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IN THE COURT OF COMMON PLEAS OF ALLEGHENY COUNTY, PENNSYLVANIA

IN RE:

ORPHANS' COURT DIVISION

TRUST UNDER DEED OF TRUST
OF SARAH MELLON SCAIFE, SETTLOR,
DATED DECEMBER 30, 1935

No. 6469 of 2014

PETITION FOR CITATION TO SHOW
CAUSE WHY AN ACCOUNT SHOULD
NOT BE FILED

FILED ON BEHALF OF:

DAVID N. SCAIFE

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DIVISION
ALLEGHENY COUNTY PA

IN THE COURT OF COMMON PLEAS OF ALLEGHENY COUNTY, PENNSYLVANIA

IN RE:

ORPHANS' COURT DIVISION

TRUST UNDER DEED OF TRUST
OF SARAH MELLON SCAIFE, SETTLOR,
DATED DECEMBER 30, 1935

No. 6469 of 2014

PRELIMINARY DECREE

AND NOW, to-wit, this 4th day of November, 2014, upon consideration of the annexed Petition of David N. Scaife, individually and as representative, for Citation to Show Cause Why An Account Should Not Be Filed, it is hereby ORDERED, ADJUDGED and DECREED that a Citation is issued, directed to PNC Bank, N.A., H. Yale Gutnick and James M. Walton, Trustees, to show cause, if any there may be, why they should not file an account of the administration of the above-captioned Trust from the date of PNC's appointment as successor corporate co-Trustee to date.

Citation returnable:

WEDNESDAY, DEC. 17, 2014
10:00 a.m. COURTROOM #2

BY THE COURT:



Conference is scheduled for
WED, DEC. 17, 2014
at 10:00 (AM) PM
Courtroom 2, 1700 Frick Bldg.
Pittsburgh PA 15219

Attorneys are to have a
face-to-face meeting
prior to the
scheduled conference date.

IN THE COURT OF COMMON PLEAS OF ALLEGHENY COUNTY, PENNSYLVANIA

IN RE:

ORPHANS' COURT DIVISION

TRUST UNDER DEED OF TRUST
OF SARAH MELLON SCAIFE, SETTLOR,
DATED DECEMBER 30, 1935

No. 6469 of 2014

DECREE

AND NOW, to-wit, this day of , 2014, upon consideration of the Petition of David N. Scaife, individually and as representative, for Citation to Show Cause Why An Account Should Not Be Filed and any answer(s) thereto, and pursuant to 20 Pa. C.S.A. § 7797(a), it is hereby ORDERED, ADJUDGED and DECREED that, within ____ days of the date of this Decree, PNC Bank, N.A., H. Yale Gutnick and James M. Walton, Trustees, shall file an account of the administration of the above-captioned Trust from the date of PNC's appointment as successor corporate co-Trustee to date.

BY THE COURT:

J.

IN THE COURT OF COMMON PLEAS OF ALLEGHENY COUNTY, PENNSYLVANIA

IN RE:

ORPHANS' COURT DIVISION

**TRUST UNDER DEED OF TRUST
OF SARAH MELLON SCAIFE, SETTLOR,
DATED DECEMBER 30, 1935**

No. _____ of 2014

**PETITION FOR CITATION TO SHOW CAUSE
WHY AN ACCOUNT SHOULD NOT BE FILED**

TO THE HONORABLE, THE JUDGES OF SAID DIVISION:

The Petition of David N. Scaife, individually and as representative for his minor children and unborn and unascertained descendants, by and through his undersigned counsel, respectfully represents:

1. Sarah Mellon Scaife ("Settlor") created the above-captioned trust (the "1935 Trust") under irrevocable Deed of Trust dated December 30, 1935. A true and correct copy of the Deed of Trust is attached as Exhibit A.
2. Through a series of changes not necessary to recite here, the current Trustees of the 1935 Trust are PNC Bank, N.A. ("PNC"), H. Yale Gutnick and James M. Walton (the "Trustees").
3. Your Petitioner, David N. Scaife ("David") and his sister, Jennie K. Scaife ("Jennie"), are the current beneficiaries of the 1935 Trust, which at one time is believed to have exceeded \$210,000,000 in value.
4. As detailed below, following the July 4, 2014 death of his father, Richard M. Scaife ("Richard"), who had been the income beneficiary, your Petitioner learned that the Trustees distributed the *entirety* of the 1935 Trust principal to his father, allegedly under the provision in the Deed of Trust allowing discretionary principal distributions for his "best interests." The Trustees' actions in doing so, and thereby defeating the remainder interests,

constitutes a breach of fiduciary duty, a breach of the duties of loyalty and impartiality, a breach of the Trustees' duty to exercise distribution powers in good faith and in accordance with the provisions and purposes of the 1935 Trust and the interests of its beneficiaries, and an abuse of discretion. Your Petitioner therefore requests that the Trustees be directed to file an account of their administration of the 1935 Trust so that objections can be filed and the Trustees' actions reviewed by this Court.

Jurisdiction, Situs and Venue

5. This Court has jurisdiction over this matter pursuant to 20 Pa. C.S.A. § 711(3) as it relates to the administration and distribution of an inter vivos trust.

6. The 1935 Trust has its situs in Allegheny County pursuant to 20 Pa. C.S.A. § 7708(b)(2)(ii)(C) and (D) because the principal place of administration of the 1935 Trust has been in Allegheny County and because one or more of the Trustees resides and/or has a place of business in Allegheny County.

7. Venue lies in Allegheny County pursuant to 20 Pa. C.S.A. §§ 722 and 7714(a) because it is the situs of the 1935 Trust.

8. No other court has previously assumed jurisdiction over the 1935 Trust.

9. This Court has authority to grant the relief requested, specifically the filing of an account by the Trustees, pursuant to 20 Pa. C.S.A. § 7797(a).

10. Pursuant to Allegheny County Orphans' Court Division Rule 1.2C, your Petitioner is concurrently filing a petition to compel the production and recording of the original Deed of Trust.

Settlor created a multi-generational trust for Richard's descendants

11. The 1935 Trust was created to be a multi-generational trust, *i.e.*, a trust to continue for the maximum period permitted by the rule against perpetuities and ultimately pass wealth to Richard's descendants free of death taxes. As such, under Article 3 of the Deed of Trust, the 1935 Trust is to continue for 21 years after Richard's death.

12. Under Article 6(a) of the Deed of Trust, during the continuance of the 1935 Trust and upon Richard's attaining age 25, the Trustees are directed to pay the income to Richard for life.

13. Under Article 6(b) of the Deed of Trust, after Richard's death the Trustees are directed to pay the income of the 1935 Trust to Richard's issue, *per stirpes*, and upon termination 21 years later pursuant to Article 3 the principal is distributable to Richard's then living issue, *per stirpes*.

14. Settlor died December 28, 1965.

15. Richard died July 4, 2014 survived by David, David's two minor children, David G. Scaife and Sarah M. Scaife, and Jennie. As such, under Article 6(b) of the Deed of Trust David and Jennie are the current income beneficiaries, and David G. Scaife and Sarah M. Scaife are contingent beneficiaries, of the 1935 Trust. The 1935 Trust is to continue for 21 years after July 4, 2014.

16. Although she created a multi-generational trust, under Article 8 Settlor expressly stated that she desired to make "*adequate provision for any eventuality affecting the welfare of my son, Richard Mellon Scaife, which may occur during his lifetime.*" (Emphasis added).

17. Settlor therefore provided in Article 8 of the Deed of Trust and subparagraph (c) thereof that the Trustees "if, as, whenever and as often as they shall deem that the best interests

of my said son shall require or make advisable further or additional provision to be made for him,” may distribute to Richard “all or such portion” of the principal of the 1935 Trust “as the Trustees shall deem to be for his best interests”

18. Although Article 11 of the Deed of Trust provides that the provisions of Article 8 shall be exercisable by the Trustees in their “sole and absolute discretion” and that their decision shall be “final and binding . . . and shall not be open or subject to question in any manner or for any reason whatsoever,” the Trustees were nonetheless restricted by the common law and by statute in the exercise of such power.

19. Notwithstanding the broad language of the Deed of Trust facially suggesting that the Trustees’ discretionary actions cannot be questioned, under Section 7780.4 of the Pennsylvania Uniform Trust Act, 20 Pa. C.S.A. § 7780.4, the Trustees’ actions are reviewable by this Court to determine whether they were in fact exercised in good faith and in accordance with the provisions and purposes of the 1935 Trust and the interests of the beneficiaries:

The trustee shall exercise a discretionary power in good faith and in accordance with the provisions and purposes of the trust and the interests of the beneficiaries, notwithstanding the breadth of discretion granted to a trustee in the trust instrument, including the use of such terms as "absolute," "sole" or "uncontrolled."

20. Section 7780.4 codified Pennsylvania’s common law, which provided for this Court’s oversight of trustees’ discretionary acts notwithstanding the use of words such as “absolute” or “uncontrolled.”

**After Richard’s death, David learns that the Trustees
fully depleted the Trust principal by distributions to Richard**

21. Following Pittsburgh area newspaper reports of Richard’s divorce, which revealed the existence of the 1935 Trust and its use to fund the Tribune-Review Publishing Company’s losses, in December 2007 David’s counsel requested the Trustees to provide information about

the 1935 Trust. David was entitled to such information under the Pennsylvania Uniform Trust Act.

22. The Trustees, through their counsel, E.J. Strassburger, thereafter provided a copy of the Deed of Trust and a PNC account statement for the calendar year 2007.

23. The 2007 PNC account statement revealed that the 1935 Trust was valued at \$140,853,060.56 as of December 31, 2007, and that a total of \$37,750,000 had been distributed from the principal of the 1935 Trust to Richard in 14 separate payments during 2007. Each of the principal distributions is designated as "RM Scaife Capital Contribution Per Trustees' Determination." *See* Exhibit B.

24. The principal distributions designated as "capital contributions" were being used by Richard to fund operating losses at the Tribune-Review Publishing Company, owned by Richard.

25. Contrary to the general practice of trustees when exercising their discretion to make principal distributions, the Trustees here required Richard to execute one or more "Waiver, Release, Discharge and Indemnification" agreements. Upon information and belief, such agreements provide that Richard, and now his Estate, indemnifies the Trustees for any liability they may incur as a result of having made the principal distributions.

26. David's counsel met with the Trustees' counsel, H. Yale Gutnick (also a co-Trustee) and his partner E.J. Strassburger, on February 25, 2008. At that meeting, David's counsel expressed concern about the fact and size of the principal distributions being made from the 1935 Trust and the use of such distributions to fund operating losses at the Tribune-Review Publishing Company.

27. In response, Mr. Gutnick advised David's counsel that the Tribune-Review Publishing Company's losses in 2008 would be less than in 2007, and that an alternative funding mechanism had been put in place to fund the post-2008 losses. As such, upon Richard's death, there would be at least \$90 million remaining in the 1935 Trust, ignoring growth of principal value.

28. As noted above, Richard died July 4, 2014. Richard did not provide for David or Jennie in his Will or revocable trust, and it appears that the vast bulk of Richard's substantial personal wealth, estimated to be hundreds of millions of dollars, was placed in trust for the future benefit of the Tribune-Review Publishing Company.

29. During his lifetime Richard also benefitted from other trusts created by Settlor (the "Family Trusts") and which are also believed to be valued in the aggregate at hundreds of millions of dollars. Unlike the 1935 Trust, however, Richard could control the disposition of the assets of the Family Trusts upon his death by the exercise of a "power of appointment." Richard, in fact, exercised his power of appointment over the Family Trusts in favor of charitable beneficiaries and as a result David and Jennie did not receive any benefit from those trusts upon Richard's death.

30. The 1935 Trust, however, was the one trust created by Settlor over which Richard could not control the disposition of the assets upon his death, unless the Trustees distributed the assets to him, as they did.

31. Despite Richard's lack of control over the disposition of the 1935 Trust, in divorce proceedings in 2006 Richard's financial expert represented that the use of the 1935 Trust to fund the operating losses at Tribune-Review Publishing Company was done for Richard's "estate planning purposes."

32. After Richard's death, by letter dated August 6, 2014, David's counsel wrote to the Trustees' counsel requesting certain information, including asset information and when the Trustees intended to file an account of their administration of the 1935 Trust. *See* Exhibit C.

33. The Trustees' counsel responded by letter dated August 19, 2014, refusing the request for financial information except to advise that the 1935 Trust had no assets (\$0) as of Richard's death. Trustees' counsel also stated that no decision had been made "if and/or when we will file court accountings" *See* Exhibit D.

34. The actions of the Trustees in making the principal distributions to Richard so as to defeat the interests of the remainder beneficiaries constitutes a breach of the Trustees' duty to exercise distribution powers in good faith and in accordance with the provisions and purposes of the 1935 Trust and the interests of its beneficiaries, as required by the common law and by 20 Pa. C.S.A. § 7780.4.

35. Distributions to Richard for his "estate planning purposes" were not distributions for his "best interests," but rather for the interests of those benefitting from Richard's estate after his death.

36. By making distributions to Richard for his "estate planning purposes," the Trustees substituted Richard's dispositive plan for the Settlor's stated intention for the remainder beneficiaries of the 1935 Trust.

37. For these reasons, the Trustees' distributions of principal from the 1935 Trust to Richard for his personal "estate planning purposes," which purposes were directly contrary to the terms of the Deed of Trust and Settlor's dispositive plan, were not exercises of discretion in good faith and in accordance with the provisions and purposes of the 1935 Trust and the interests of its beneficiaries, which include the remainder beneficiaries.

38. The Family Trusts mentioned above also had provisions allowing the distribution of principal to Richard during his lifetime, under standards that were broader than those contained in the 1935 Trust. Upon information and belief, the Trustees, who were also trustees of the Family Trusts and therefore in a position of conflicting interests, did not make similar or even proportional principal distributions to Richard from the Family Trusts, instead utilizing the entirety of the 1935 Trust to the detriment of the remainder beneficiaries.

39. The actions of the Trustees in making the principal distributions to Richard so as to defeat the interests of the remainder beneficiaries constitutes a breach of the Trustees' fiduciary duty and their duties of loyalty and impartiality to all beneficiaries.

40. The Trustees' decision to fund past, on-going and future operating losses at the Tribune-Review Publishing Company from the principal of the 1935 Trust also constitutes a waste of trust assets.

41. An account of the Trustees' administration of the Trust is needed in order to identify the distributions made by the Trustees to Richard, and to allow David, individually and as representative, to present objections to the account and to have this Court adjudicate the propriety of the Trustees' actions under the applicable law.

42. 20 Pa. C.S.A. § 7797(a) provides that "a trustee shall file an account of his administration whenever directed to do so by the court"

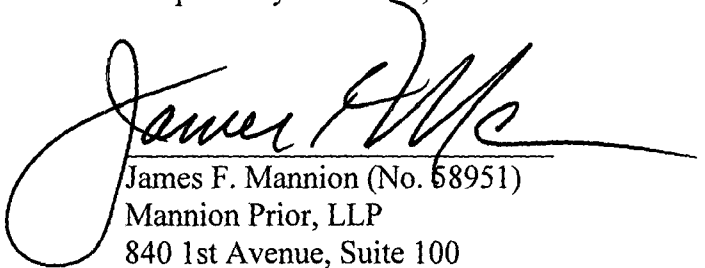
43. Upon information and belief, PNC was appointed successor corporate co-Trustee of the 1935 Trust in the early 1990s. As such, your Petitioner requests an accounting of the 1935 Trust from the date of PNC's appointment as successor corporate co-Trustee to date.

