(Clerk of Dist Court of Cass Co.) (Filed for Record June 8th A.D. 1903 at

District Court. this 11th day of May A.D. 1903.

H. W. Fulton,
Clerk of the District Court.

#1195

William Lawrence Scott) ___V___ (Filed for Record June 8th A.D. 1903 at 9:22 o'clk A.M.
Last Will and Testament) W. H. Vance, Recorder.

I, William Lawrence Scott, of the City and County of Erie and State of Pennsylvania, do hereby make, publish and declare this my LAST WILL AND TESTAMENT, hereby revoking all former wills by me made.

Article First.

I give and devise to my wife, Mary Matilda Scott, all my wearing apparel, jewelry and and personal ornaments, and all my carriage horses, harnesses, carriages and other articles belonging to any stable connected with any residence occupied by me at the time of my decease.

Article Second.

I direct my said Executors to expend such sum, not exceeding Twenty five thousand Dollars ($25000.00), as may to them seem advisable, with the written consent of my said wife and daughters, or the survivors or survivor of them, in the improvement of my lot in the cemetery, in the said City of erie; and I authorize and direct my said Executors to pay such sum, not exceeding One thousand Dollars ($1000.00) to the Corporation controlling said Cemetery, as may be necessary for the purpose of obtaining a written agr ment form such Corporation, to keck the said lot in a state of preservation forever, or so long as may be practicable.

Article Three.

I give and devise to my daughter, Mary Scott Townsend, wife of Richard H. Townsend, Jr., her heirs and assigns, in fee simple, absolut, forever, the house and lot, number 2029 Walnut Street, Philadelphia, Pennsylvania, at present occupied by her as a residence, and heretofore purchased by me for her; to have and to hold the same as her sole and separate property, free from the control of any husband. In case of the death of my said daughter before me, leaving lineal descendants her surviving, I give and devis the said house and lot, to such lineal descendants, their heirs and assigns, in fee simple, absolute, forever, in equal shares, as tenants in common, per stirpes and not per capita.

Article Fourth.

I give and devise to my daughter, Annie Wainright Strong, wife of Charles H. Strong of Erie, Pennsylvania, her heirs and assigns, in fee simple, absolute, forever, the three lots in the South West corner of Sixth Street and the Park, in said City of Erie and forming together a tract of land one hundred sixty-five (165) feet front on the Park, and two hundred forty-seven and one half (247½) feet on Sixth Street, together with the buildings now or which may hereafter be erected thereon; it being my intention to complete the same for her for the purposes of a residence; to have and to hold the same as her sloe and separate property, free from the control of any husband. In case of the death of my said daughter before me, leaving lineal descendants her surviving, I give and devise the said lots and buildings to such lineal descendants, their heirs and assigns, in fee simple, absolute, forever, in equal shares as tenants in common, per stirpes and not per capita.

Article Fifth.

The value of the premises devised to my said daughters, respectively, as aforesaid, shall be taken to be the amount which may be charged against such premises respectively, on my books of account; and, in order to make an equality between my said daughters and the lineal descendants of either who may be deceased, in respect thereto, in case I do not adjust the diference prior to my death, I give and bequeath to my daughter, or her lineal descendants, whose residence may appear from my said books to be of less value the the others, a sum of money equal to the diference in value as stated in said books.

Article Sixth.

All the rest, residue and remainder of the real estate (including lands, tenements and hereditaments) of which I may die seized, wheresoever situated, and all the crops, feed, horses, cattle, live-stock, wagons, harness, farming implements, household stores and furniture which may be situated on or connected with such real estate, except such as belongs to my racingestablishment, I give, devise and bequeath to Matthew H. Taylor and John W.Little, of Erie, Pennsylvania, and to my said sons-inlow, Richard H. Townsend, Jr. and Charles H. Strong, in Trust, however, for the uses and purposes following:

I. To apply the rents, profits and income thereof to the use of my said daughters, Mary Scott Townsend and Annie Wainright Strong, and the lineal descendants of either daughter me not surviving, in equal shares, per stirpes and not per capita, during the lives of my said daughters and of all such of their children as may be in existence at the time of my decease, or until a different disposition is made of the said property, or its proceeds, as hereinafter provided.

II. At any time subsequent to the expiration of ten years after my decease, in case both of my said daughters should then be living, and either should request the said Trustees to make partition of such of my said real estate as may then remain unsold, but not before or otherwise, I direct the said Trustees to divide all of the said real and personal estate then remaining unsold(other than the real estate in the City of Erie, Pennsylvania, known as the "Scott Block" situated on the corner of State and Tenth St reets in said City, the so called Frontier Farm, containing one hundred and fifty (150) acres, mo re of less, the Algeria Stud Farm, including Massassuga Point, or"The Head", so called, containing about two hundred seventy-five (275) acres, and the so called McNair Farm, containing about one hundred (100) acres; all of the said farms being situated on the so-called Lake Road, in West Mill Creek Township, Erie County, Pennsylvania), into two parcels, as nearly equal in value as may be practicable, one parcel for each of my said daughters, and, by duplicate instruments in writing, to describe in detail the various tracts comprising each parcel, stating what, in their best judgement, is the difference in value between the said parcels, if any, and to deliver one of such instruments to each of my said daughters; and in case they assent to the partition thus made, they shall determine forthwith, by lot, in the presence of said Trustees, which parcel each shall take; whereupon the said Trustees and my said dau daughters shall execute and acknowledge, in such manner as to enable it to be recorded in the various States or Counties wherein such property may be situated, an instrument or instrumnts, describing the said property, in two parcels, specifying to whom each parcel is alloted, as aforesaid; and thereupon I give, devise and bequeath to each daughter, her heirs executors, administrators and assigns, absolutely and forever, all the real and personal estate thus alloted to her. In case of any inequality or difference in value between the said parcels, as aforesaid, the daughter obtaining the parcel of greater value shall either pay to my other daughter the difference in value, specified in the instrument aforesaid, in cash or give to my other daughter her bond for that amount payable on or before the expiration of five years from the date of such partition, with legal interest, and secured by a mortgage upon the real estate included in such larger parcel, or upon such portion of such real estate as may, in the judgement of said Trustees, furnish ample security for the payment of the said sum.

