

①

Hundred Dollars (\$100.00) on the first day of each month, so long as she shall live.

LAST WILL AND TESTAMENT
OF
EDWIN C. SHAW

I, EDWIN C. SHAW, of Akron, Summit County, Ohio, being of lawful age and of sound mind and memory, do make, publish and declare this my Last Will and Testament hereby revoking and making null and void all wills by me heretofore made.

ITEM I. I direct that all my just debts and the expenses of my last illness and death be paid as promptly as possible by my Executors.

ITEM II. I give to each of the persons named in this paragraph, if living at the time of my death, the sum set opposite each name respectively:

Edwin Coupland Allen,	Detroit, Michigan	\$500.00
Edwin Don Parks,	Akron, Ohio	\$500.00
Charles McGee,	Hudson, Ohio	\$500.00
Peter McGee,	Hudson, Ohio	\$500.00
Dr. Don B. Lowe,	Akron, Ohio	\$2,000.00
Dr. Clarence Hyde,	Akron, Ohio	\$2,000.00

I direct my Executors to make these payments as soon as possible after my death, without reduction for any local, state or federal taxes or charges, all of which taxes are to be paid out of my residuary estate.

ITEM III. All the rest, residue and remainder of my property, both real and personal, of whatsoever kind and nature, I give, devise and bequeath to my Trustees, Chemical Bank & Trust Company, a Trust Company organized and existing under the laws of the State of New York and authorized to transact business within the State of Ohio, (hereinafter referred to as "Corporate Trustee"), George Oenslager, of Akron, Ohio, and Frank C. Van Cleef, of Essex Fells, New Jersey, (hereinafter referred to as "Individual Trustees") in trust for the following uses and purposes:

(a) I direct my Trustees to pay to my sister, Caroline Coupland Shaw, of Akron, Ohio, if she survive me, the sum of Five

Hundred Dollars (\$500.00) on the first day of each month, so long as she shall live.

(b) It is my sincere desire and hope that, after my death, my Individual Trustees will carry out the promise I made to my dear wife, Jennie L. Shaw, before her death, that I would watch over her brother, Charles Elmer Bond of White Plains, New York, now confined at Dr. MacDonald's House, Central Valley, New York, Edwin C. Shaw to the best of my ability and see that his comfort and care were provided. I request my Individual Trustees to use their best efforts to see that Charles receives considerate care and comfort during his life. I hereby authorize and direct my Trustees to make payments for the account of Charles Elmer Bond if in the uncontrolled judgment of my Individual Trustees they feel such payments are necessary for his proper maintenance, comfort and enjoyment, taking into consideration the moneys available to Charles or for his benefit from all other sources.

(c) In view of long years of loyal and faithful service by Frank Garman and May Morrison, I direct my Trustees to make the following payments to them, if living at the time of my death:

\$100.00 on the first day of each month to Frank Garman, of Akron, Ohio, so long as he shall live.

\$100.00 On the first day of each month to May Morrison, of Akron, Ohio, so long as she shall live.

As a means of providing for such payments and in full discharge of the above bequests, my Trustees are authorized at any time, in their discretion, to purchase annuities in such form as they deem best for the benefit of said Frank Garman and May Morrison respectively. The premiums for such annuities are payable out of the properties in the hands of my Trustees.

my estate, in any calendar year, should prove to be insufficient
to make (d) I direct my Trustees to maintain in reasonable repair
and to pay the taxes, insurance and similar upkeeping expenses on
my home, including the furniture, fixtures and equipment, located
on North Portage Path in Akron, Ohio. It is my desire and I direct
that my sister, Caroline C. Shaw, shall have the use of the property
as a home, including the household furniture and equipment so long
as she avails herself of the same. Upon her discontinuance of the
use of the property as her home, or at any time with her consent,
such home and equipment shall be sold on a fair basis, but I do not
desire the property put up at forced sale.