44. David consents to serving as, and also brings this Petition in his capacity as, representative for his minor children, David G. Scaife and Sarah M. Scaife, and his unborn and

unascertained descendants, pursuant to 20 Pa. C.S.A. § 7723, and waives the 30 day notice period otherwise required under 20 Pa. C.S.A. § 7725.

WHEREFORE, your Petitioner respectfully requests that this Honorable Court issue a Citation directed to PNC Bank, N.A., H. Yale Gutnick and James M. Walton, Trustees, to show cause, if any there may be, why they should not file an account of the administration of the above-captioned Trust from the date of PNC's appointment as successor corporate co-Trustee to date.

Respectfully submitted,



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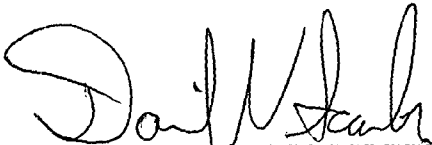


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Dated: November 3, 2014

Verification

I, David N. Scaife, verify that to the extent the facts set forth in the foregoing pleading are based upon my personal knowledge, they are true and correct, and to the extent based upon information provided by others, they are true and correct to the best of my knowledge, information and belief. This Verification is made subject to the penalties of 18 Pa. C.S. § 4904, relating to unsworn falsification to authorities.


David N. Scaife



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DEED OF TRUST

SARAH MELLON SCAIFE

to

RICHARD K. MELLON, ALAN M. SCAIFE and
THE UNION TRUST COMPANY OF PITTSBURGH,
Trustees.

RICHARD MELLON SCAIFE TRUST

Dated December 1935.

KNOW ALL MEN BY THESE PRESENTS:

That I, SARAH MELLON SCAIFE, of the City of Pittsburgh, County of Allegheny and Commonwealth of Pennsylvania, have given, transferred, assigned and delivered, and by these presents do give, transfer, assign and deliver unto RICHARD K. MELLON, of Pittsburgh, Pennsylvania, ALAN M. SCAIFE, also of Pittsburgh, Pennsylvania, and THE UNION TRUST COMPANY OF PITTSBURGH, a corporation of the Commonwealth of Pennsylvania having its principal place of business in said City of Pittsburgh (hereinafter referred to as "Trustees"), in trust for the uses and purposes hereinafter set forth, the securities listed in a schedule hereto attached, made part hereof and marked "Exhibit A". Said securities and such other shares of stock, moneys, bonds, notes, securities and/or other real or personal properties as in accordance with the provisions hereof shall at the time being constitute the corpus of the trust estate are hereinafter sometimes referred to as the "Trust Estate".

The Trust Estate and the income therefrom shall be held, managed and disposed of by the Trustees for the following uses and purposes and in accordance with the following directions:

1. The Trustees, in their discretion, may hold all

any part of the Trust Estate in the form and character of property in which the same shall be received by them, and at any time and from time to time may sell or exchange the whole or any part thereof; may invest the proceeds of any sale of the whole or any part of the Trust Estate and any other moneys which by reason of any circumstance may at the time being be a part of the corpus of the Trust Estate, in such shares of stock, bonds, notes, securities and/or other real or personal properties as the Trustees shall deem advisable; may exchange the whole or any part of the Trust Estate for such shares of stock, bonds, notes, securities and/or other real or personal properties as the Trustees shall deem advisable; may lease or loan the use of the whole or any part of the Trust Estate; and may enter into such transactions, contracts, engagements and obligations of whatsoever character as the Trustees shall deem necessary or advisable for the benefit or protection of this trust and of the Trust Estate. The Trustees shall not be confined to legal investment as now or hereafter defined by law. Any sale of the whole or a part of the Trust Estate may be public or private and any sale, exchange, lease or loan thereof may be to or with such parties (including persons who at the time being may be Trustees hereu and corporations or associations of which they may be officers, directors, stockholders or members), for such considerations

upon such terms and conditions as the Trustees shall deem advisable. No party shall be under any obligation whatever to make inquiry in regard to the existence of any power, authority or discretion exercised or proposed to be exercised by the Trustees respecting any matter whatever in connection with this trust or the Trust Estate or in regard to the necessity or propriety of the exercise of any such power, authority or discretion, or to see to the proper application of any moneys, shares of stock, bonds, securities or other properties of whatsoever character received by the Trustees in or in connection with any sale, exchange, lease or loan of any part of the Trust Estate or in connection with any other transaction of whatsoever character entered into by the Trustees relating to this trust or the Trust Estate. The Trustees shall have full power and authority to execute, acknowledge and deliver all such deeds, bills of sale, powers of attorney for transfer, and other instruments of whatsoever character as in their judgment shall be necessary or proper in order to effect any sale, exchange, lease or loan of the whole or any part of the Trust Estate or to enter into or consummate any other transactions of whatsoever character in connection with or on behalf of this trust or of the Trust Estate. The enumeration herein of any specific power, authority or discretion or

the failure herein to enumerate any other power, authority or discretion, shall not be construed to limit in any way the full and complete power, authority and discretion which shall be exercisable by the Trustees at any and all times respecting this trust and the Trust Estate and every part thereof, it being my intention that as respects this trust and the Trust Estate and in the administration and management thereof, the Trustees shall have as full and complete power, authority and discretion as if they were the actual owners of the Trust Estate and every part thereof.

2. This trust is for the benefit of my son, RICHARD MELLON SCAIFE. For convenience, this trust shall be designated and known as the "Richard Mellon Scaife Trust".

3. This trust shall continue until, but shall terminate upon, the expiration of a period of twenty-one years after the death of my son, Richard Mellon Scaife, or the expiration of a period of twenty-one years after my death, whichever of said two events shall last occur.

4. The income of the Trust Estate shall be accumulated by the Trustees until my said son shall arrive at the a

of twenty-five years on July 3, 1957, unless by law at the time being in force the accumulation of income shall be required to cease at an earlier date, in which event the period of income accumulation shall expire upon such earlier date. In the investment and management of such accumulated income, the Trustees shall have as full and complete power, authority and discretion as are given to them in Article 1 hereof.

5. At the expiration of the period specified in Article 4 hereof for the accumulation of income, all accumulated income then remaining in the hands of the Trustees shall be distributed as follows:

(a) To my said son, if he shall then be living.

(b) In the event that my said son shall be deceased at the expiration of said period of income accumulation, then, share and share alike, to the issue of my said son then living, per stirpes and not per capita.

(c) In the event that my said son shall be deceased at the expiration of said period of income accumulation and in the further event that there shall be no issue of my said son then living, then and in such events, to the persons to whom the funds, securities and/or properties

constituting such accumulated income would descend under the intestate laws of the Commonwealth of Pennsylvania in force at the time of the expiration of said period of income accumulation, with like effect as if my said son had died, intestate, at the time of the expiration of said period of income accumulation actually owning in his own right said funds, securities and/or properties and had been a citizen and resident of the Commonwealth of Pennsylvania and domiciled therein.

The word "issue", as used in this Article 5 as well as in Articles 6 and 7 hereof, shall be taken to mean lineal descendants.

6. All income received by the Trustees after the expiration of said period of income accumulation shall be distributed quarter-yearly, or at such other regular periods as the Trustees from time to time shall find convenient, as follows:

(a) To my said son, if living, during the remainder of his life.

(b) In the event that my said son shall be deceased at the time any such periodical distribution is to be made, the income then to be distributed shall be distributed,

share and share alike, to the issue of my said son living at the time such periodical distribution is to be made, per stirpes and not per capita.

(c) In the event that my said son shall be deceased at the time of any such periodical distribution, and in the further event that at such time there shall be no issue of my said son then living, then and in such events, the income then to be distributed shall be distributed to the persons to whom the funds, securities and/or properties constituting such income would descend under the intestate laws of the Commonwealth of Pennsylvania in force at the time of such distribution, with like effect as if my said son had died, intestate, at the time of such distribution actually owning in his own right such funds, securities and/or properties and had been a citizen and resident of the Commonwealth of Pennsylvania and domiciled therein.

7. Upon the termination of this trust at the time specified in Article 3 hereof, the corpus of the Trust Estate shall be distributed as follows:

(a) Share and share alike to the issue of my said son living at the termination of this trust, per stirpes and not per capita.

(b) In the event that there shall be no issue of my said son living at the termination of this trust, then and in such event to the persons to whom the funds, securities and/or properties constituting the corpus of the Trust Estate would descend under the intestate laws of the Commonwealth of Pennsylvania in force at the time of the termination of this trust, with like effect as if my said son had died, intestate, at the time of the termination of this trust, actually owning in his own right such funds, securities and/or properties and had been a citizen and resident of the Commonwealth of Pennsylvania and domiciled therein; provided, however, that if my daughter, Cordelia Mellon Scaife, should be living at the termination of this trust, I direct that such portion of the corpus of the Trust Estate as, in accordance with the provisions of this Article 7, may be distributable to her, shall not be distributed to her personally but shall be distributed to the Trustees of the trust which I have created for the benefit of my said daughter by deed of trust of even date herewith to Richard K. Mellon, Alan M. Scaife and The Union Trust Company of Pittsburgh, Trustees, known as the "Cordelia Mellon Scaife Trust",

and shall be and become a part of the corpus of the Trust Estate under such deed of trust and as such be subject to all the provisions thereof; but if said Cordelia Mellon Scaife Trust should be terminated, in accordance with the provisions of said deed of trust or otherwise, prior to the termination of this trust, then and in such event, such portion of the corpus of the Trust Estate under this Deed of Trust as, in accordance with the provisions of this Article 7, may be distributable to my said daughter shall be distributed to her personally.

8. I desire to make adequate provision for any eventuality affecting the welfare of my son, Richard Mellon Scaife, which may occur during his life and, therefore, I direct that, notwithstanding any of the other provisions of this instrument, the Trustees, if, as, whenever and as often as they shall deem that the best interests of my said son shall require or make advisable further or additional provision to be made for him, shall have the power and authority -

(a) During the period of income accumulation specified in Article 4, to distribute to my said son, as his absolute property, all or such portion of the then accumulated income as the Trustees shall deem to

be for his best interests;

(b) During the period of income accumulation specified in Article 4, to distribute to my said son, as his absolute property, all or such part of the current income of the Trust Estate as the Trustees shall deem to be for his best interests; and/or

(c) To distribute to my said son, as his absolute property, all or such portion of the corpus of the Trust Estate as the Trustees shall deem to be for his best interests, and if, as and when the entire corpus of the Trust Estate may be so distributed to my said son, this trust shall terminate notwithstanding that the time of termination specified in Article 3 hereof may not yet have arrived.

9. It may be that upon the death of my son, Richard Mellon Scaife, the circumstances may be such, or thereafter during the continuance of this trust may become such, that, in the judgment of the Trustees, it will be advisable to make distribution of the income and/or corpus of the Trust Estate otherwise than in accordance with the provisions of Articles 4, 5, 6 and 7 hereof, and I wish the Trustees to be in a position to exercise

their best judgment regarding the distribution of the income and/or corpus of the Trust Estate in the light of such circumstances. Consequently, I authorize and empower the Trustees -

(a) If, as, whenever and as often as they shall deem it advisable, during the period of income accumulation specified in Article 4 hereof, to elect to distribute the whole of the income which shall remain accumulated at the time of such election, or such portion thereof as they shall deem advisable, to the persons who, in accordance with the provisions of Article 5 hereof, would be entitled to all the accumulated income if said period of income accumulation specified in Article 4 had expired at the time such election is made by the Trustees.

(b) To elect, at any time during the period of income accumulation specified in Article 4 hereof, to terminate the further accumulation of income hereunder. In the event of such election by the Trustees to terminate further accumulation of income hereunder, the current income received by the Trustees subsequent to such election shall be distributed quarter-yearly or at such other regular periods as the Trustees from time to time shall find convenient, to the persons who, in accordance with the

provisions of Article 6 hereof, would be from time to time entitled to such current income if said period of income accumulation specified in Article 4 had expired at the time of such election by the Trustees to terminate further accumulation of income. In the event of such election by the Trustees to terminate further accumulation of income hereunder, they shall have the power and authority -

(1) Forthwith to distribute the then accumulated income to the persons who, in accordance with the provisions of Article 5 hereof, would be entitled to such accumulated income if said period of income accumulation specified in Article 4 had expired at the time of said election by the Trustees to terminate further accumulation of income; or

(2) To hold the then accumulated income for the time being, and thereafter during the period of income accumulation specified in Article 4, to make distribution of the whole thereof at such time as the Trustees deem advisable to the persons who, in accordance with the provisions of Article 5 hereof, would be entitled to all the accumulated income if

said period of income accumulation had expired at the time the Trustees elect to make such entire distribution, or during said period of income accumulation specified in Article 4, to make partial distributions thereof in such amounts and at such times as the Trustees shall deem advisable, each such partial distribution to be to the persons who, in accordance with the provisions of Article 5 hereof, would be entitled to all the accumulated income if said period of income accumulation specified in Article 4 had expired at the time the Trustees elect to make such partial distribution; or

(3) To hold the then accumulated income, or so much thereof as shall not be distributed by the Trustees pursuant to the provisions of Subdivision (2) of this Section (b), until the expiration of said period of income accumulation and then make distribution thereof to the persons entitled thereto in accordance with the provisions of Article 5 hereof.

(c) Without exercising their election given in Section (b) of this Article 9 regarding the further accumulation of income hereunder, and with or without exercising any election given to them in Section (a) of

this Article 9 regarding the distribution of accumulated income, to elect, if, as, whenever and as often as the Trustees shall deem it advisable, during said period of income accumulation specified in Article 4, to distribute all the current income, or such portion thereof as they shall deem advisable, for such period or periods of time as they shall deem advisable. Such whole or partial distribution of current income may be made quarter-yearly or at such other periods as the Trustees from time to time shall find convenient and shall be made to the persons who, in accordance with the provisions of Article 6 hereof, would be entitled to the income of the Trust Estate at the time each such distribution of current income is made, if said period of income accumulation specified in Article 4 had expired prior to the time of such distribution.

(d) If, as, whenever and as often as the Trustees shall deem it advisable, to elect to distribute any portion of the corpus of the Trust Estate, and also at any one time to elect to distribute the whole of the corpus of the Trust Estate. Any such distribution

of corpus, whether of the whole or of any portion thereof, shall be made to the persons who, in accordance with the provisions of Article 7 hereof, would be entitled to the corpus of the Trust Estate if this trust by its terms had terminated at the time of such election by the Trustees to distribute corpus.

If, as and when the entire corpus of the Trust Estate shall be distributed pursuant to the provisions of this Article 9, this trust shall terminate, notwithstanding that the time of termination specified in Article 3 hereof may not yet have arrived.