III. In case of the death of either of my said daughters, prior to the expiration of the ten years after my decease, leaving lineal descendants her surviving, I direct the said Trustees, at any time subsequent to the expiration of ten years, after my decease, upon the request of my surviving daughter, to divide all of the said real and personal estate then remining unsold (with the exception of said Scott Block and the said Farms in West Mill Creek Township, Erie County, Pennsylvania, as aforesaid), into two parcels, as nearly equal in value as may be practicable, one parcel to my said surviving daughter, and one for the lineal descendants of my deceased daughter, and, by duplicate instruments in writing, to describe in detail the various tracts comprising each parcel, stating what, in their best judgment, is the difference in value between the said parcels, if any, and to deliver one of such instruments to my said surviving daughter, and to the executors or administrators of my deceased daughter; and my said daughter and the executors or administrators of my deceased daughter shall determine forthwith, by lot, in the presence of the said Trustees, which parcel shall be taken by my said surviving daughter, and which shall be taken by the lineal descendants of my deceased daughter, whereupon, the said Trustees and my surviving daughter and the executors or administrators of my deceased daughter, shall execute and acknowledge in such manner as to enable it to be recorded in the various states or counties wherein such property may be situated an instrument or instruments, describing the property in two parcels, specifying to whom each parcel is alloted, as aforesaid. In case of any inequality or difference in value, between the said parcels, as aforesaid, the party obtaining the parcel of greater value shall be charged with the amount of such difference, which shall either be paid in cash to the party obtaining the other parcel, or shall be secured to be so paid, in a manner satisfactory to said Trustees. And, thereupon:

I. I give, devise and bequeath to my said surviving daughter, her heirs, executors, administrators and assigns, absolutely and forever, all the real and personal estate thus alloted to her.

2. I direct the said Trustees to hold the property contained in the remaining parcel, and to apply the rents, profits and income thereof to the use of all the lineal descendents of my said decea ed daughter, share and share alike, per stirpes and not per capita, during the lives of all such of the children of my said daughter as may be in existence at the time of my decease; calculating so much of the same, however, so far as allowed by the laws of the State of Pennsylvania, for the benefit of any of the lineal descendants, during their respective minorities, as may, in the opinion of the said Trustees, be unnecessary for the proper maintenance, support and education of such minors; and, upon the death of th survivor of all the children of such deceased daughter, who may be in existence at the time of my decease, I give, devise and bequeath all of the said remaining real and personal estate the the lineal descendants of such deceased daughter, then surviving, their heirs, executors, administrators and assigns, absolutely and forever, in equal shares, per stirpes and not per capita; or, in case there should be no such lineal descendants, then surviving, to my other daughter or her linela descendants, her surviving; or in case there should be no lineal descendents of mine, then surviving, I give, devise and bequeath an equal undivided one fourth of the said real and personal estate to the heirs of the Gustavus Hall Scott, late of the United States Navy, and the City of Washington, District of Columbia, deceased.

and the other equal undivided three-fourths of the said real and personal estate to the heirs of my said wife, Mary Matilda Scott, absolutely and forever.

IV. In case of the death of either of my said daughters, prior to the expiration of ten years after my decease, without leaving any lineal descendants her surviving, but leaving my other daughter, her surviving, then, at the expiration of the said ten years, I give, devise and bequeath all of the said real and personal estate, of every name, nature and description whatsoever, included within the provisions of this Article, to my surviving daughter, or to her lineal descendants, her surviving, their heirs, executors o administrators and assigns, absolutely and forever.

V. In case neither of my said daughters should be living at the expiration of ten years after my decease, but there should be living lineal descendants of mine, I direct the said Trustees to apply the rents, profits and income of the said real estate to the use of all my lineal descendants, share and share alike, per stirpes and not per capita, during the lives of all such of the children of my said daughters as may be in existence at the time of my decease; accumulating so much of the same, however, so far as allowed by the laws of the State of Pennsylvania, for the benefit of any of the said lineal descendants, during their respective minorities, as may, in the opinion of the said Trustees, be necessary for the proper maintenance, support and education of such minors.