(e) The pictures and works of art belonging to me at my
death are to be maintained by my Trustees and kept insured at a figure
which they regard as reasonable, considering the prices paid by me
therefor and the funds available for the payment of premium. It is
my desire that from time to time my Trustees dispose of such pictures
and works of art by sale at a fair price or prices and add the pro-
ceeds to my estate. Provided that, if, in the judgment of my Individual

the time hereinafter stated, I will make the following final disposition
Edwin C. Shaw

-2-

of the property then remaining in the hands of my Trustees, to-wit:
Trustees my estate is adequate to provide for the payments herein-
above directed and if any appropriate institution in Akron, Ohio,
has, in the opinion of my Trustees, satisfactory facilities for pre-
serving and exhibiting pictures and works of art, then I authorize
my Trustees in their discretion to present and irrevocably or otherwise
transfer any or all of such pictures and works of art to such Art
Museum and/or Akron University and/or any other similar institutions
in Akron, Ohio.

(f) I believe that the income from my estate will be
adequate to provide funds for the provisions made in sub-paragraphs
(a) to (e) above of this ITEM III. However, if the net income from

my estate, in any calendar year, should prove to be insufficient to make all of the above payments, I authorize and direct my Trustees to make such payments from the principal of my estate in their hands. It is also my desire and I direct that said payments shall be made by my Executors promptly and regularly until my Trustees are qualified and prepared to perform.

(g) Any net income from my estate over and above the payment above provided for shall be paid over by my Trustees, at least semi-annually, to my sister, Caroline C. Shaw, so long as she shall live.

(h) After the death of my sister, Caroline C. Shaw, or at my death, if she shall have predeceased me, the entire net income from my estate, over and above the payments above provided, shall be paid over by my Trustees semi-annually, either to such charitable, health, or educational institutions in Summit County, Ohio, as my Trustees may deem most worthy, or may be accumulated by them in the Fund hereinafter described.

(i) My wife has died, and I have never had any children or an adopted child or children; I have therefore determined that, at the time hereinafter stated, I will make the following final disposition of the property then remaining in the hands of my Trustees, to-wit:

After the death of my sister, Caroline, and of Charles Elmer Bond, or upon my death if they both shall predecease me, my Trustees shall set apart the entire property constituting the trust estate at that time in their hands, in a fund to be known as the "EDWIN C. SHAW FOUNDATION". I direct that, subject to the provisions made for payment of monthly incomes to Frank Garman and to May Morrison

Edwin C. Shaw

-3-

during their respective lives, as provided in sub-paragraph (c) above, and the expense of maintaining my pictures and works of art and keeping the same insured as provided by sub-paragraph (e) above, the

entire net income derived from the property comprising said "fund" with any accumulations thereto, together with such part of the principal as my Trustees in their discretion may decide is in the best public interest, shall be expended or appropriated during each year until the total principal constituting such fund shall have been disbursed, for the following charitable uses and purposes in Summit County, Ohio:

I have been deeply interested in the Springfield Lake Sanitarium, primarily as a demonstration of what can be done with wise expenditure of available funds, and so long as that institution serves an important need in the community and is conducted in an efficient manner, my Trustees are authorized to make such payment to the trustees of that institution as in their opinion the sanitarium shall require for its need, but not to take the place of funds which should rightly be made available from tax funds.

At the present time I am working on the organization of an association or corporation not for profit, the powers of which I anticipate will be broad enough to authorize it to disburse any sums coming into its possession for the improvement of the public health and welfare in Summit County. It is my hope and intention to complete this organization during my life, with a group of public minded citizens of the community as members of the Board of Trustees or Directors, who will be qualified to disburse such funds as may come into their possession. If such an organization is completed by me during my life, or if my Individual Trustees are able to complete such organization after my death, my Trustees are authorized to make such payments from time to time to such organization as they in their discretion may deem best for the public interests of the community.

Whether or not such organization shall be completed, my Trustees are authorized at any and all times to make payments to any organization or institution in Summit County engaged in a

program for preserving or improving the public health, education and/or esthetic interests of the community. The organizations that I have mentioned are not to be considered exclusive, but I desire my Trustees to have

Edwin C. Shaw

-4-

full and complete power to disburse the income and/or principal from the EDWIN C. SHAW FOUNDATION so created, in such manner as they shall deem for the best public interests in the City of Akron and the County of Summit, Ohio.

(j) All local, state and federal taxes and charges of every sort payable on the above bequests are to be paid by my Executors or Trustees out of my residuary estate.