The provisions of this Article 9 shall not be applicable during the life of my said son. During his life, the discretionary power and authority of the Trustees regarding the distribution of accumulated or current income or of corpus shall be exercisable only in accordance with the provisions of Article 8 hereof.

10. In no event and under no circumstance shall any part of the corpus of the Trust Estate or of any accumulated or

current income be distributed to me or I become entitled thereto. In the event that at any time the circumstances should be such that by reason of any of the provisions of this instrument, and particularly by reason of the operation of the intestate laws of the Commonwealth of Pennsylvania under Section (c) of Article 5, Section (c) of Article 6, or Article 9, I should become entitled to receive distribution of the whole or any part of the corpus of the Trust Estate or the whole or any part of the accumulated or current income, I direct that any and every such distribution shall be made to the persons and in the proportions with like effect as if I were deceased, so that I shall not participate or be entitled to participate therein in any manner or to any extent whatever.

11. The power and authority which, by the provisions of Articles 8 and 9 hereof, I give to the Trustees respecting the distribution of income and/or corpus of the Trust Estate, shall be exercisable by them in their absolute and uncontrolled discretion, and I expressly direct that the Trustees shall be the sole judges as to the necessity, advisability, propriety and amount of any such distribution, whether of accumulated or current income or of corpus, and that their decision in regard

thereto shall be final and conclusive, shall be binding upon all parties having any interest in the corpus or income of the Trust Estate, and shall not be open or subject to question in any manner or for any reason whatsoever.

12. It may be that in the distribution of accumulated income in accordance with the provisions of Sections (b) and (c) of Article 5, as well as in accordance with the provisions of Section (a) and of Subdivisions (1), (2) and (3) of Section (b) of Article 9 hereof, and also in the distribution of current income in accordance with the provisions of Sections (b) and (c) of Article 6 as well as in accordance with the provisions of Sections (b) and (c) of Article 9 hereof, it will be difficult or impossible for the Trustees to know or to ascertain with absolute accuracy the persons to whom such accumulated and/or current income should be distributed and the respective amounts distributable to each person without an adjudication by a court of competent jurisdiction, and as I think it inadvisable that the Trustees and the Trust Estate should be burdened with the trouble and expense incident to the making of such adjudication, I expressly direct that in connection with any such distribution of accumulated or current income, the Trustees shall be under no obligation or duty to file any account or to seek any such

adjudication by a court of competent jurisdiction, but shall have the power and authority to make distribution of accumulated and/or current income to such persons and in such respective amounts as the Trustees, in their discretion and with the knowledge at hand at the time of such distribution, shall deem to be entitled to such accumulated income and/or current income in accordance with the provisions of the above mentioned Sections and Subdivisions. Nothing in this Article 12 contained is intended to prohibit the Trustees, in their discretion, from filing an account in connection with any distribution of accumulated income or current income directed or elected to be made by the Trustees pursuant to any of the provisions hereof and to having an adjudication by a court of competent jurisdiction regarding the persons entitled thereto. I expressly direct that any such distribution, whether of accumulated or current income, made by the Trustees without the filing of any account or the adjudication by any court of competent jurisdiction, shall be final and conclusive, shall be binding upon all parties having any interest in the Trust Estate or any part thereof or any income therefrom, and shall not be open to question in any manner or for any reason whatsoever, and in no event shall the Trustees be subject to any obligation, liability or surcharge on account thereof.

13. The distribution of the whole or any part, portion or share of the corpus of the Trust Estate or of the accumulated or current income thereof, may be made in cash or properties of any character whatsoever, or partly in cash and partly in properties, as the Trustees at the time of such distribution shall deem advisable, and the determination by the Trustees as to the manner in which such distribution shall be made, whether in cash or properties or partly in cash and partly in properties, and as to the value of such properties, shall be conclusive upon all parties entitled to any benefit, interest or share in the corpus or income of the Trust Estate.

14. I direct that any shares of stock, securities or other property of whatsoever character, except only cash, which shall be issued, assigned, transferred, conveyed or delivered to the Trustees by reason or on account of any shares of stock or securities of any corporation, association, trust or organization then constituting a part of the Trust Estate, whether the issuance, assignment, transfer, conveyance or delivery of any such shares of stock, securities or other property be by way of a dividend by such corporation, association, trust or organization or upon its dissolution, or in any liquidation of its capital, or as a part of, in connection with, or by reason of any

reorganization, consolidation, merger, sale of its assets, or adjustment of its affairs, or otherwise howsoever, shall, for all purposes of the Trust Estate and of the provisions of this instrument, be deemed to be corpus of the Trust Estate and not income thereof.

15. Any power, authority or discretion herein conferred upon or vested in the Trustees and any and every action authorized to be taken by the Trustees under any of the provisions of this instrument may be exercised or taken by two of the Trustees with the same force and effect as if taken by all the Trustees. All the powers, authorities and discretions herein conferred upon or vested in, and any and all actions which, under any of the provisions hereof, may be taken by the Trustees herein specifically named, shall extend to their successors in office, and may from time to time be exercised or taken by the Trustees for the time being acting under this instrument in all respects and with like effect as if such successor Trustees were herein specifically named as Trustees hereunder.

16. It is my intention that the Trustees shall always consist of two individuals, and a trust company, bank, corporation or organization incorporated or organized under the laws of the

United States of America, or of any state therein, or of any foreign country, of recognized standing and authorized by law to administer trusts of this character (hereinafter sometimes referred to as "Corporate Trustee"). In the event of the death, resignation or refusal or inability to act of either of the individual Trustees hereinbefore named, or of any of their successors, the successor of such individual Trustee shall be appointed by the other two Trustees, and in the event of their failure to agree, by a court of competent jurisdiction, upon the application of any Trustee or of any other party having an interest in this trust. In the event of the resignation or of the inability or refusal to act of the trust company herein named, or of any successor Corporate Trustee, the successor of such trust company or of such successor Corporate Trustee so refusing or being unable to act as Trustee hereunder shall be a Corporate Trustee appointed by the two individual Trustees, or, in the event of their failure to agree, by a court of competent jurisdiction, on the application of any Trustee or of any other party having an interest in this trust. It is my intention that the individual Trustees shall have the power and authority, at any time and from time to time and whenever, in their absolute discretion, they shall deem such action to be advisable, to

remove the Corporate Trustee at the time being acting hereunder and to appoint as its successor hereunder a Corporate Trustee, and I direct that at any time the individual Trustees for the time being acting hereunder shall have the power and authority, in their absolute discretion, to remove the Corporate Trustee at the time being acting hereunder (whether such Corporate Trustee be the trust company herein named or any successor Corporate Trustee) and to appoint as its successor hereunder a Corporate Trustee, and thereupon every power, authority and discretion vested in or exercisable by the Corporate Trustee so removed shall cease and all such powers, authorities and discretions shall be vested in and thereafter shall be exercisable by the Corporate Trustee so appointed. Any appointment of a successor Trustee by the other two Trustees shall, for all purposes, be sufficiently and conclusively evidenced by a writing purporting to make such appointment, signed in duplicate by such other two Trustees, one copy being deposited with the Trustee ceasing to act, or the legal representatives of his or its estate, and one copy thereof being deposited with the successor Trustee named therein. The power and authority of the individual Trustees to remove the Corporate Trustee shall be deemed for all purposes to have been duly exercised, and the removal of such Corporate

Trustee shall be deemed to have been fully effected, if the exercise of such power and authority by the individual Trustees be evidenced by a writing purporting to effect such removal, signed in duplicate by such individual Trustees, one copy thereof being deposited with the Corporate Trustee so removed and one copy thereof being retained by the individual Trustees or deposited with the successor Corporate Trustee.

17. The Trustees shall have power to employ and retain such attorneys, agents and other representatives as they from time to time shall deem necessary for the proper administration of the trust, and to fix and pay out of the Trust Estate the compensation of all such attorneys, agents and representatives and all other expenses which the Trustees may deem necessary to incur in connection with the administration of the trust. No Trustee, whether individual or corporate, shall incur any personal liability of any character whatever by reason of any matter or thing of whatsoever nature which may occur in connection with the administration of this trust, save only for his or its own gross negligence or wilful default. The Trustees, if and whenever they deem it advisable or more convenient so to do, may cause any shares of stock, securities or other properties

constituting a part of the Trust Estate or the income thereof to be issued, taken or stand in the name of the Corporate Trustee, or its nominee, with full power and authority in such Corporate Trustee, or its nominee, to receive and receipt for all income therefrom. All taxes and other governmental charges of whatsoever character levied or assessed upon or payable with respect to the corpus or income of the Trust Estate, and all expenses of the administration of the trust, including the compensation of the Trustees and of such attorneys, agents or other representatives as from time to time they shall deem necessary to employ or retain, shall be paid out of the income of the Trust Estate unless the Trustees, in their absolute discretion, shall deem that under the circumstances all or some part thereof should equitably be paid out of the corpus of the Trust Estate.

18. Neither such income nor corpus of the Trust Estate as may be or become distributable to any distributee in accordance with the provisions hereof shall, until the actual distribution thereof to such distributee, be subject to the debts, obligations, liabilities or engagements of such distributee or to execution, attachment or other judicial process of whatsoever character, or shall be assignable or transferable by

such distributees voluntarily or involuntarily, and the distribution of any income shall not be anticipated except as in Articles 8 and 9 hereof expressly authorized.

19. It may be that I or others shall hereafter determine to give to the Trustees additional securities, funds or properties, and if I or others do so, it is my intention and I direct that forthwith all such additional securities, funds or properties shall be and become a part of the corpus of the Trust Estate with like effect as if specifically named herein.

This trust shall be and is intended to be irrevocable, and I hereby renounce any and every right, power and authority which otherwise I might or could have to revoke, alter or amend this Deed of Trust, or any of the provisions hereof, or the trust hereby created.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 30th day of December, 1935, at Pittsburgh, Pennsylvania.

Sarah Mellon Scarp - (SEAL)

Signed, sealed and delivered
in the presence of:

E. C. M. Hugh

COMMONWEALTH OF PENNSYLVANIA)

) ss:

COUNTY OF ALLEGHENY)

On this 30th day of December, 1935, before me,
a Notary Public in and for the County and Commonwealth aforesaid,
came the above named SARAH MELLON SCAIFE and acknowledged the
foregoing instrument to be her act and deed, and desired the
same to be recorded as such.

WITNESS my hand and notarial seal the day and year
aforesaid.

E. C. McHugh
Notary Public.

My commission expires:

January 24, 1937.

EXHIBIT A

2 shares of the capital stock of The Union
Trust Company of Pittsburgh, a corporation
of the Commonwealth of Pennsylvania.

400 shares of the preferred capital stock of
Pittsburgh Coal Company, a corporation
of the Commonwealth of Pennsylvania. S. M. S.

KNOW ALL MEN BY THESE PRESENTS, that the undersigned, being the parties designated as Trustees in the foregoing instrument, do hereby accept the trust thereby created upon the terms and conditions therein specified.

WITNESS the due execution hereof this 3/25 day of December, 1935, at Pittsburgh, Pennsylvania.

Witness:

[Signature] Richard S. [Signature] (SEAL)

E. C. [Signature] Alan M. Scrafe (SEAL)

Attest:

[Signature]
Assistant Secretary

THE UNION TRUST COMPANY OF PITTSBURGH,

By [Signature]
Vice President.