VI. At the expiration of ten years after my decease, I give and devise the said real estate known as the "Scott Block," in the said City of Erie, to my said daughters and to the lineal descendants of either daughter who may then be deceased, their heirs and assigns absolutely and forever, in equal shares, per stirpes and not per capita, as tenants in common and not as joint tenants; and in case of the prior death of either of my said daughters, without leaving lineal descendants her surviving, I give and devise the said "Scott Block," to the survivor of my said daughters, her heirs and assigns forever, or in case of the death of both of my said daughters before the expiration of the said ten years, I give and devise the said "Scott Block," to my lineal descendants, then surviving, their heirs and assigns, absolutely and forever, in equal shares, per stirpes and not per capita.

VII. At any time subsequent to the expiration of ten years after my decease, upon the written request of both of my said daughters, or of the survivor of them, I direct the said Trustees to sell from time to time, the whole or any part of the said farms in West Millcreek Township, Erie County, Pennsylvania, upon such terms as may, to my said Trustees, semm advisable, but only when they are requested in writing by both of my said daughters or by the survivor of them, to make such sale; provided, however, that as to the said Frontier and McNair Farms, I authorize and direct the said Trustees to sell the said farms, with the consent of my said daughters, or the survivor of them, as aforesaid, only after the corporate limits of the said City of Erie shall have been extended so as to include the said farms, or after the said farms shall have been divided and laid off into villa plots or town-sites, which can be sold separately; it being my express desire that the said Frontier and McNair Farms shall not be sold as a whole, but only in lots or plots to bonafide purchasers, who intend to improve the same for the purposes of residence, or of such business as will not in any way injure the portions of the said farms set apart for residences. I give, devise and bequeath the proceeds of all sales made in accordance with the provisions of this subdivision VII. of this Article of my will, to my said daughters, or to their lineal descendants, their executors, administrators and assigns, absolutely and forever, in equal shares, per stirpes and not per capita.

VIII. Upon the death of the survivor of my said daughters and of such of their children as may be in existence at the time of my decease, I give, devise and bequeath so much of the real and personal estate, held in trust as aforesaid, as may then remain unsold, to my lineal descendants, then surviving, their heirs, executors, administrators and assigns, absolutely and forever, in equal shares, perstirpes and not per capita; and, in case there should be no such lineal descendants of mine then surviving, I give, devise and bequeath an equal undivided one-fourth of the said real and personal estate to the heirs of the said Gustavus Hall Scott, late of the United States Navy, and of the City of Washington, District of Columbia, deceased, and the remaining equal undivided three-fourths of the said real and personal estate to the heirs of my said wife, Mary Matilda Scott, absolutely and forever.

IX. I hereby authorize and empower the said Trustees to sell all or any part of the said real and personal estate held by them in trust, at any time when it may seem to them advisable so to do, to such persons and upon such terms as may to them seem proper first obtaining, however, during the lives of my said daughters, or during the life of the survivor thereof, the written approval of my said daughters, or the survivor thereof, to any sale of real property; and except in case where the proceeds derrived from the sale of such property have been hereinbefore specifically disposed of, I direct the said Trustees to transfer so much of the proceeds of any such sale as may not, in the judgment of the said Trustees, be required for the improvement of such of my real estat as may remain in their hands unsold, the Trust Company named in the Fourteenth Article of this Will, In Trust, however, for the uses and purposes mentioned in the Fifteenth, Sixteenth, Seventeeth, Eighteenth, Nineteenth and Twentieth Articles of this Will.

X. Until the sale, conveyance or ither disposition of the said real and personal estate as aforesaid, I authorize and empower the said Trustees, to manage the said real and personal estate or so much thereof as may at any time be held by them, with the same power and discretion as if it belonged to them absolutely; to pay all legal charges thereon; to keep the buildings thereon insured; to make allsuch improvements and repairs thereon, as may, in their opinion, be advisable; using for such purposes such portion of the income thereof, and of the proceeds of any real or personal estate which may be sold by them, as aforesaid, as may to them seem proper; and I also give to said Trustees full power to lease the whole or any portion of the said real estate, from time to time, upon such terms and for such periods as may to them seem to be for the best interests of the trust estate; and to retain or sell any of the personal estate coming into their hands as Trustees, and to purchase additional estate, from time to time, as may, in their judgment, be nesessary for the proper management of the said real estate, or any of it, using for such purposes such portion of the income of the said real and personal estate, or such portion of the proceeds derived from any sale thereof, as may to them seem proper.

XI. A majority of the said Trustees or their successors shall have full power to execute or exercise any tust, power or discretion under this article of my Will.

Article Seventh.

I give and bequeath all my papers, books, documents and otherr articles comprising my library, to my said wife, Mary Matilda Scott, during her life, and, upon her decease, or, in case she should die before me, then, as soon after my deccase as may be practicable, I direct my executors to appoint three appraisers to appraise, in detail, the value of my said library. Thereupon, in case both of my said daughters are then living, I give and bequeath said library to my said daughters, in such shares as they mitually agree upon; or, in case of their failure so to agree, to that one of my said daughters who may draw the same by lot. I give and bequeath the said library to my surviving daughter.

In case either of my said daughters should have died previous to such appraisement, I give and bequeath to my said daughters, or to her lineal descendants, as may receive no portion of the said library, or the smaller portion in value, a sum of money equal to the appraised value, in case no division is made, or to the difference in the appraised value of the portions thereof, in case the division is made. In case neither of my said daughters should be living at the time when the appraisement of the said library is directed to be made, as aforesaid, I direct my said executors to sell the said library and to pay over the proceeds thereof to the Trust Company named in the Fourteenth Article of this Will, in Trust, to add the same to the Trust Property bequeathed to it by said Article, and for the uses and purposes mentioned therein and from the following six Articles of this Will, numbered from Fifteenth to Twentieth inclusive.