(k) In case of the death, or of the failure or inability to act, of either of my Executors prior to the final settlement of my estate, I appoint Don B. Lowe, Akron O as substitute Executor for George Oenslager, and A. P. Lohmann Devon Pa as substitute Executor for Frank C. Van Cleef. And in case of the death of either or both of my Individual Trustees before my death, or before the complete administration of the trust estate, including the EDWIN C. SHAW FOUNDATION, herein placed in their hands, then Don V. Lowe is appointed as successor Individual Trustee in place of George Oenslager, and A. P. Lohmann is appointed successor Individual Trustee in place of Frank C. Van Cleef; and when said successor Trustees shall have been duly appointed by the Court and qualified as Individual Trustees hereunder, they shall have respectively the same powers and authority as I have hereinbefore provided to be exercised by my Individual Trustees first hereinbefore appointed.

In case of the death, inability or failure to act of either of said successor Individual Trustees before the final administration of the trust hereby created, including the EDWIN C. SHAW FOUNDATION,

W. H. Allen Detroit Mich. is hereby appointed as successor to the one so deceased or unable to act, to have and to exercise the same powers and authority as are hereinbefore conferred by me upon my Individual Trustees.

In case the Corporate Trustee herein named shall cease to exist as a corporation or shall be merged with another bank or trust company, then a successor Corporate Trustee may be appointed by the Probate Court of Summit County, Ohio, on the written recommendation of my Individual Trustees then acting, which Corporate Trustee shall be duly constituted and organized as a trust company, authorized to do business in the State of Ohio and having a paid up capital stock of not less than \$5,000,000.

Edwin C. Shaw

-5-

ITEM IV. In the administration of this, my Last Will and Testament, I desire to give broad powers to my Executors and Individual Trustees, who are both friends of long standing and acquainted with my desires:

(a) The Corporate Trustee shall at all times have custody and control of all property and securities constituting the trust estate in the hands of the Trustees hereunder, and shall hold title in its own name or that of its nominee, for which it shall be responsible. With the written approval of the Individual Trustees, it shall have power to sell and dispose of and to invest and reinvest the whole or such parts of the property so received and held by it as my Trustees may, from time to time, think best or find necessary, with power in said Corporate Trustee to execute such releases, receipts, acquittances, deeds and instruments of conveyance, leases, transfers and assignments, proxies, powers of attorney or agreements and other instruments, and, subject to such written approval, to do such things as my said Trustees may think best or find necessary for the purposes hereof, in all respects and with the same force and effect as I might or could do if living.

(b) I empower my Trustees to determine whether money or property coming into the hands of the Corporate Trustee shall be treated as principal or income, and to charge and apportion expenses or losses to principal and income, according as my Trustees may deem just and equitable.

(c) My Trustees in making investments and reinvestments of any moneys belonging to any trust held or fund administered hereunder, shall not be limited to securities of the character permitted for the investment of trust funds by the laws of Ohio and/or New York, but instead shall have power, in their discretion, at any time and from time to time, to invest in, and to purchase and hold

for investment, such securities or property, including, but without limitation, common and preferred stocks, bonds, debentures, notes or other obligations, secured or unsecured, as they, in their absolute and uncontrolled discretion, shall deem advisable, and from time to time to alter and vary any investment at any time made or held. In addition, my Trustees shall have sole power in their uncontrolled discretion from time to time to sell any such property and to invest and reinvest the proceeds thereof.

My Trustees shall not be liable for any loss or depreciation occasioned by the purchase or retention of any securities or property purchased or retained by them provided they shall have acted in good faith in such purchase or retention; and in no event shall my Trustees be liable for any error of judgment or for anything done or omitted to be done pursuant to the power herein given, except for their own wilful misconduct. I have given my Trustees the foregoing discretionary power to purchase and retain stocks and other securities or properties without liability for anything other than their own wilful misconduct because I believe that the unrestricted exercise of such discretion, free from the threat of having their account surcharged for losses or depreciation, will, upon the whole, operate for the best interests of the trust.