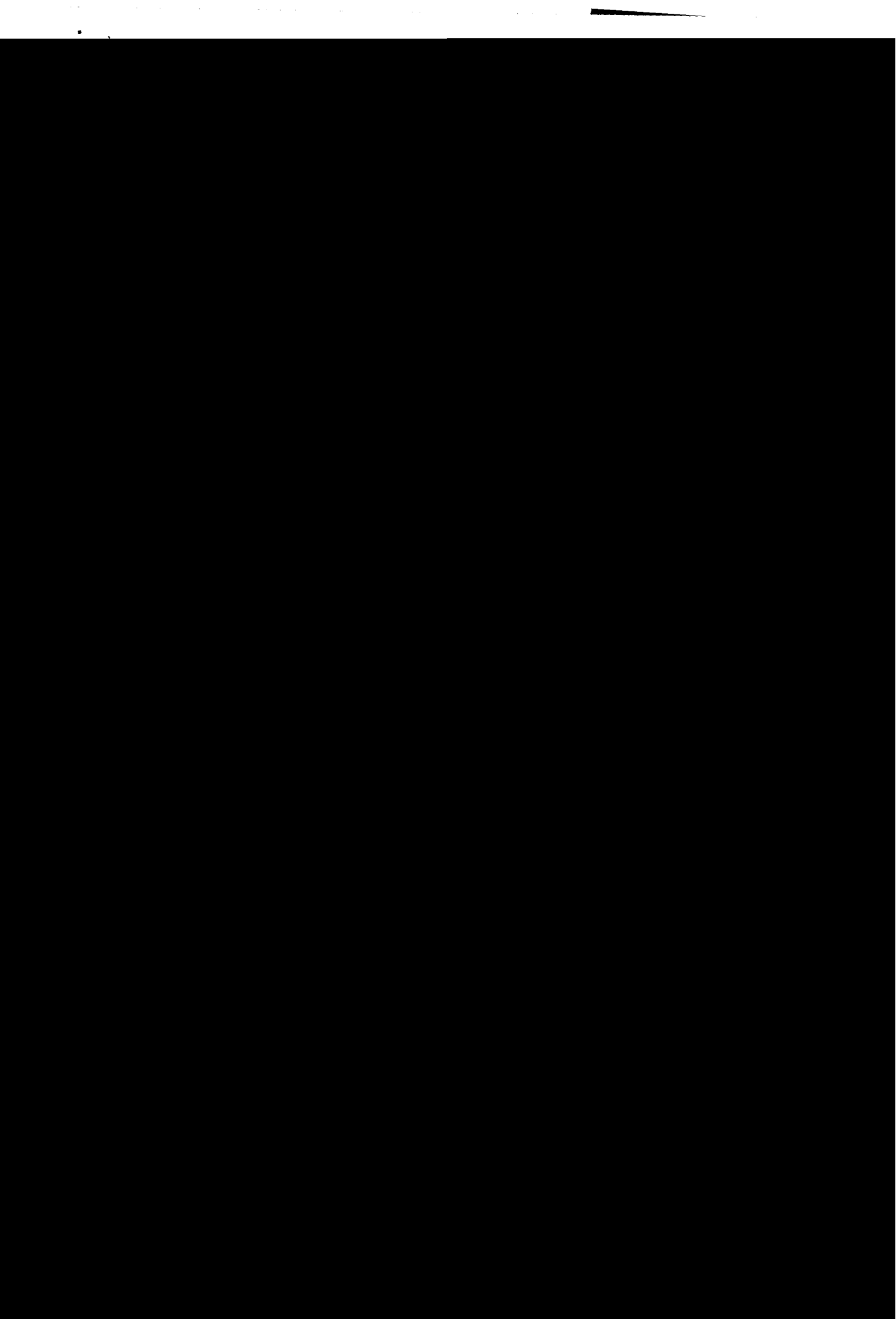
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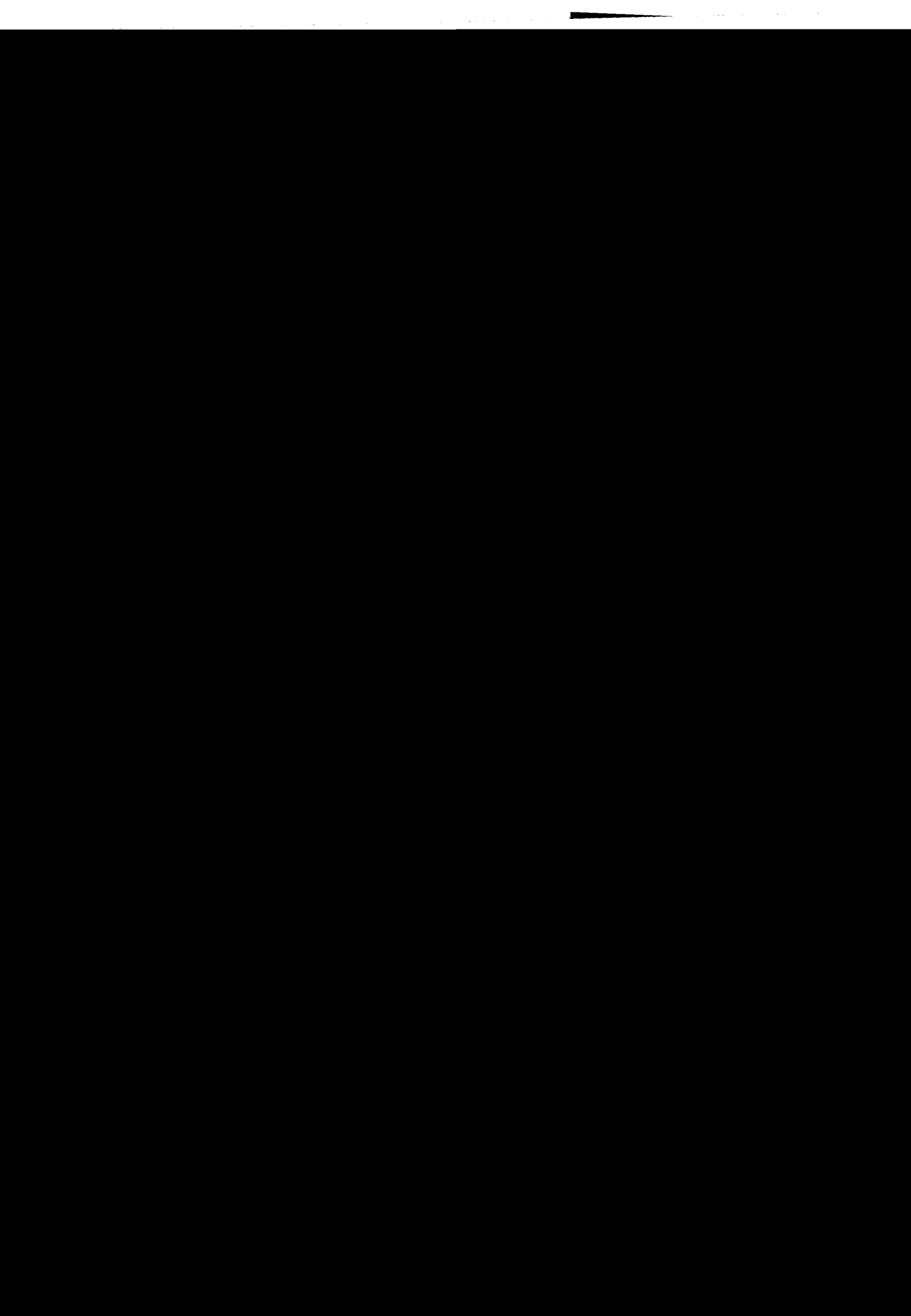
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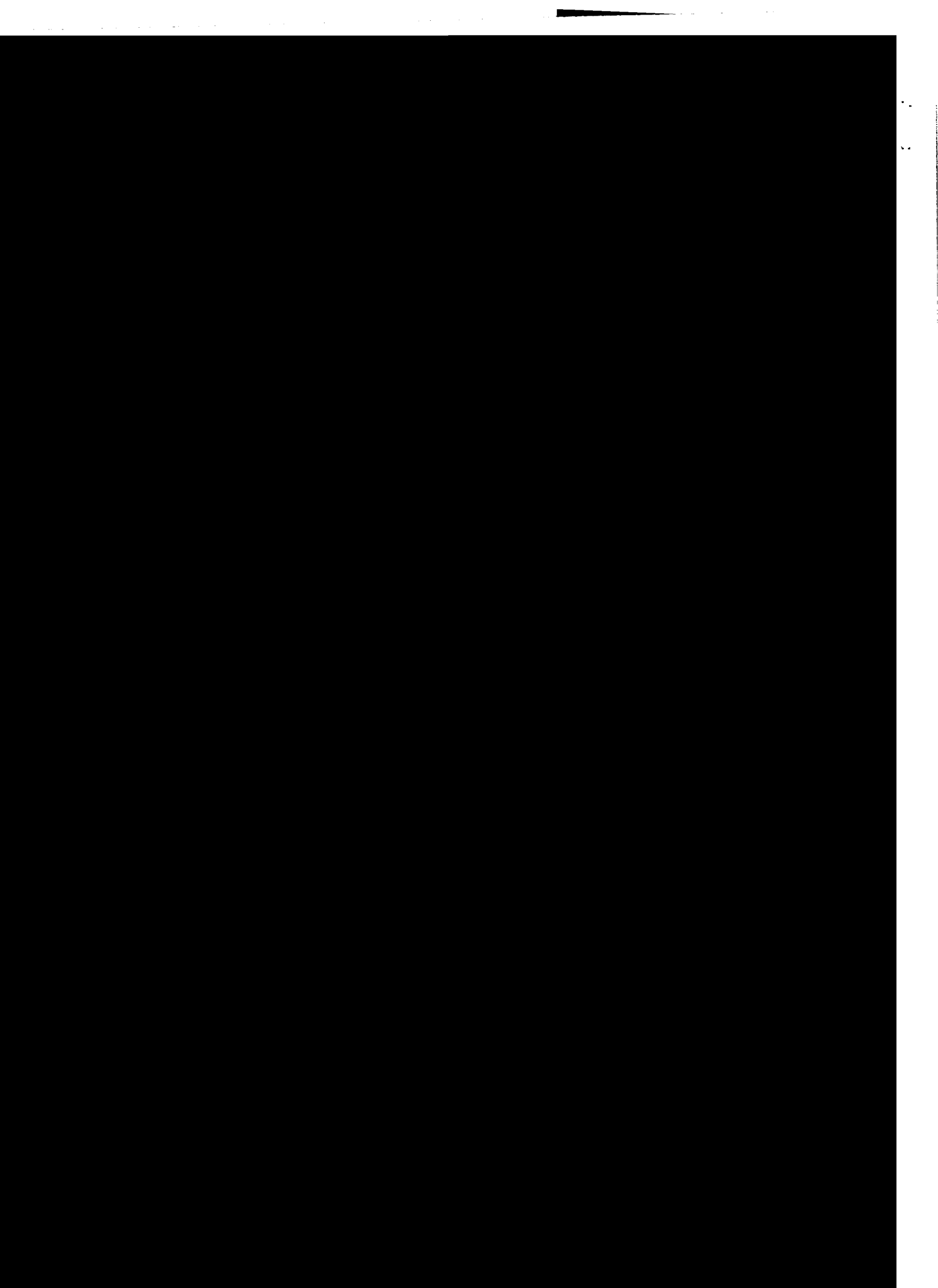
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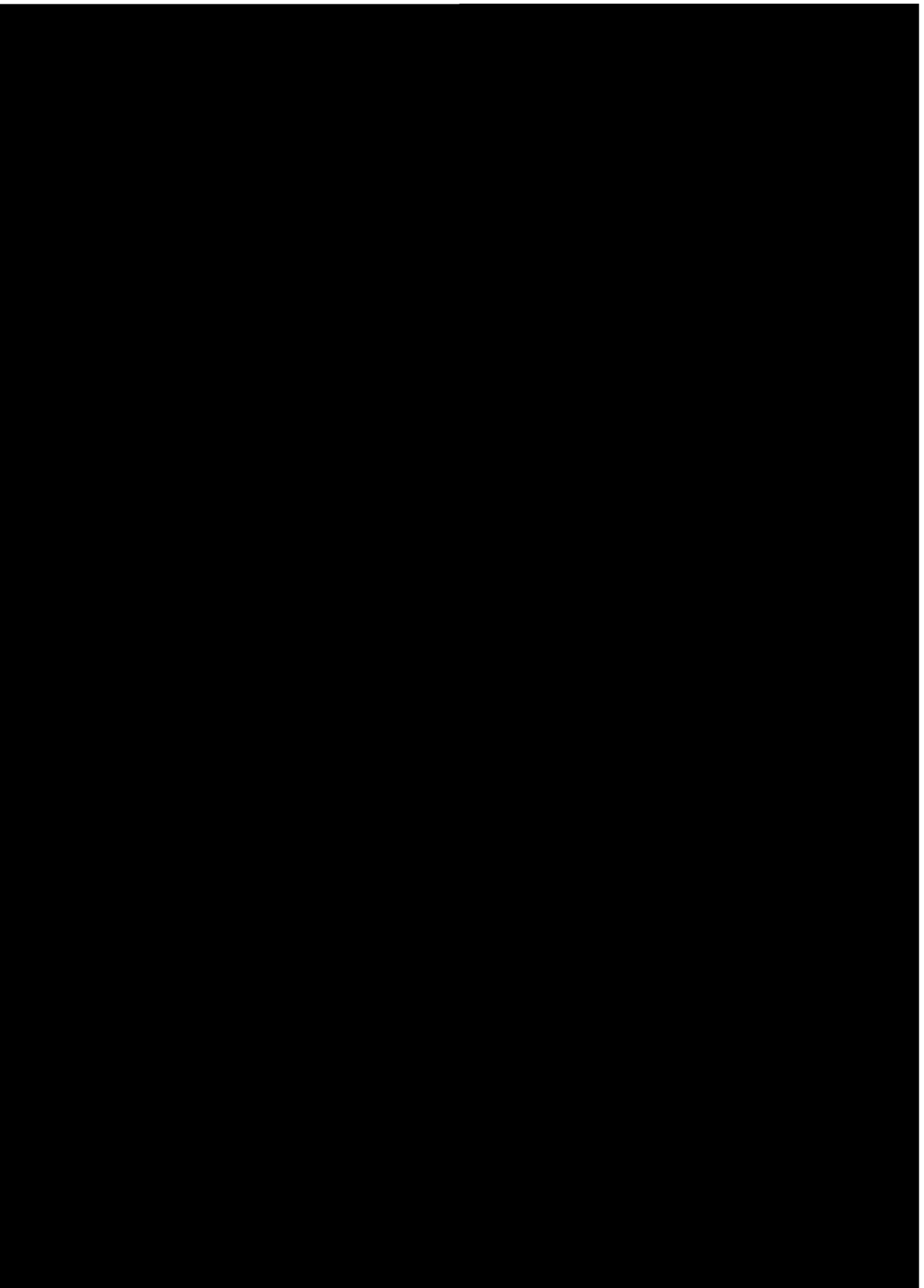


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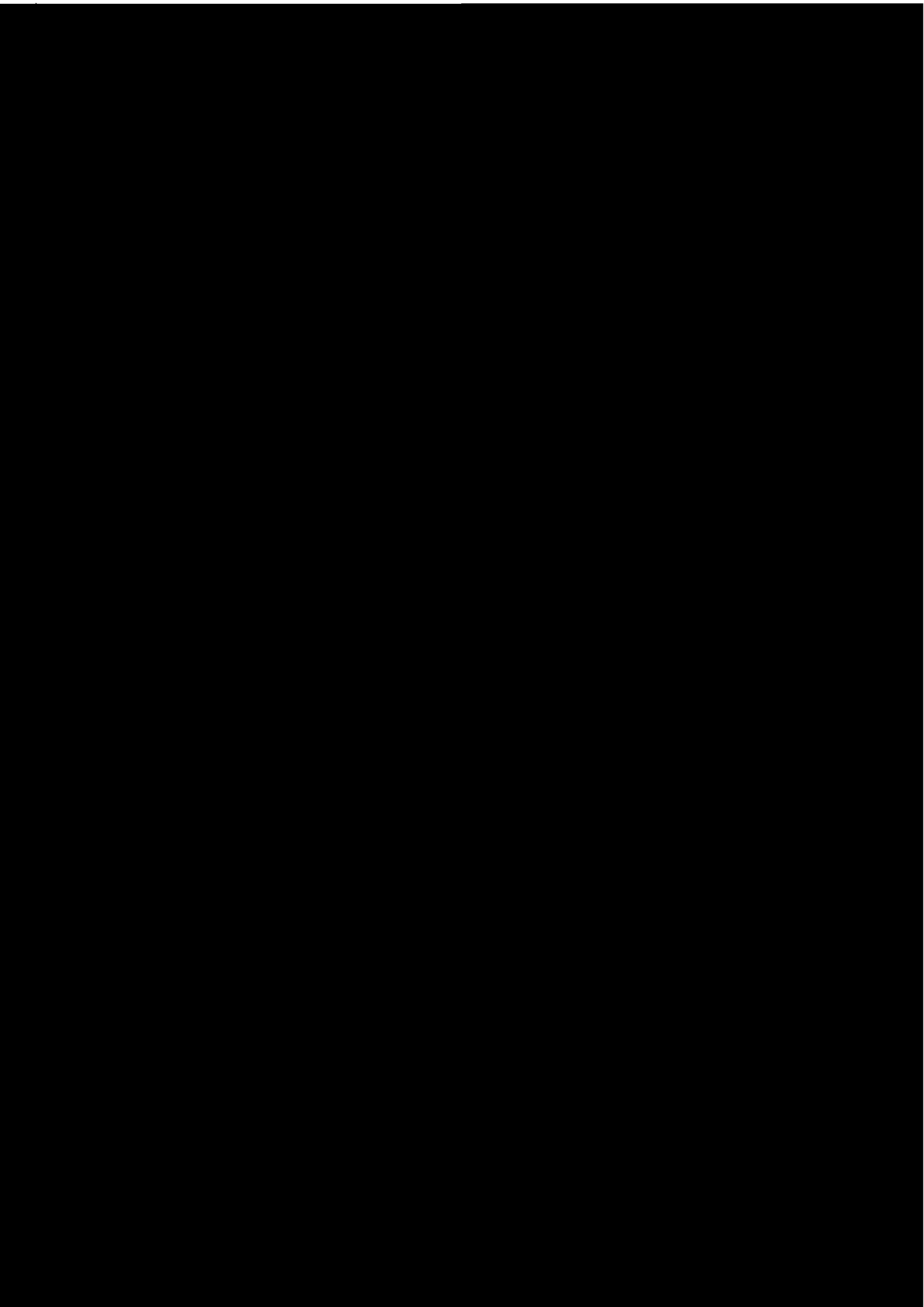