Article Eighth.

I order and direct that, within six months after my decease, my said executors appoint three appraisers, who shall make an appraisal, in detail, of all the rest, residue and remainder of the personal property belonging to me at the time of my deccase, and shall execute an instrument in writing, setting forth their estimate of the cash value of each specific piece of such personal estate separately, which instrument shall be delivered by them to my said executors; and the same shall for the purposes of this Will, be regarded as the true value of each and every article therein specified; and I authorize and direct my said executors, in their discretion, to pay and satisfy any legacy hereinafter contained, either in money or specific property, at the values aforesaid, to be by them selected, or partly in money and partly in such specific property. Reasonable notice of such appraisal shall be given to my said daughters, so as to enable them to be heard in relation thereto, if they should so desire.

Article Ninth.

I give and bequeath to each of the following persons, the sum of five Thousand Dollars ($5000.00): To William Scott Tracy and Anna McCollum Tracy, two of the children of Daniel D. Tracy, of Erie, Pennsylvania; to John F. Griswold and Jane Tracy Griswold, the only children of William A. Griswold, late of the City of Philadelphia, Pennsylvania, deceased; to the daughter of Captain Douglas M. Scott, of the United States Army now stationed at west point, New York.

Article Tenth.

I give and bequeath to my son-in-law, Charles H. Strong, and to Matthew H. Taylor, both of the said City of Erie, the sum of Twenty-five Thousand ($25,000), IN TRUST, to apply the net income thereof to my sister, Ann Eliza Scott, of Erie, Pennsylvania, during her lifetime, and, upon her death, to convey, transfer and pay over the said trust fund to the Trustee named in the Fourteenth Article of this Will, IN TRUST, to add the same to the trust property bequeathed to it by the said Article, and for the uses and purposes mentioned therein and of the following six Articles of the Will, numbered from Fifteenth, to Twentieth, inclusive.

Article Eleventh.

I give and bequeath to the said Charles H. Strong and Matthew H. Taylor, the sum of Fifteen Thousand Dollars ($15,000), IN TRUST, to apply the net income thereof to the use of Sarah Haverstick, of Erie, pennsylvania, during her lifetime (this provision being made for her as a recognition on my part of my esteem and regard for her; and, upon her death, to convey, transfer and pay over the principal of the said fund, so held in trust, to such persons or corporations and in such manner as she may direct, by her last will and testament; or, in in case she should not make such direction, then to my said daughters and to the lineal descendants of either who may be deceased, in equal shares, per stirpes and not per capita.

Article Twelfth.

I give and bequeath the sum of One Hundred Thousand Dollars, ($100,000) to my said daughter, Mary Scott townsend, or, in case of her death before me, to her lineal descendants, me surviving, in equal shares, per stirpes and not per capita.

Article Thirteenth.

I give and bequeath the sum of One Hundred Thousand Dollars ($100,000) to my said daughter, Annie Wainright Strong, or, in case of her death, before me, to her lineal descendants, me surviving, in equal shares, per stirpes and not per capita.

Article Fourteenth.

The foregoing devises and bequests having been first fullysatisfied, I give, devise and bequeath, all the rest, residue and remainder of my property to the Union Trust Company of New York, New York City, New York, IN TRUST, for the uses and purposes hereinafter, in the following six Articles of this Will, specified.

Article Fifteenth.

In case my said wife and daughters survive me, I direct the said Trustee to hold the said property for the uses and purposes following:

I. To apply one-third of the rents, profits and income of the said Trust Property to the use of my said wife during her lifetime.

II. To apply eighty per centum (80%) of another one-third of the rents, profits and income of the said Trust Property to the use of my said daughter, Mary Scott Townsend, during her lifetime; and to apply the remaining twenty per centum (20%) of the said onethird of such rents, and profits and income to the use of all her lineal descendants, share and share alike, per stirpes and not per capita, during the lives of my said daughters and of all such of their children as may be in existence at the time of my decease; accumulating so much of the same, however, so far as allowed by the laws of the State of pennsylvania, for the benefit o f of any of the said lineal descendants, during their respective minorities, as may, in the opinion of the said Trustee, be unnecessary for the proper maintenance, support and education of such minors. It is my judgment that no portion of such income will be necessary for the proper maintenance, support and education of the said minors or any of them.

In case my said daughter should, at any time, have no lineal descendants, then to apply the said twenty per dentum (20%) also of the one-third of the rents, profits and income of the said trust property to the use of my said daughter.

III. To apply eighty per centum (80%) of the remaining one-third of the rents, profits and income of the said trust property to the use of my said daughter, Annie Wainright Strong; and to apply the remaining twenty per centum (20%) of the said one-third of such rents, profits and income to the use of all her lineal descendants, share and share alike, per stirpes and not per capita, during the lives of my said daughters, and of all such of their children as may be in existence at the time of my decease; accumulating so much of the same, however, so far as allowed by the laws of the State of Pennsylvania, for the benefit of any of the said lineal descendants, during their respectiv minorities, as may, in the opinion of the said Trustee, be unnecessary for the proper maintenance, support and education of such minors. It is my judgment that no portion of such income will be necessary for the proper maintenance, support and education of the said minors or any of them.

