vary and to continue investments similar to the powers hereinafore conferred on my trustee;

3. To agree to the present payment of inheritance, legacy and succession taxes on any future interest created

Harold G. Sweetland

by this will, notwithstanding that but for such agreement said taxes would not have been imposed until a future time;

4. In its absolute discretion to decide whether all or any part of certain deductions shall be claimed as income tax deductions (even though they may equal or exceed the taxable income of my estate and whether or not claimed or of benefit on my estate's income tax return) or estate tax deductions, when a choice shall be available, and in the event that all or any part of such deductions shall be claimed as income tax deductions, no adjustment of the income and principal accounts in my estate or the trusts hereunder shall be made as a result of such decision;

5. To exercise any right of election as to the time as of which my gross estate shall be valued for the purpose of determining the federal estate tax payable by reason of my death, in the best interests of my estate in its opinion formed in good faith; and

6. To identify and make distribution of the articles bequeathed in and by Clause SECOND of this will.

TENTH: I appoint said Rhode Island Hospital Trust Company executor of this will and I request and direct that my executor shall be exempted by any and all courts having jurisdiction over the probate hereof from giving surety or sureties upon any official bond or bonds, and, wherever it shall be permissible, from giving any bond whatsoever.

IN TESTIMONY WHEREOF, I have to this my will written on seven pages, and to each and every page thereof set my hand and have hereunto set my seal this 5th day of September in the year of our Lord, one thousand nine hundred sixty-seven.

Harold A. Sweetland

Signed, sealed, published and declared by the said
Harold A. Sweetland as and for his last will and testament, in

the presence of us, who have at his request, in his presence
and in the presence of each other hereunto subscribed our
names as witnesses.

David J. [unclear]

Robert G. Stetson

John H. [unclear]

*48 [unclear] Street
Providence, R.I.*

*Kenell [unclear]
Concord, Mass.*

*[unclear]
[unclear]*