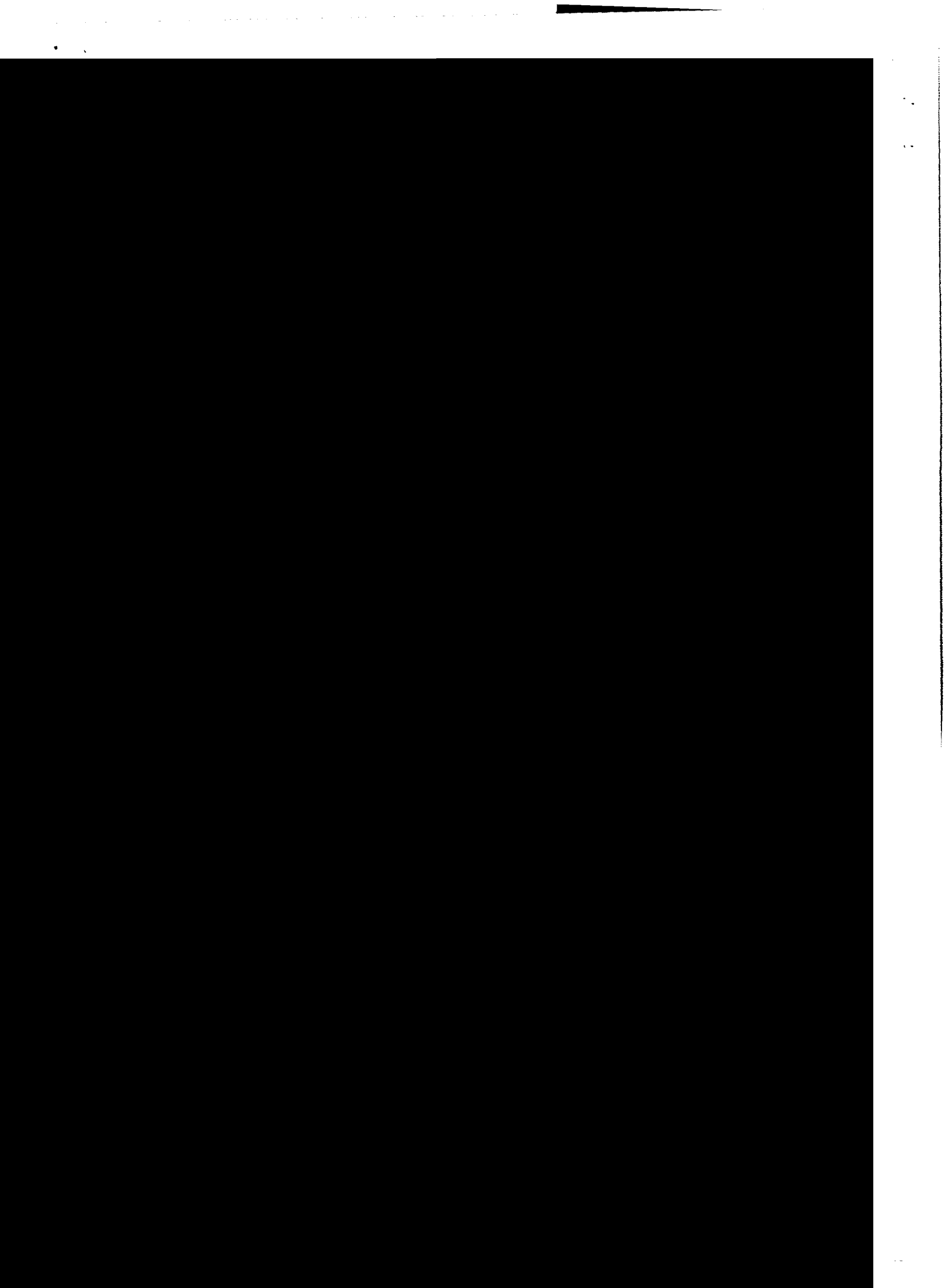


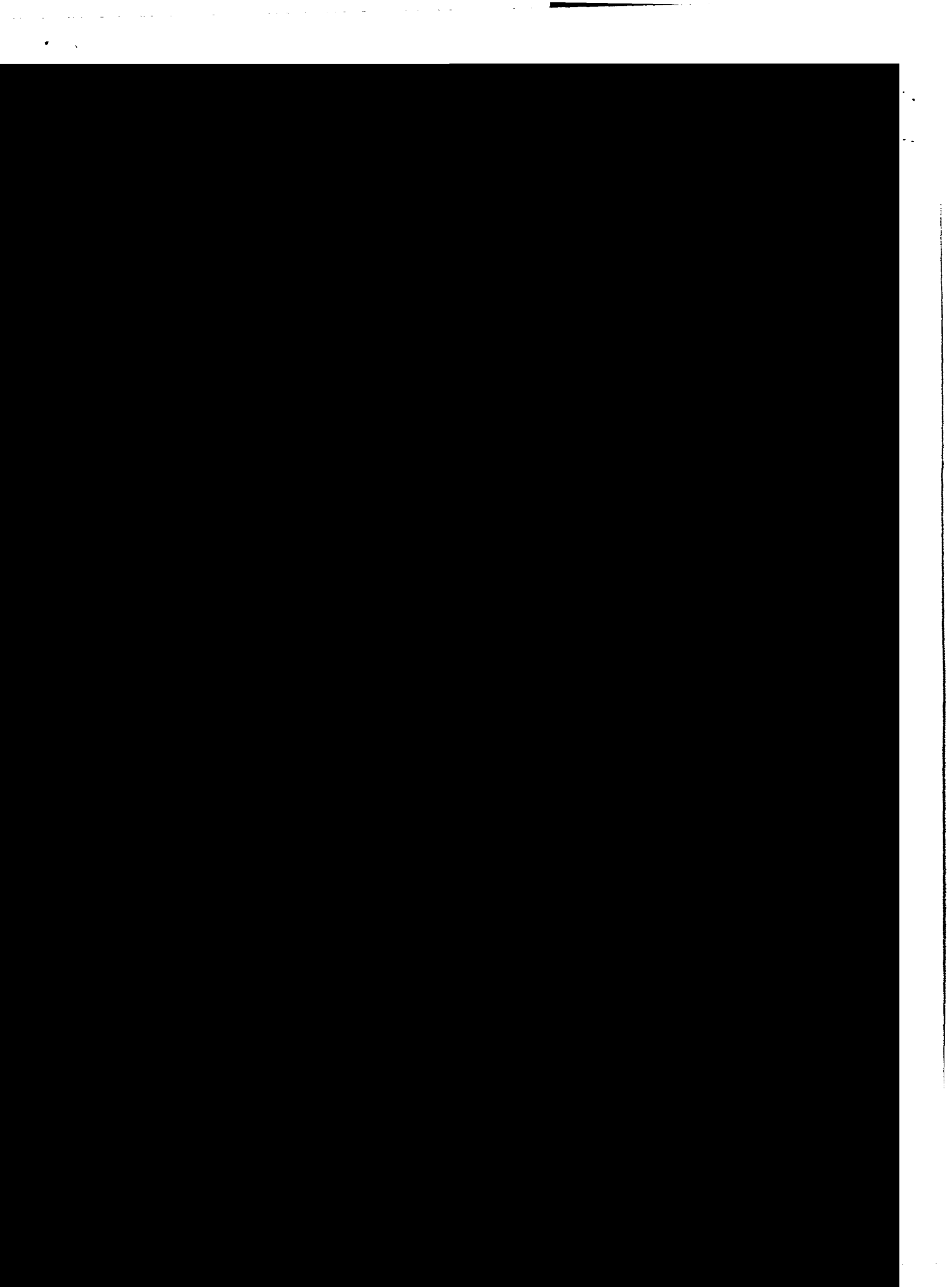


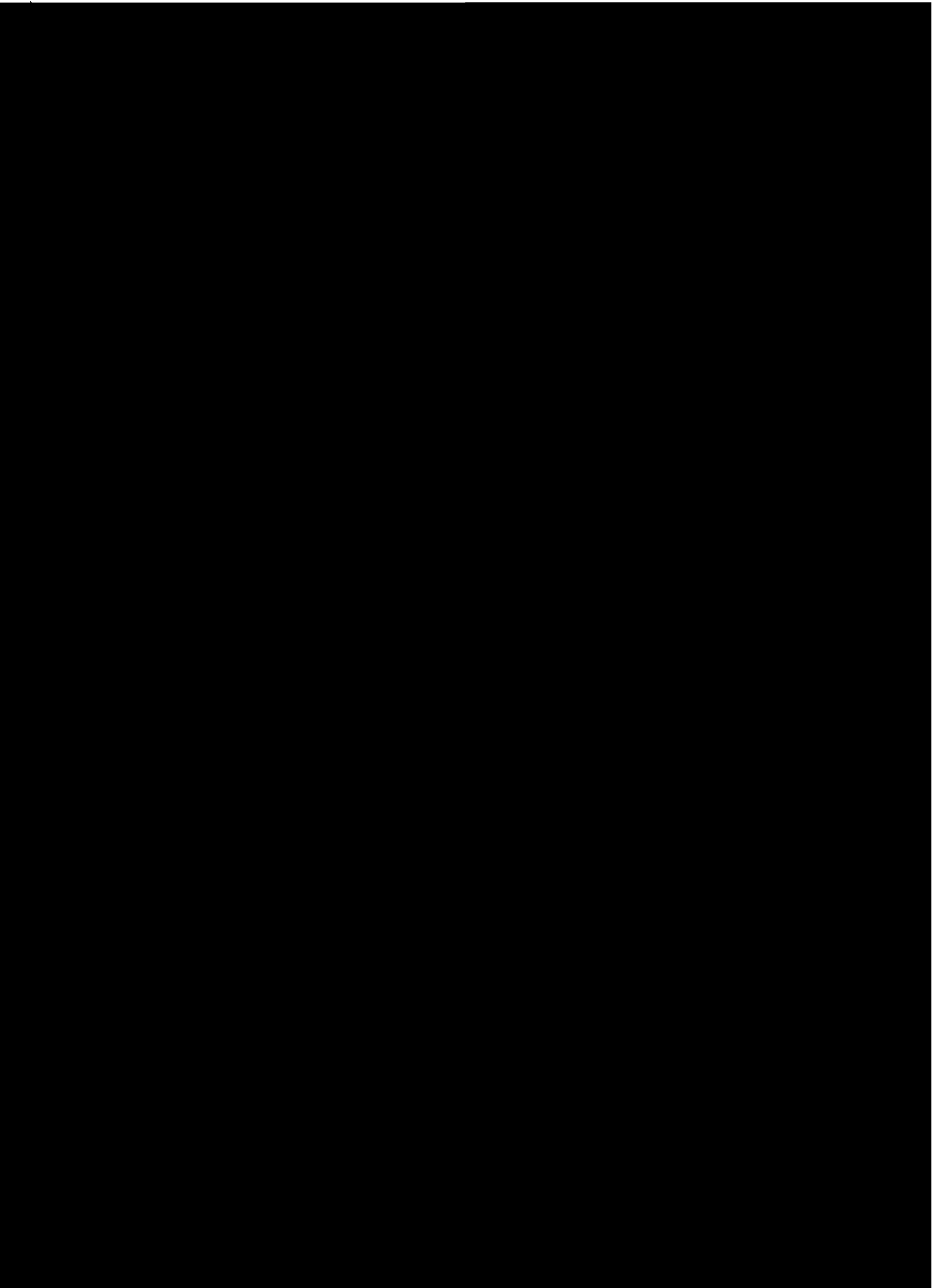




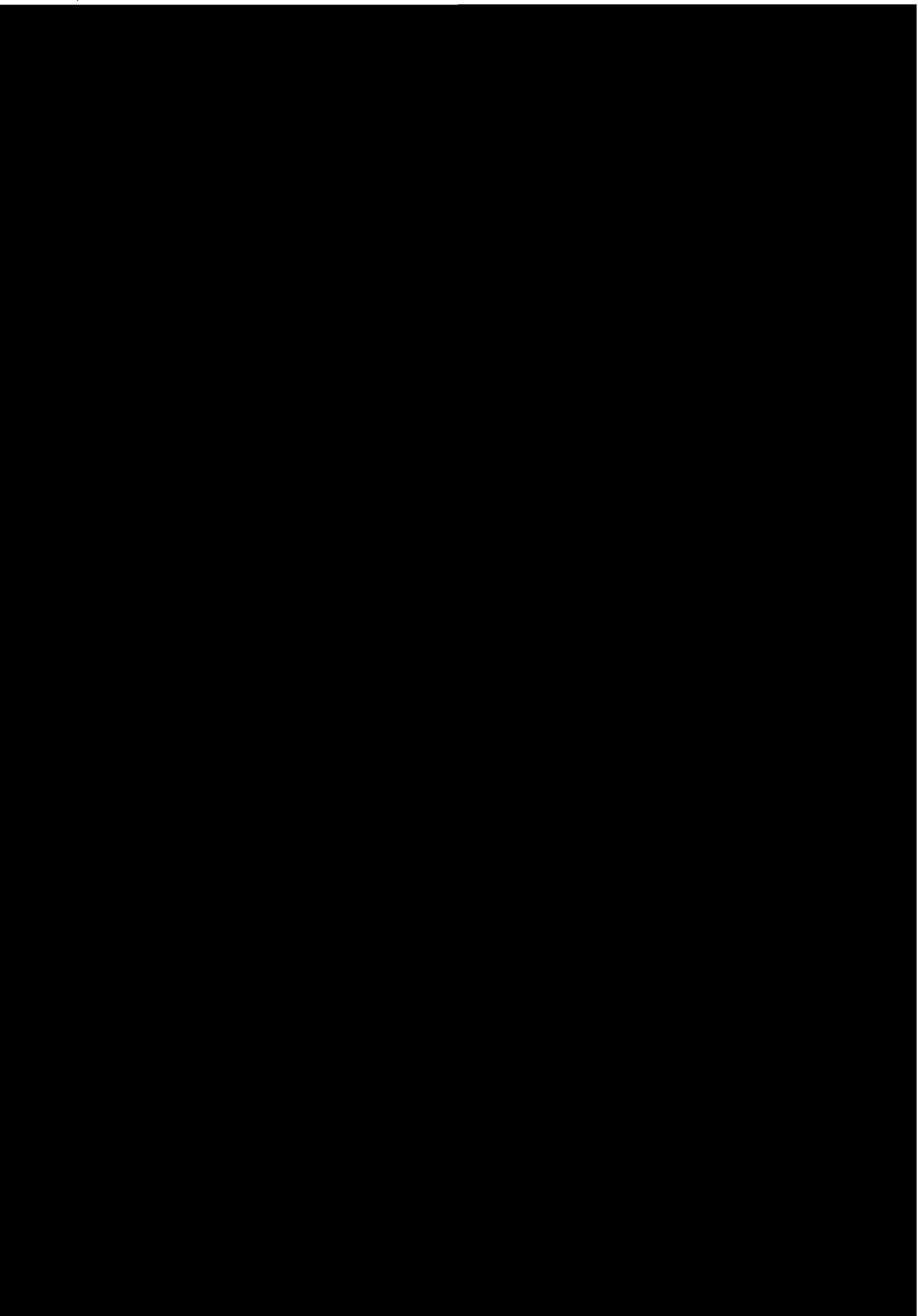