In case my said daughter should, at any time, have no lineal descendants, then to apply the said twenty per centum (20%) also of the said one-third of the rents, profits and income of the said trust property to the use of my said daughter.

Article Sixteenth.

In case of or upon the death of my said wife, leaving my said daughters, her surviving, I direct the said Trustee to dispose of the said trust property, as follows:

I. To apply forty per centum (40%) of the rents, profits and income of the said trust property to the use of all the lineal descendants of my said daughter, Mary Scott Townsend, share and share alike, per stirpes and not per capita, during the lives of my said daughters and of all such of their children as may be in existence at the time of my decease; accumulating the same, however, for the benefit of any of the lineal descendants, during their respective minorities, in the manner and with the limitations specified in the preceding Article of this Will; but in the case of said Mary Scott Townsend, should, at any time, have no lineal descendants,

II. To apply ten per centum (10%) of the rents, profits and income of the said trust property to the use of all the lineal descendants of my said daughter, Mary Scott Townsend, share and share alike, per stirpes and not per capita, during the lives of my said daughters and of all such of their children as may be in existence at the time of my decease; accumulating the same, however, for the benefit of any of the said lineal descendants, during their respective minorities, in the manner and with the limitations specified in the preceding Article of this Will; but in the case the said Mary Scott Townsend, should, at any time, have no lineal descendants, then to apply the said ten per centum (10%) also of the rents, profits and income, of the said trust property to the use of my said daughter.

III. To apply forty per centum (40%) of the rents, profits and income of the said trust property to the use of my said daughter, Annie Wainright Strong, during her lifetime.

IV. To apply ten per centum (10%) of the rents, profits and income of the said trust property to the use of all lineal descendants of my said daughter, Annie Wainright Strong, share and share alike, per stirpes and not per capita, during the lives of my said daughters and of all such of their children as may be in existence at the time of my decease; accumulating the same, however, for the benefit of any of the said lineal descendants, during their respective minorities, in the manner and with the limitations specified in the preceding articles of this Will; but, in case the said Annie Wainright Strong should, at any time, have no lineal descendants then to apply the said ten per centum (10%) also the rents, profits and income of the said trust property, to the use of my said daughter.

Article Seventeen.

In case of or upon the death of either of my said daughters, leaving lineal descendants, her surviving, I direct the said Trustee to apply to the use of such lineal descendants, share and share alike, per stirpes and not per capita, in addition to the rents, profits and income of the said trust property, hereinbefore specified in the two preceding Articles Fifteenth and Sixteenth, of this Will, the percentage which said daughter would have been entitled to receive had she survived; such application to continue during the lives of my surviving daughter and all such of the children of my said two daughters as may be in existence at the time of my decease; accumulating the same, however, for the benefit of such lineal descendants, during their respective minorities, in the manner and with the limitations specified in the Fifteenth Article of this Will.

Article Eighteenth.

In case of or upon the death of either of my said daughters without any lineal descendants, her surviving, I direct the said Trustee to apply eighty per centum (80%) of the rents, profits and income, which said daughter would have been entitled to receive, had she survived, to the use of the daughter surviving; and to apply twenty per centum (20%) of such rents, profits and income to the use of all the lineal descendants of such surviving daughter, share and share alike, per stirpes and not per capita, during the lives of my surviving daughter, and all such of the children of my surviving daughter as may be in existence at the time of my decease; accumulating the same, however, for the benefit of any lineal descendants of such surviving daughter during their respectiv minorities, and in the manner and with the limitations specified in the Fifteenth Article of this Will. If, however, such surviving daughter should not have any children, then living, I direct the said Trustee to apply the whole of the share of rents, profits and income to which the said deceased daughter would have been entitled, to the use of such surviving daughter.

Article Nineteenth.

In case of or upon the death of bothe my said daughters, without leaving lineal descendants- either of them surviving, to apply the rents, profits and income of the said trust property to the use of my said wife, during her lifetime, and upon her death to convey, transfer and pay over the principal thereof to such persons or corporations and in such manner as she may direct in her last Will and Testament, or, if no such direction is given, then to convey, transfer and pay over one-fourth of the said trust property to the heirs of Gustavus Hall Scott, late of the United States Navy, and of the

City of Washington, District of Columbia, deceased, and the other three-fourths of the said trust property to the heirs of my said wife, Mary Matilda Scott, absolutely and forever.

Article Twentieth.

Upon the death of the survivor of my said wife and daughters and the children of my said daughters, who may be in existence at the time of my decease, leaving lineal descendants of mine then surviving, I direct the said Trustee to convey, transfer and pay over the said trust property to such lineal descendants, their heirs, executors, administrators and assigns, absolutely and forever, in equal shares, per stirpes and not per capita; and, in case there should be no such lineal descendants then surviving, and my said wife should not have survived both my said daughters, and their lineal descendants, to convey, transfer and pay over one-fourth of the said trust property to the heirs of Gustavus Hall Scott, deceased late of the United States Navy, and of the City of Washington, District of Columbia, deceased, and the other three-fourths of the said trust property to the heirs of my said wife, Mary Matilda Scott, absolutely and forever.

Article Twenty-first.