(d) I direct, as to the purchase, sale or retention of any investment or other property received, acquired or held as a part of my Trust Estate, or of said EDWIN C. SHAW FOUNDATION, that, in case my Individual Trustees shall agree, their decision and determination shall prevail; and in such case, if the Corporate Trustee shall dissent from any such decision, it shall nevertheless carry out and comply with the determination of said two Individual Trustees, but shall not be liable or responsible for any loss resulting from compliance with the determination and direction of said Individual Trustees. In case, however, in determining as to the purchase, sale or retention of any such investment or property, the Individual Trustees shall not agree, then the matter so under consideration shall be determined by the agreement of the Corporate Trustee, through its proper officers, with one of the Individual Trustees, and their determination so arrived at shall be carried out by the Corporate Trustee.

For the purposes of determining as to the purchase, sale or retention of any investment or property as above provided, in case either or both of my Individual Trustees originally appointed shall have died or become incapacitated to act, the powers referred to shall be exercised by the Successor Trustees.

Edwin C. Shaw

-6-

(e) I authorize and empower my Executors or Trustees, as the case may be, from time to time in their discretion to improve, mortgage, partition, exchange, and/or to lease for such period not exceeding twenty-one (21) years at any one time, although such period may exceed the probable duration of the trust, and to insert in any such lease any and all covenants for renewal and other covenants as shall seem best to them, and/or to sell and convey at public or private sale for cash or upon credit, or partly for cash and partly upon credit, and upon such terms and conditions as they shall deem proper, any real property held or administered hereunder, and to make, execute and deliver all instruments necessary or proper to effect the same, and, anything herein to the contrary notwithstanding, to accept and retain as a proper investment hereunder any evidence of indebtedness resulting from such sale, conveyance or lease, although the same may not be of the

character permitted for the investment of trust funds by the laws of Ohio and/or New York. No mortgagee, lessee, or grantee at any such transaction shall be bound to inquire into the expediency, propriety, necessity for or validity of the same, or to see to or be liable for the application of the consideration arising therefrom.

(f) My Trustees shall have power, in their uncontrolled discretion, to vote in person or by proxy all stock held by them; anything herein to the contrary notwithstanding, to acquire and retain as a proper investment hereunder any property, real or personal, a lien on which shall secure any investment held or administered hereunder; as owner of any investment held or administered hereunder to assent to any action or non-action, or to enter into or consent to any reorganization, lease or sale and to pay out of any trust held or fund administered hereunder to any committee, representative, agent or depository, any assessments, expenses, contributions and sums of money in connection therewith; to exchange the securities or property held by them for other securities or property issued in connection with such arrangement and to accept and retain as a proper investment hereunder such other securities or property so received, anything herein to the contrary notwithstanding; and generally, to exercise in respect of all securities or property held or administered by them all the same rights and powers as are or may be lawfully exercised by persons owning similar property in their own right.

(g) My Trustees may, in their discretion, at any time, when they determine that the best interests of the Trust Estate, including the EDWIN G. SHAW FOUNDATION, require, advise with counsel on legal matters or as to investments and other dealings with securities, and may employ as such counsel either of my Individual Trustees or a firm with which such Individual Trustee may be connected as a partner, and shall not be liable for any action in good faith taken or omitted to be taken in accordance with the advice of such counsel. My Trustees are authorized to pay reasonable compensation for such service and where they have employed one of my Individual Trustees, or a firm with which such one is connected, the payment for the service so rendered shall be separate from and in addition to any payment or payments to which such one is entitled as Trustee hereunder.

(h) The Corporate Trustee shall allow any Individual Trustee or any beneficiary the right to cause an audit of any matters pertaining to the trust estate to be made at least once in each year, the expense thereof to be paid out of the income arising from the trust. Free access shall be accorded to the Individual Trustees to all books, papers, documents, accounts and records of the Corporate Trustee in any way relating or pertaining to this trust.

(i) Whenever used in this Instrument, the term "securities" shall, unless the context otherwise requires, be deemed to include bonds, debentures, notes or other obligations, secured or unsecured, and stock, common or having a preference, issued by any corporation, association, government, state or municipality, and evidences of interest in any of the foregoing.

(j) My Trustees shall have no duty to see to or inquire as to the application of the principal and/or income from the trust erected pursuant to ITEM III, and they shall have no other or further

duty with respect to the same than to pay the same to persons or institutions designated, and the receipt of said persons or institutions designated therefor shall be a full and complete release and acquittance of my said Trustees for all liability and responsibility with respect thereto.