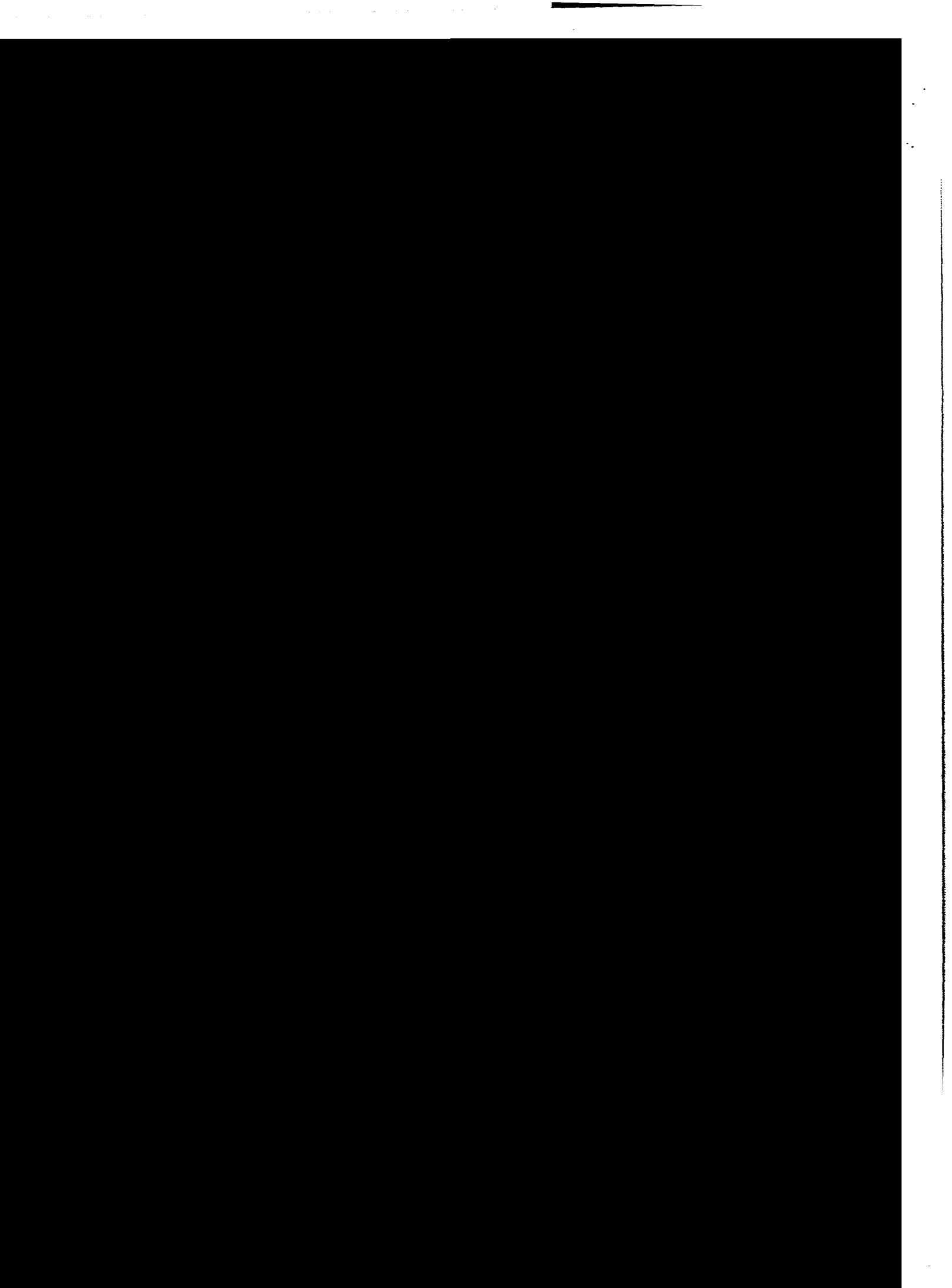


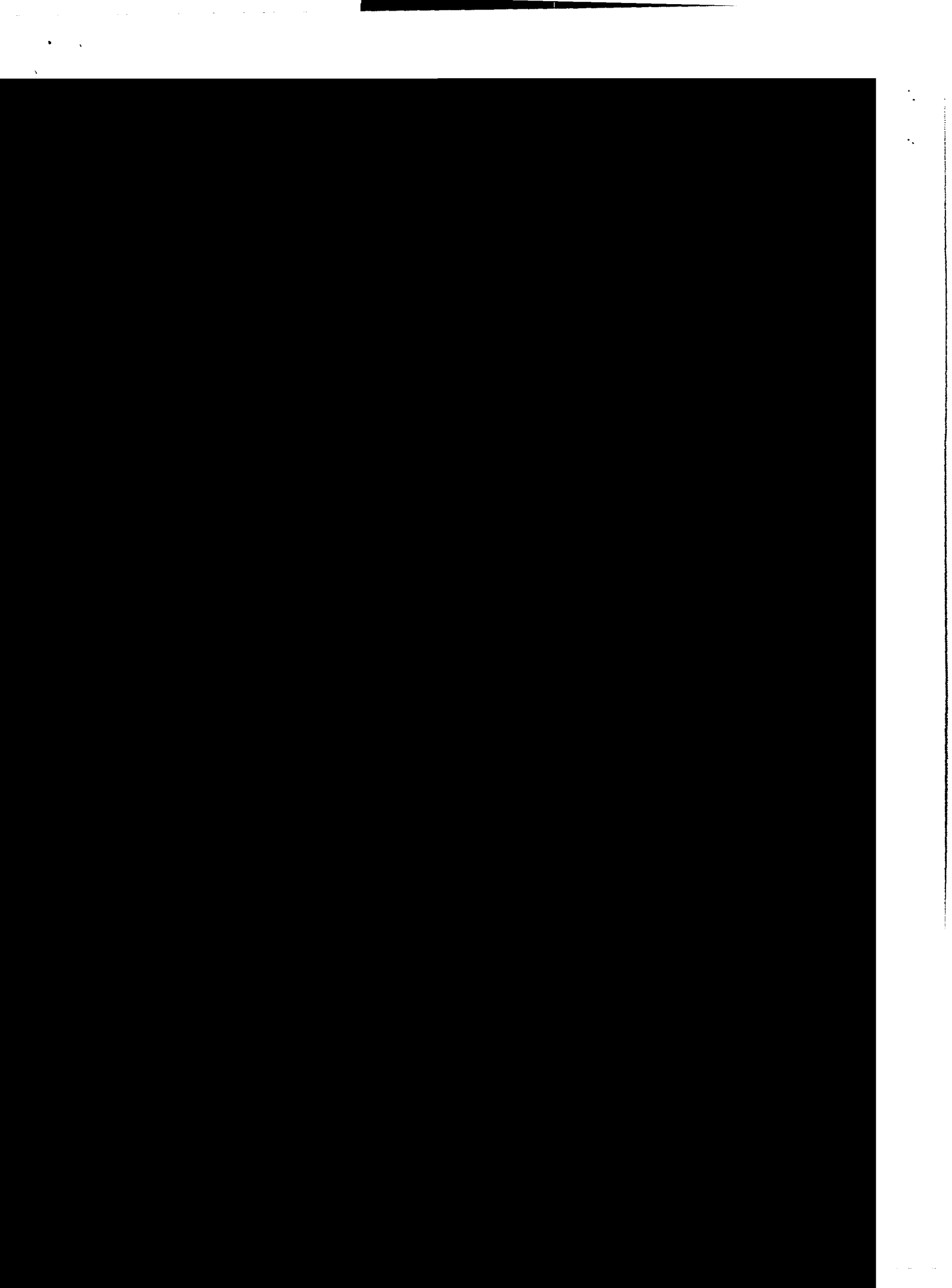




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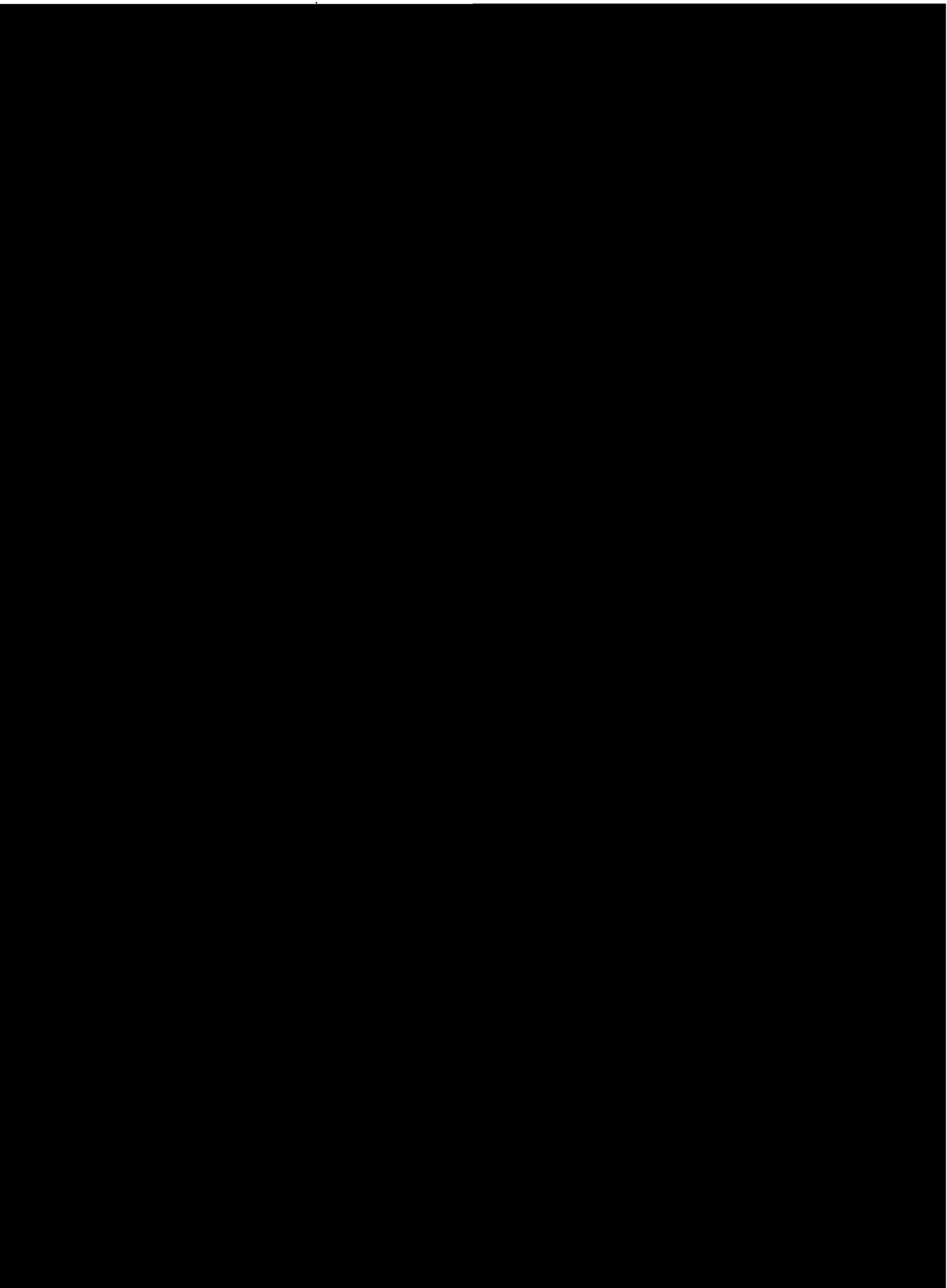