All the rest, residue and remainder of my property, both real and personal, of every name, nature and description whatsoever, which may not have been heretofore effectually disposed of, I give, devise, and bequeath to the Trust Company named in the Fourteenth Article of this Will. IN TRUST, however, to apply the rents, profits and income thereof, during the lives of my said daughters, Mary Scott Townsend and Annie Wainright Strong, and the survivor of them, to the use of my said daughters and the lineal descendants of either daughter who may be deceased, in equal shares, per stirpes and not per capita; and, upon the death of the survivor of my said daughters, to convey, transfer and pay over the said residuary property, if any, to the lineal descendants of my said daughters, then surviving, their heirs, executors administrators and assigns, per stirpes and not per capita.

Article Twenty-second.

I will and direct that the foregoing bequests and provisions in favor of my wife shall be in lieu of dower in my estate, and shall be accepted by her as such.

Article Twenty-third.

I direct my said Executors to adjust and settle my interest in any partnership, in which I may be a member at the time of my decease, as soon after my decease as may be practicable, and, in any event, within eighteen months after my decease, in such manner that the liability of my estate in any such partnership, or the liability of such partnership to my estate shall not be continued beyond the eighteen months. I also direct my said Executors to sell at public auction, and convert into money all my thoroughbred racing horses, brood mares, stallions, colts and fillies, and all personal articles connected with my racing establishment, as soon after my decease as may be practicable; giving, however, at least sixty days' notice of the time and place of such sale, by publishing such notice at least twice in each week for four successive weeks, immediately prior to such sale, in one or more news or sporting papers of general circulation, published in the Cities of New York Philadelphia, and Erie, and giving such other notice as may to them seem advisable.

Except, as aforesaid, I give my said Executors full power and authority to hold and retain any property coming to them under this Will, without converting the same into money, and to transfer and deliver the same, in kind, to my said Trustees. I also give my said Executors full power and authority in their absolute discretion, to compromise and adjust any claims which may be made to any interest in or debt against my estate, upon such terms and in such manner as may seem to them advisable.

I also authorize and direct my said Executors and my Trustees, mentioned in the Sixth, Tenth and Eleventh Articles of this Will, to employ a competent and expert accountant to keep the books of the said Executors and of such Trustees, at Erie, Pennsylvania, and to assist them in the settlement of my said estate; such accountant to devote all his time and attention to the affairs of my estate. I direct my said Executors not to file any inventory of my personal property unless it should, in their judgment, be for the best interests of my estate to do so.

Article Twenty-fourth.

I hereby direct my said Executors to assign, transfer and pay over to the Trust Company named in the Fourteenth Article of this Will, all the property therein referred to, as soon after my decease as may be practicable, so as not to delay such payment and transfer until the final settlement of my estate, except as to such portion thereof as may be absolutely necessary.

Article Twenty-fifth.

I hereby nominate, constitute and appoint my friend, John T. Sterling, of the City of New York, and my said sons-in-law, Richard H. Townsend, Jr., and Charles H. Strong, an advisory Board, for the purpose of verifying annually, the accounts of the Trust Company named in the Fourteenth Article of this Will, and of advising and consulting with the said Trust Company in all matters relating to the sale, exchange or investment of the trust property referred to in this Article. At any time when the office of any member of the said Advisory Board shall become vacant, the survivors shall, forthwith, with the consent of a majority of the adult beneficiaries, then living, of the trust created by Articles Fourteenth to Twentieth inclusive, of this Will, appoint, by an instrument, in writing, an associate to act with them. At least one member of the said Advisory Board shall be a resident of or engaged in business in the same place as the said Trust Company; and I hereby direct the said Trust Company, at least once a year, to render a full and explicit account to the said Advisory Board of the condition of the Trust Estate, showing the securities composing the same and the changes made in the estate since the last preceding account; and the said Trust Company shall allow any member of the said Board to examine, at all reasonable times, the property in which the estate may be invested and for the purpose of enabling him to verify the accuracy of such accounts.

Article Twenty-sixth.

I hereby give the Trustees who may at any time be acting under any of the trust created by this Will, full power and authority, in their discretion, to hold and retain any property coming to them under this Will, in the same form of investment as that in which they may receive it, although it may not be of the character of investments now permitted by law to Trustees. I also give the said Trustees full power and authority, in their dis-

cretion, to sell or exchange the same or any part of such property (except that the real estate mentioned in Article Sixth of this Will sh ll be sold only as therein prescribed) and to invest and re-invest the proceeds in such amounts as they may see fit, in real estate, in the State of Pennsylvania or elsewhere, (with full power, at any time, to sell the whole or any portion of any such real estate), or in Bonds o. any State, Government or Municipality within or without the United States, or in bonds, notes, or other obligations secured by first mortgage on real estate at any place within the United States, or in First Mortgage Bonds or First Consolidated Mortgage Bonds or other Mortgage Bonds, having a prior lien to the First Consolidated Mortgage Bonds, of such Railroad Companies, in any part of the United States or Canada, as, at the time of such investments, are in good credit and standing; or in the Capital Stock of any Railroad Company, in the United States, in good credit and standing, dividends upon which, at a rate not less than four per centum per annum have been regularly paid for at least three years immediately prior to such investment, or in the Capital Stock of any Railroad Company in the United States, dividends upon which, at a rate not less than four per centum per annum, have been guaranteed by a Company in good credit and standing and have been regularly paid for at least three years immediately prior to such investment; but no sale, exchange or investments by the Trust Company mentioned in the Fourteenth Article of this Will, or by its success or in the trust, shall be made without the consent of a majority of the said Advisory Board, appointed by the preceding Article of this Will, As I desire the Trust Company appointed hereunder to act with prudence in the management of my estate, I would suggest without imposing it as an obligation, that, as to future investments, it distribute the same as far as possible, so that no single investment shall exceed five per centum (5%) of the reasonable value of the Trust fund held by such Trust Company.