Edwin C. Shaw

-7-

(k) As compensation for their services hereunder, the Trustees shall receive the fees allowed by the laws of Ohio to trustees acting under wills, and I anticipate that the duties of my Trustees hereunder may require special compensation such as entitling each Trustee to receive the entire fee of a sole testamentary trustee. The fees in respect of income shall be payable by deduction as and when such income shall be remitted; and the fees in respect of principal shall be payable at any time after the residuary trust in sub-paragraph (i) of ITEM III shall have been established.

ITEM V. I hereby nominate and appoint as Executors of this, my Last Will and Testament, my friends, George Oenslager of Akron, Ohio, and Frank C. Van Cleef of Essex Fells, New Jersey, and I authorize and empower my said Executors to make such settlements and releases and to execute such receipts and agreements, and to make such sales and conveyances, and to execute and deliver such conveyances or other instruments, and to do or perform such other things as they may find necessary or proper in the settlement of my estate, with the same force and effect in all respects as I might or could do if living. I authorize my Executors to appoint the Chemical Bank & Trust Company as custodian of all the securities and depository of all funds during the administration of my estate. I direct that no bond be required to be given by my Executors or by any of my Trustees. I request that no inventory or appraisal of my estate be required.

IN WITNESS WHEREOF, I, Edwin C. Shaw, have subscribed my name and set my seal to this, my Last Will and Testament, consisting of eight sheets of paper (upon each of which I have also written my name) at Cleveland, Ohio, this 18th day of May, A.D. 1934.

Edwin C. Shaw

The foregoing instrument was signed by the said EDWIN C. SHAW,

in our presence, and by him published and declared as and for his
Last Will and Testament, and at his request and in his presence,
and in the presence of each other we hereunto subscribe our names
as attesting witnesses, this 18th day of May, A. D., 1934.

E. L. Harmon M. D. resides at 2096 Abington Rd., Cleveland, O

Rosa F. Laschinger resides at 2579 Canterbury Rd. Cl Heights

Robert M. Porter resides at 871 Helmsdale Rd. Clev.Hgts.O

THE STATE OF OHIO,

SUMMIT COUNTY, ss.

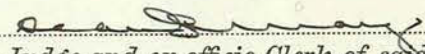
PROBATE COURT

I, DEAN F. MAY, Judge and ex-officio Clerk of the Probate Court, within and for said County, having the custody of the Files, Journals and Records of said Court, do hereby certify that the foregoing is a true copy of the Last Will and Testament of Edwin C. Shaw, deceased.

as the same appear.....upon the records of said Court; and I further certify that I have carefully compared the foregoing copy with the original record, and that the same is a full and correct transcript thereof.

In Witness Whereof, I hereunto set my hand and affix the seal of said Court, at

Akron, Ohio, this 15th day of January A. D. 1942.

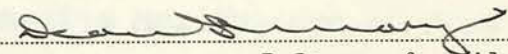

Probate Judge and ex-officio Clerk of said Court

The State of Ohio, Summit County, ss.

I, the undersigned, sole Judge of the Probate Court within and for said County and State, the same being a Court of law and record, do hereby certify that under the laws of the State of Ohio, the Judge of the Probate Court is ex-officio the Clerk of his own Court. And I further certify that I, the said DEAN F. MAY, whose genuine signature is attached to the foregoing certificate, am, and was at the time of signing the same, ex-officio Clerk of said Probate Court, and as such, full faith and credit are due my acts, and that the above certificate and attestation are in due form of law, and made by the proper officer.

In Witness Whereof, I hereunto set my hand and affix the seal of said Court, at

Akron, Ohio, this 15th day of January A. D. 1942.


Judge as aforesaid

The State of Ohio, Summit County, ss.

I, the undersigned, ex-officio Clerk of the Probate Court within and for said County and State aforesaid, hereby certify that I, the said DEAN F. MAY, am also the sole Judge of said Probate Court, duly commissioned and qualified, and now acting as such.

IN WITNESS WHEREOF, I hereunto set my hand and affix the seal of said

Court at Akron, Ohio, this 15th day of January A. D. 1942.


Ex-officio Clerk of said Court