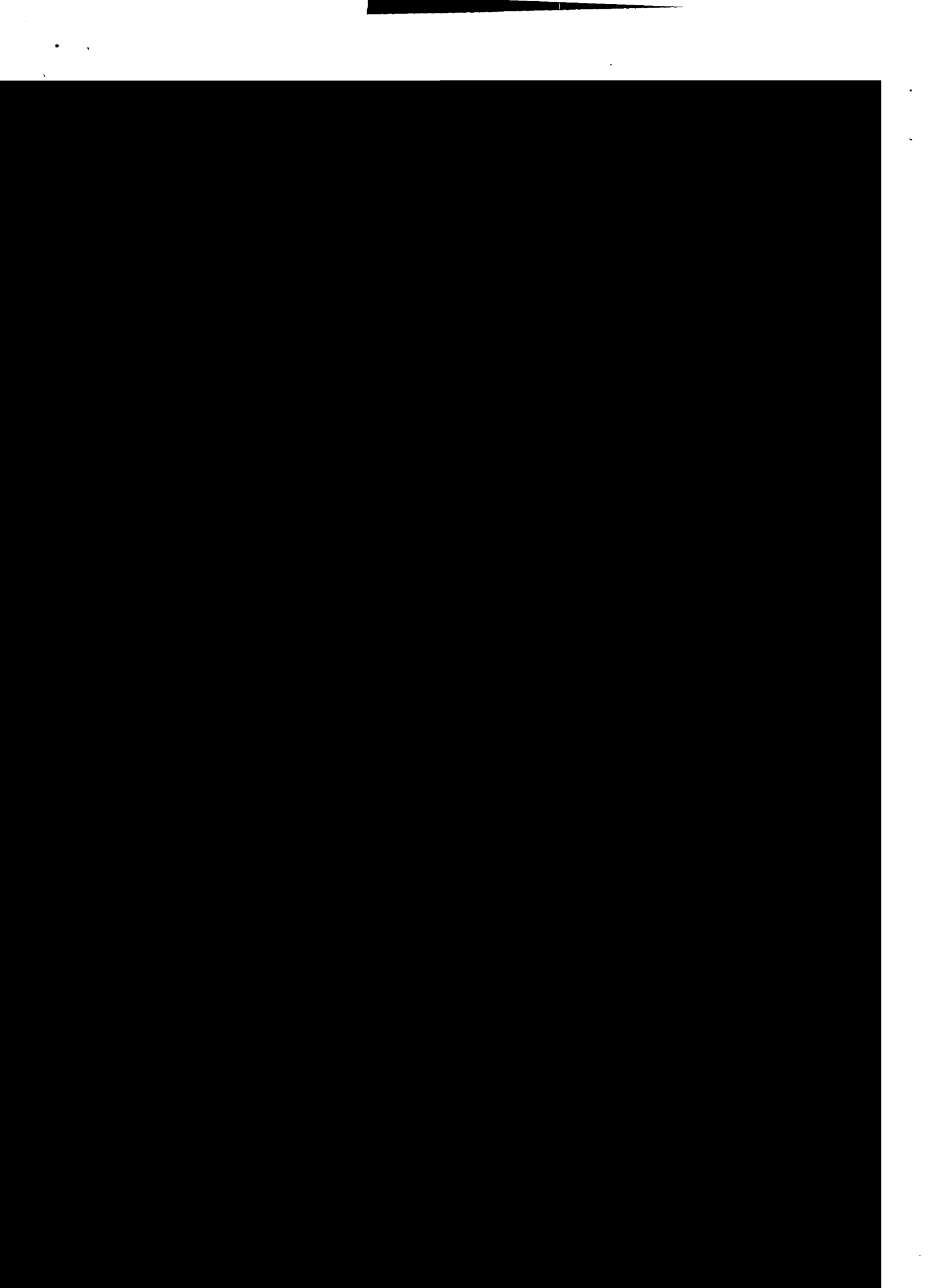
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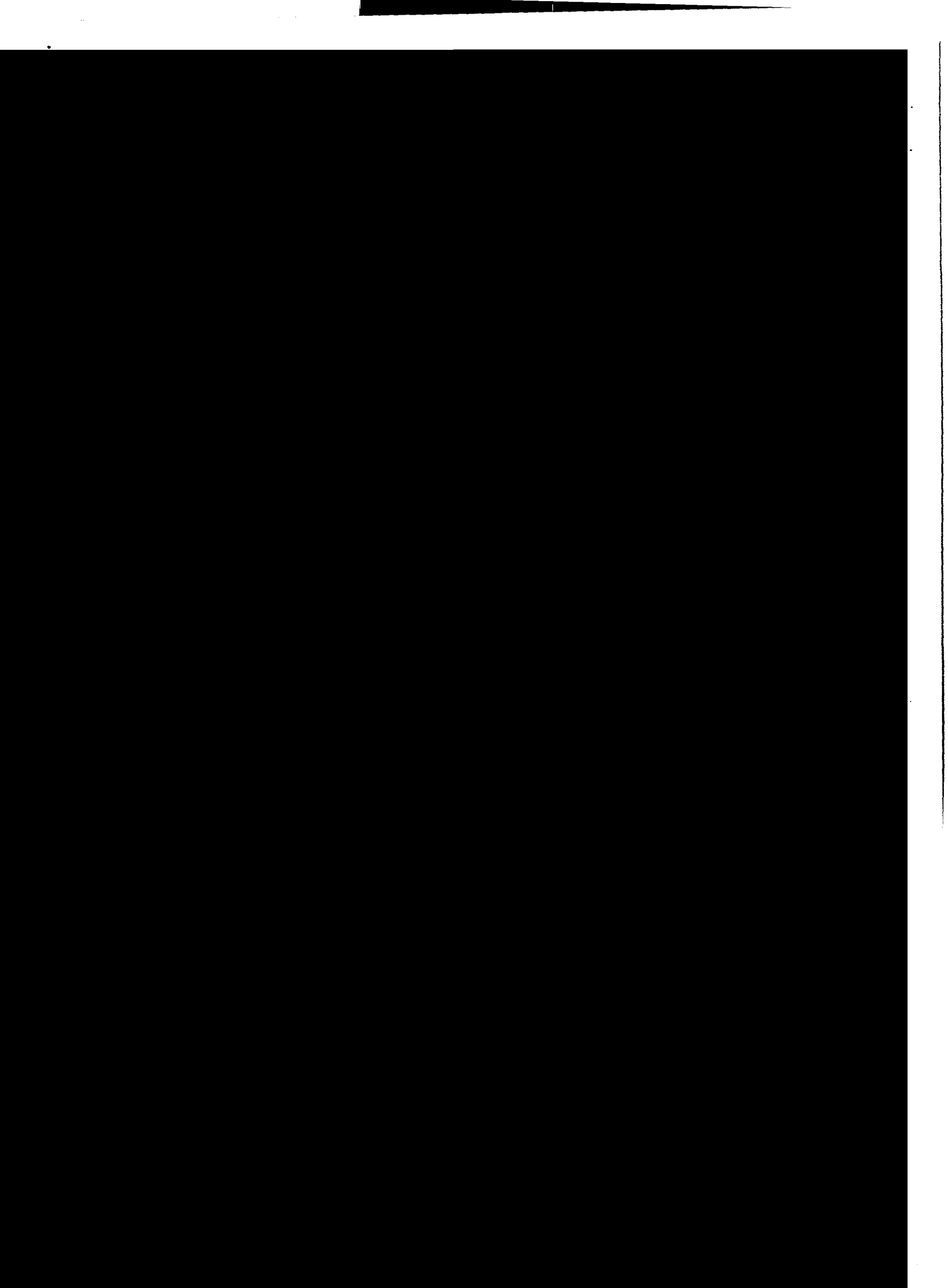
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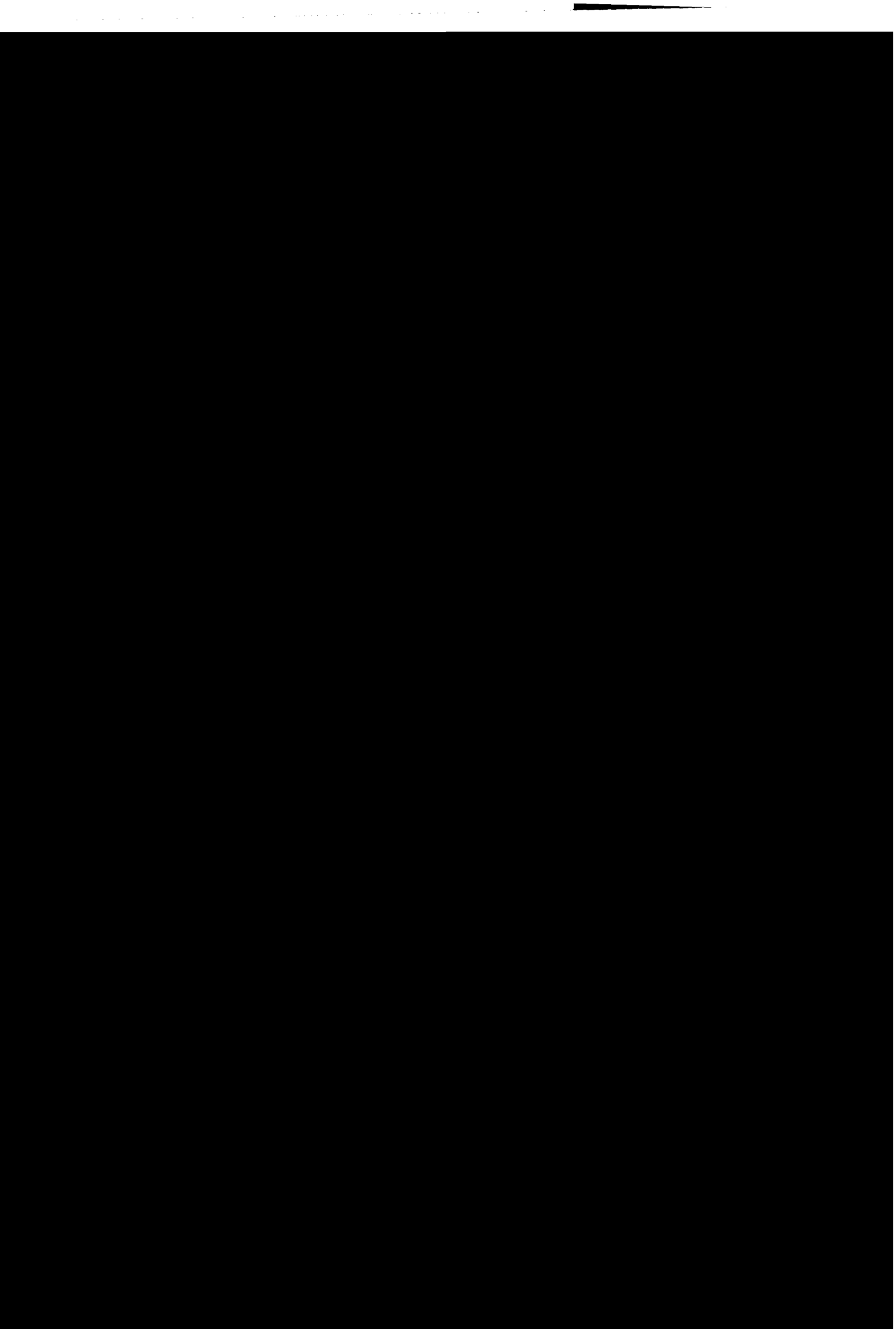