Article Twenty-seventh.

No assignment or order by any beneficiary hereunder by way of anticipation of any part of the income, hereinbefore mentioned, shall be of any validity or effect whatever: but the said income shall, in all cases, be paid by the Trustees, as it accrues, directly to the persons entitled to receive the same, as hereinbefore specified, or applied by them directly to the use of such persons, without regard to any such assignment or order, free from the claims of creditors, and free from the control of the husband of any beneficiary entitled to receive such income, and for the sole use and benefit of the persons hereinbefore mentioned, as beneficiaries of the trust; it being the intention of this my Will, that the said Trustees should appl y all such income according to their own absolute and uncontrolled discretion, without regard to any assignment, order or direction which may be made by the beneficiary entitled to receive such income; and, in case the said Trustees, should, at any time, be of the opinion that such beneficiary is improvidently spendin such income, then and in all such cases, I authorize and empower the said Trustees, in their absolute and uncontrolled discretion, to withhold form time to time, so much of such income as the said Trustees shall think best under such circumstances and to pay over the income thus withheld as aforesaid to the lineal descendants of such beneficiary, or, ifthere should be no such lineal descendants, than to the other beneficiaries named in this Will most nearly related to him, in as nearly equal proportions as may be practicable, if in the opi ion of the said Trustees, such beneficiaries ar equally competent to expend the same in a judicious manner.

Article Twenty-eighth.

I direct that, in case of any litigation whatever which may arise in respect to this Will, or any of its provisions, or its probate, or concerning the trusts hereby created, or any of them, all costs, disbursements and allowances awarded by the Court to all the parties concerned in such proceedings, and also all costs, disbursements, counsel fees, and expenses, of every name, nature and description whatsoever, which may be incurred by the Executors of or Trustees under this Will, in the defence of any such legal proceedings, or in taking advoce with respect to their rights and duties concerning the same, or with respect to the construction of this Will, or any question growing out of, shall be charged against the amount coming under this Will or otherwise from my estate to the persons commencing such legal proceedings against them, and shall be considered as so much money paid to such persons or applied to their use, with like effect, in every respect, as if the same amount of money or its equivalent had been paid, transferred or conveyed to them by my said Executors or Trustees.

Article Twenty-ninth.

In case any individual Trustee under any of the trust created by this Will should fail to act, or should die, resign, or become incapable of acting, I hereby authorize and empower the remining individual Trustees or Trustee under such Trust, at any time wi within six months after any vacancy thus occurs, to appoint, by an instrument under the hands and seals of a majority of them or under the hand and seal of the survivor of them an associat to act with them or him as a Trustee under such Trust; and from and after the delivery of such instrument to the said associate and his acceptance of the same, he, as such associate Trustee, without giving any security, shall have the same rights, powers and benefits as if he had been originally designated and appointed such associate Trustee.

Article Thirtieth.

In case of the resignation or failure of the Trust Company named in the Fourteenth Article of this Will to act under, a majority of the individuals constituting the Advisory Board appointed by the Twenty-fifth Article of this Will and the adult beneficiaries them living and interested in the Trusts created by Articles Fourteenth to Twentieth inclusive, of this Will, shall forthwith appoint a Trust Company of regognized standing and responsibility in the City of New York of Philadelphia, which shall have been actually engaged in business for at least ten years immediately preceding, and which shall have a capital stock, fully paid up, and a surplus aggregating together at least Three Million Dollars ($3,000,000.00), in the place of the Trust Company so resigning or failing to act, with the same rights, powers and benefits as if it had been originally designated and appointed such Trustee hereunder; It being my wish and intention that the said trust shall be executed only by thoroughly responsible Trust Company and not by individuals acting as Trustees.

Article Thirty-first.

I hereby appoint my wife, Mary Matilda Scott, my daughters, Mary Scott Townsend and Annie Wainright Strong, and my friend, Matthew H. Taylor, and my son-in-law, Charles H. Strong, of Erie, Pennsylvania, Executors of this Will, or such of them as will act without any compensation hereunder, with the exception of the said Taylor, whose compensation, if he acts as an Executor of this Will, shall be fixed and determined by the other Executors hereof.

Article Thirty-second.

I direct that no security be required of either of my said Executors or Trustees, or any of them, in the performance of their duties as such.

In Witness Whereof, I have hereunto set my hand and seal this third day of October, in the year of our Lord, one thousand eight hundred and eighty-nine.

William L. Scott (Seal)

The foregoing instrument, consisting of thirty one sheets of paper, written on one side only was on the day of the date thereof, subscribed, sealed, published and declared, in triplicate, by William L. Scott, the Testator therein named, as and for his Last Will and Testament, in the presence of us, who at his request, in his presence and in the presence of each other have hereunto subscribed our names as witnesses.

L. M. Little,
F. B. Whipple
Wm. Brewster.

Erie County, SS.

Personally came Mrs. Mary Scott Townsend, who being duly sworn according to law, doth depose and say that William L. Scott, deceased, died testate on the 19th day of September, A.D. 1891, at 11:15 o'clock, P.M. and at the time of his decease he was a resident of the county of Erie, residing in the City of Erie, county of Erie, and State of Pennsylvania.

Sworn and subscribed before me,)
this 26 day of December A.D. 1891.) Mary S. Townsend (L.S.)
John Depinet, Register.)

Erie County, Pa., ss.

This day before me John Depinet, register for the Probate of Wills and granting Letters of Administration in and for the County aforesaid, personally came L. M. Little, F. B. Whipple and William Brewster, the subscribing witnesses to the annexed Will, who being duly sworn according to law, do say that they were present, and saw and heard William Laurence Scott, the deceased, sign, seal, publish, pronounce and declare the foregoing instrument of writing to be, and as and for his Last Will and Testament, and that, at the time of so doing he was of sound mind, memory and understanding, to the best of their knowledge and belief.

Sworn and subscribed before me) L. M. Little.
this 26th day of December A.D.) F. B. Whipple.
John Depinet, Register.) Wm. Brewster.

You, Mary Matilda Scott, Mary Scott Townsend, Annie Wainwright Strong, Matthew H. Taylor & Charles H. Strong, do swear that as Executors of William Lawrence Scott, deceased, you will well and truly administer the goods and chattels, rights and credits of the said deceased according to law, diligently and faithfully regard, and well and truly comply with the provisions of the law relating to collateral inheritances.

Subscribed and sworn before me) Mary M. Scott.
this 26th day of December, A.D.) Mary S. Townsend
1891.) Annie W.S. Strong
John Depinet,) M. H. Taylor
Register.) Chas. H. Strong

Letters Testamentary.

Erie County, SS.

By the tenor of these Presents, I John Depinet, Register for the Probate of Wills, and granting Letters of Administration, in and for the County of Erie, in the Commonwealth of Pennsylvania, do make known unto all men that on the day of the date hereof, at Erie, before me, was proved, approved and insinuated the Last Will and Testament of William Laurence Scott, late of Erie City, Erie Co., Penna, deceased, (a true copy whereof is to these presents annexed), having while he lived, and at the time of his death, divers goods, chattels, rights and credits, within the said commonwealth, by reason whereof the approbation and insinuation of the said Last Will and Testament, and the committing administration of all and singular the goods, chattels, rights and credits which were of the said deceased, and also the auditing, accounts, calculations, and reckonings of the said administration, and a final dismissal from the same to me are manifestly known to belong; and that administration of all and singular the goods, chattels, rights and credits of the said deceased, and way concerning his last Will and Testament, was committed to Mary Matilda Scott Mary Scott Townsend, Annie Wainwright Strong, Matthew H. Taylor, and Charles H. Strong, in the said Testament named, they have been first duly sworn well and truly to administer the goods and chattels, rights and credits of the said deceased, and make a true and perfect inventory thereof, and exhibit the same into the Register's Office at Erie aforesaid, on or before the 26th day of January next, and to render a true and just calculation and reckoning of the said administration on or before the twenty-sixth day of December, A.D. 1892, or when thereto lawfully required.

In testimony whereof, I have hereunto set my hand and caused the seal of said office to be hereunto affixed.

Dated at Erie, the 26th day of December, A.D. 1891.

John Depinet, Register.

State of Pennsylvania, County of Erie,)SS.

I, Wm C. Kraemer Register of Wills and Granting Letters of Administration, in and for said County, do hereby certify the foregoing to be a full and correct copy of the will of William L. Scott, deceased, together with the probate thereof, as the same was admitted to probate in this office Dec. 26th A.D. 1891, and of record in Will Book I page 490; and also the Letters Testamentary issued thereon.

Witness my hand and official seal this twenty-second day of May, A.D. 1903.

Wm. C. Kraemer Register.

Register's Seal

State of Pennsylvania, Erie County,)SS.

I, Emory A. Walling, President Judge of the sixth Judicial District, composed of the County of Erie, in said Commonwealth, do hereby certify that Wm C. Kraemer,

whose name appears to the above or foregoing certificate, is Register for the Probate of Wills, in and for the County of erie, aforesaid, and that the seal by him thereto affix ed is the Seal of his office; and also that his attestation to the said record is in due form, and that he is the proper personrto make such certificate.

In Witness Whereof, I have hereunto set my hand and seal this 22nd day of May A.D. 1903.

Emory A. Walling (L. S.)
President Judge.

State of Pennsylvania, County of Erie, SS.

I, Prothonotary of the Court of Common Pleas in and for said County, do certify that the Hon. Emory A. Walling is now, and was at the time of signing the above certificate, President Judge of the Sixth Judicial District, of said Commonwealth, composed of the County of Erie, duly commissioned and qualified according to law, and that his signature to the said certificate is genuine.

In Testimony Whereof, I have hereunto set my hand and affixed the Seal of said Court, at Erie this 22nd day of May A.D. 1903.

Court of Common Pleas Seal

Theo F. Noble
Prothonotary.