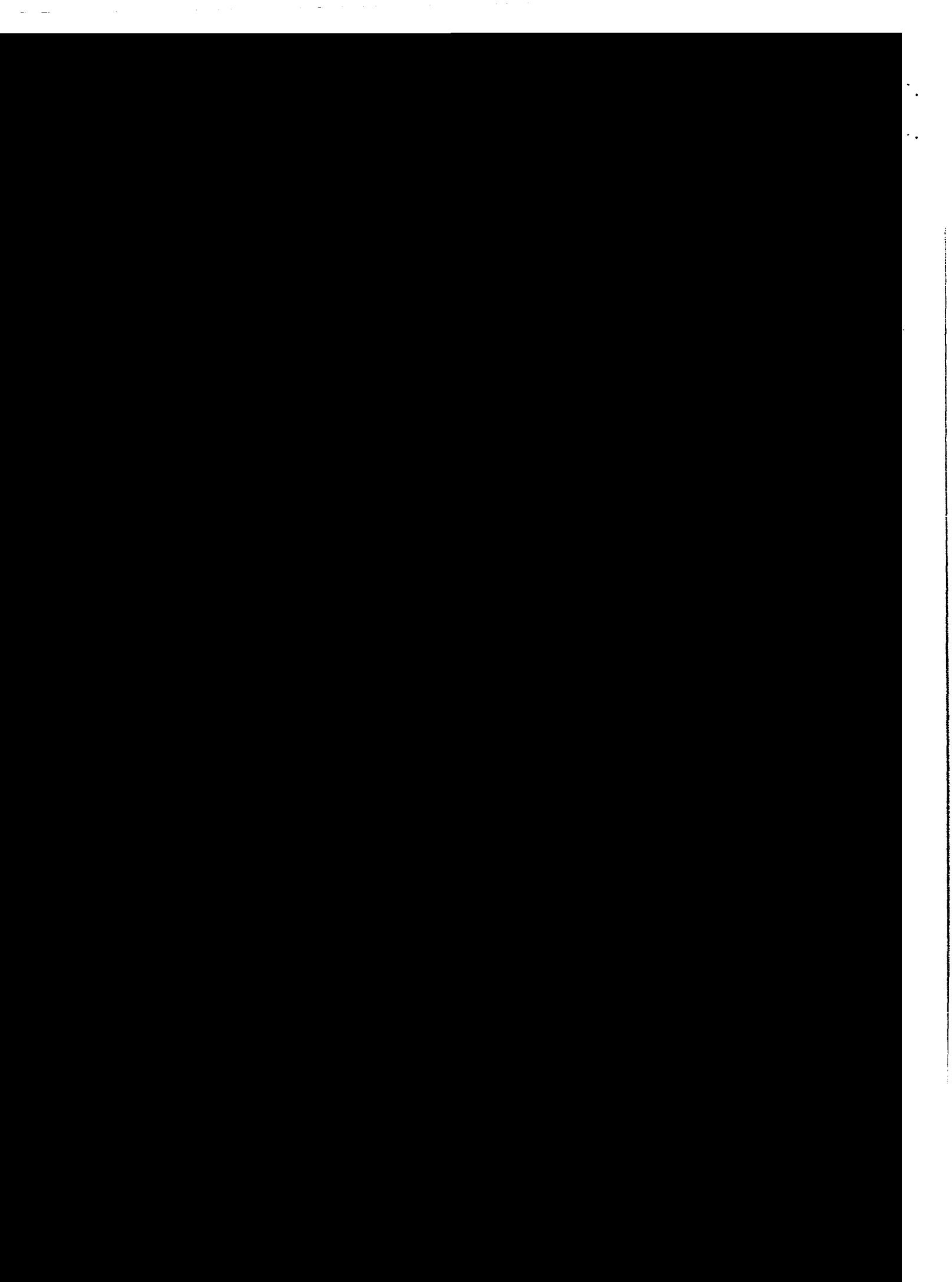


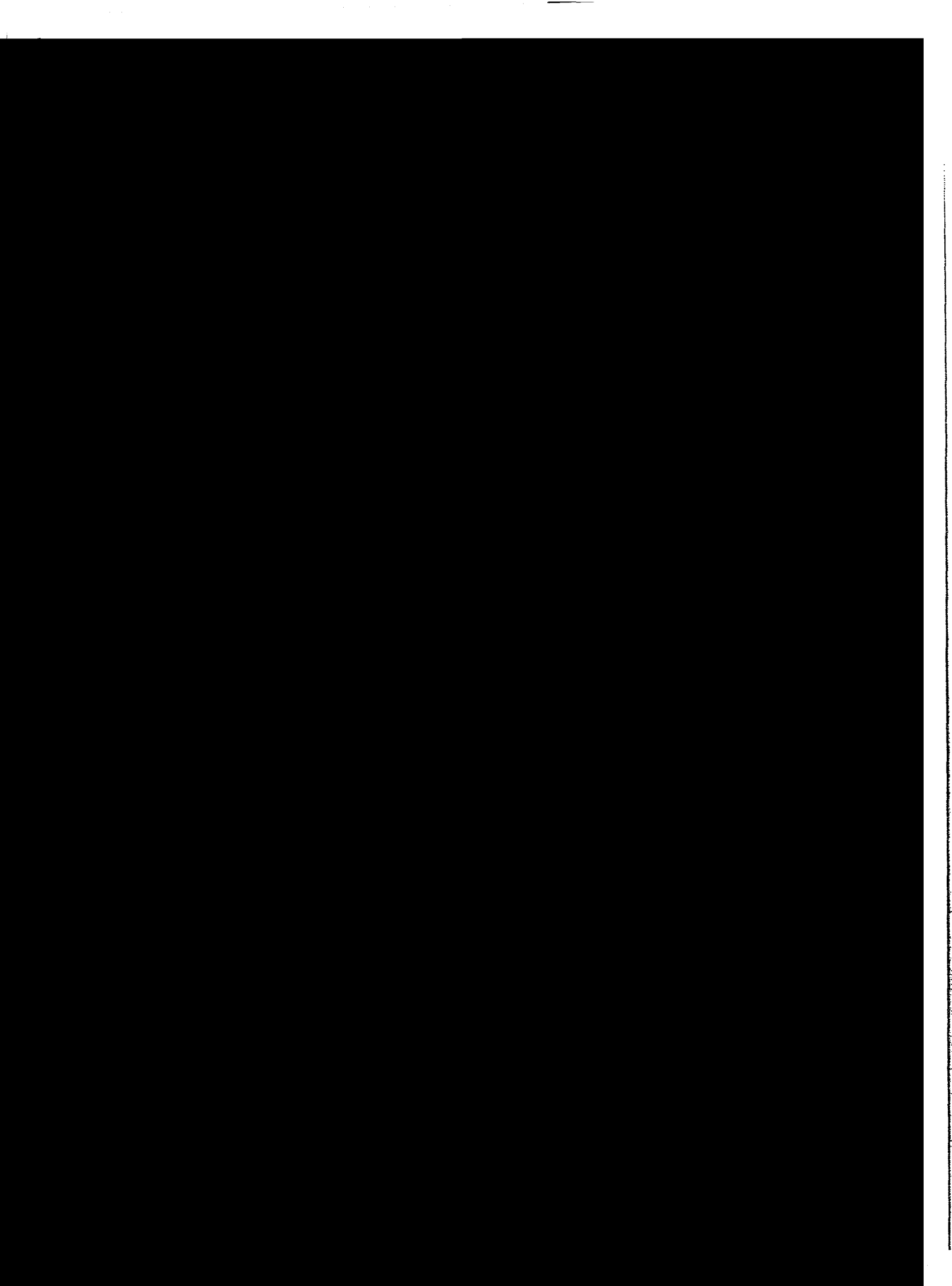


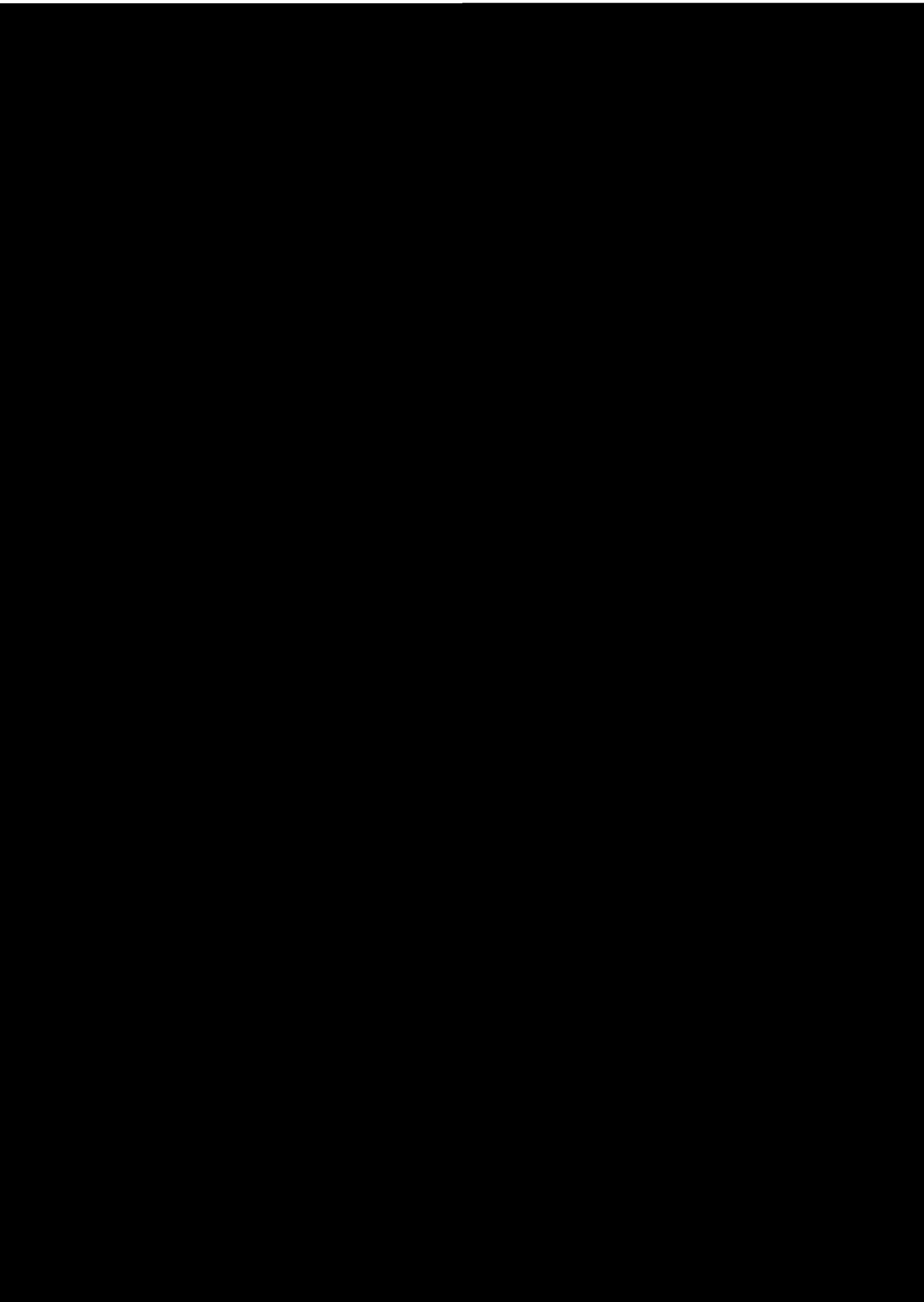




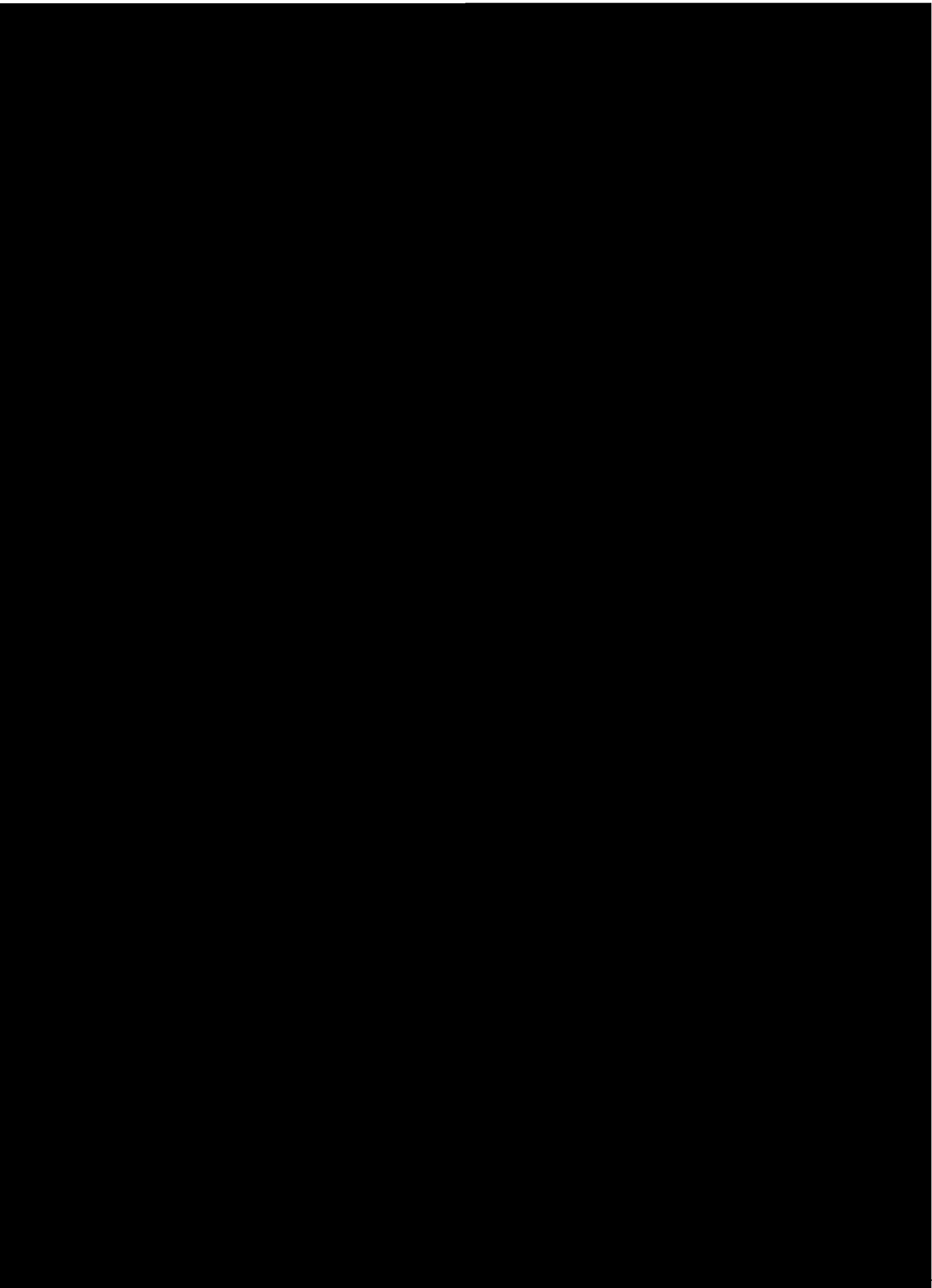








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August 6, 2014

Sanford B. Ferguson
sandy.ferguson@klgates.com

T 412-355-6494
F 412-355-6501

By Hand Delivery

Ms. Laura B. Gutnick
Strassburger, McKenna, Gutnick & Gefsky
Four Gateway Center, Suite 2200
444 Liberty Avenue
Pittsburgh, PA 15222

**Re: Request for Information Regarding Scaife Trusts
and the Estate of Richard M. Scaife**

Dear Laura:

We serve as counsel to David N. Scaife ("David"), son of Richard M. Scaife ("Dick"), in connection with matters relating to the various trusts created by Dick and/or his mother, Sarah Mellon Scaife (the "Scaife Family Trusts"), and in connection with Dick's estate (the "Estate"). I am writing to you in your capacity as counsel to the Estate and to the trustees of the various Scaife Family Trusts, to request certain information regarding the Scaife Family Trusts and the Estate.

Specifically, I would appreciate it if you would promptly provide the following information:

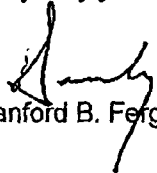
1. The anticipated timing to file accounts for each Scaife Family Trust in which David holds, or held, an interest, including, without limitation, (a) the Richard Mellon Scaife Trust, created under trust agreement dated December 31, 1935, (b) the Richard Mellon Scaife Family Trust, created under trust agreement dated December 16, 1958, (c) the Richard Mellon Scaife Family Trust No. 2, created under trust agreement dated April 7, 1961, and (d) the Richard Mellon Scaife Family Trust No. 3, created under trust agreement dated January 15, 1965;
2. For each of the trusts identified in paragraph (1) above and pursuant to 20 Pa.C.S. §7780.3(a), please provide the name(s) and address(es) of the trustee(s) of each trust, copies of annual or year-end financial statements (provided that such year-end statements reflect year-to-date income and principal distributions) from January 1, 2004, through December 31, 2013, and copies of all trust financial statements for the current calendar year;
3. Copies of all trust instruments for the trusts described in your letter to David dated August 1, 2014;
4. Excluding the trusts described in paragraphs (1) and (3) above, please provide copies of the trust instruments for each Scaife Family Trust in which David held an interest, either vested or contingent, at the time immediately

preceding Dick's death and the name(s) and address(es) of the current trustee(s) of each such trust; and

5. A description of David's interest in any of Dick's nonprobate assets (i.e., annuities, life insurance policies, retirement plans, etc.) and the current fair market value of any such assets.

Thank you for your prompt attention to this matter. I look forward to hearing from you.

Very truly yours,



Sanford B. Ferguson

cc: David N. Scaife



**Strassburger McKenna
Gutnick & Gefsky**

ATTORNEYS AT LAW

ejstrass@smgglaw.com

Strassburger McKenna
Gutnick & Gefsky

Four Gateway Center
Suite 2200
444 Liberty Avenue
Pittsburgh, PA 15222

412-281-5423 phone
412-281-8264 fax

www.smgglaw.com

August 19, 2014

VIA HAND DELIVERY

Sanford B. Ferguson, Esquire
K&L GATES
K&L Gates Center
210 Sixth Avenue
Pittsburgh, PA 15222-2613

Re: Estate of Richard M. Scaife, Deceased

Dear Sandy:

Laura Gutnick has asked me to respond to your letter to her, dated August 6, 2014, on behalf of your client, David Scaife. The answers to each of your inquiries, in the order they were asked are as follows:

1. At this time, we have not decided if and/or when we will file court accountings for the 1935, 1958, 1961 and/or 1965 Trusts. As you doubtlessly know from Mr. Scaife's probated Will, with respect to the Family Trusts, he exercised his testamentary Powers of Appointment in favor of the Allegheny and Sarah Scaife Foundations, in equal parts. I have enclosed a copy of the relevant Paragraph FOURTH of Mr. Scaife's Will.

2. By virtue of Mr. Scaife's exercise of the powers of appointment, David is not a "beneficiary" of any of the Family Trusts, as that term is defined in 20 Pa. C.S. § 7703. Likewise, he is not a beneficiary of the 1935 Trust as the balance in that Trust was zero on the date of Mr. Scaife's death, as reflected on the enclosed computer generated Statement from PNC. I assume you are aware that your client has for a long time been receiving statements from PNC for the 1961 Trust and received statements for the 1958 Trust before its transfer to Fifth Third Bank. It should be pointed out further that, even if David were a current beneficiary, which he is not, we do not believe the request for historical financials is warranted. Finally, although again not required, be advised that the final Trustees of the 1935 and Family Trusts were the following:

1935 Trust	James M. Walton, H. Yale Gutnick, and PNC Bank
1958 Trust	Richard M. Scaife, Donald A. Collins, James M. Walton, H. Yale Gutnick, and Fifth Third Bank
1961 Trust	Richard M. Scaife, James M. Walton, Donald A. Collins, H. Yale Gutnick, and PNC Bank
1965 Trust	Richard M. Scaife, Laura B. Gutnick*

3. Copies of all trust instruments referenced in Laura's notice are enclosed.

4. None.

5. None.

Should you have any other questions about the Estate, please do not hesitate to contact me.

Very truly yours,


E. J. Strassburger

EJS/dcs

Enclosures

*Trustee addresses are: (1) the Gutnicks at this office; (2) PNC Bank, c/o Jeffrey Lehman, One PNC Plaza, 249 Fifth Avenue, Pittsburgh, PA 15222; (3) James M. Walton, 525 William Penn Place, Room 3102, Pittsburgh, PA 15219; (4) Donald A. Collins, 5620 Oregon Avenue, NW, Washington, DC 20015; and (5) Fifth Third Bank, c/o Robert R. Lepre, Gulf Tower, Suite 2000, 707 Grant Street, Pittsburgh, PA 15219.

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- CASH BALANCE HISTORY -

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S M SCAIFE 1935 FBO RICHARD IRR

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IN THE COURT OF COMMON PLEAS OF ALLEGHENY COUNTY, PENNSYLVANIA
ORPHAN'S COURT DIVISION

CITATION

IN RE: SARAH MELLON SCAIFE

NO. 6469 OF 2014

It is hereby **ORDERED, ADJUDGED and DECREED** that a Citation is issued, directed to PNC Bank, N.A., H. Yale Gutnick and James M. Walton, Trustees, to show cause, if any there may be, why they should not file an account of the administration of the above-captioned Trust from the date of PNC's appointment as successor corporate co-Trustee to date.

Citations returnable Wednesday, 17th day of December, 2014, 10:00 a.m.
Courtroom #2

Conference is scheduled for Wed., 17th day of December, 2014, at 10:00 a.m. in Courtroom No. 2, 1700 Frick Bldg. Pittsburgh PA 15219.

Attorneys are to have a face-to-face meeting prior to the scheduled conference date.

ORDER ISSUED BY: JUDGE DURKIN

Witness, The Hon. LAWRENCE J. O'TOOLE, Administrative Judge of our said Orphans' Court Division at Pittsburgh

This 5th day of NOVEMBER, 2014

BY: Kate Barkman

DIRECTOR OF COURT RECORDS

BY: [Signature]

ASSISTANT CLERK

COPY

rec'd by DENNIS A WATSON

date 11/6/14

clerk.
