

LAST WILL AND TESTAMENT
OF
WILLIAM DONALD SCHAEFER

I, WILLIAM DONALD SCHAEFER, of Anne Arundel County, State of Maryland, make, publish and declare this as my Last Will and Testament, hereby revoking all other Last Wills and Testaments and Codicils previously made by me.

SECTION I- FUNERAL EXPENSES

1.1. I authorize my Personal Representatives to pay my funeral and related expenses, including, if no provision therefor shall have been made during my lifetime, the cost of a burial lot, suitable tombstone or marker, and the perpetual care thereof as my Personal Representatives determine to be appropriate, and to make all decisions with regard to my funeral and the expenses related thereto, all without ratification by, approval of, or order of any court. I desire to be interred next to my beloved Hilda Mae Snoops in the Dulaney Valley Memorial Gardens Mausoleum. If possible, I would like the words "Mayor, Governor, Comptroller" inscribed under my name on the marker at my burial site. I currently own burial lots in Western Cemetery in West Baltimore. I authorize my Personal Representatives to dispose of these burial lots as my Personal Representatives deem appropriate.

SECTION II- SPECIFIC BEQUESTS

2.1. I give my memorabilia, writings, artifacts, photographs, and other tangible personal property that are related to my life in public office and which currently are maintained at the Maryland State Archives, to THE WILLIAM DONALD SCHAEFER FOUNDATION, INC., such Foundation having been created with the filing of Articles of Incorporation with the

State of Maryland on or about March 14, 2003, such items to be retained or disposed of by the Board of Trustees as it may determine in its sole discretion.

2.2. I give the following to JEANNE BELL, if she survives me:

A. My stamp collection, including my first day of issue envelopes collection;

B. My plate collection.

2.3. A. I give all of my tangible personal property not otherwise disposed of hereinabove in such manner as my Personal Representatives may, in their discretion, determine.

B. Any articles of my tangible personal property which are not otherwise disposed of in accordance with the provisions hereof may be sold, and the net proceeds of sale shall be added to my residuary estate. Further, my Personal Representatives may give away or destroy any such articles of my tangible personal property which my Personal Representatives deem to be unsuitable or undesirable for distribution and of little or no value.

2.4. I give Fifty Thousand Dollars (\$50,000.00) to the Hilda Mae Snoops Memorial Nursing Scholarship Fund at the University of Maryland Foundation. However, if the University of Maryland no longer maintains a School of Nursing at the time of my death, this bequest shall lapse.

2.5. I give Five Hundred Thousand Dollars (\$500,000.00) to LAINY LEBOW-SACHS ("LAINY"), if she survives me.

2.6. I give Fifteen Thousand Dollars (\$15,000.00) to the UNIVERSITY OF BALTIMORE WILLIAM DONALD SCHAEFER CENTER FOR PUBLIC POLICY.

2.7. I give One Thousand Five Hundred Dollars (\$1,500.00) to the ALZHEIMER'S ASSOCIATION CENTRAL MARYLAND CHAPTER.

2.8. I give One Thousand Five Hundred Dollars (\$1,500.00) to the ARTHRITIS FOUNDATION MARYLAND CHAPTER, INC.

2.9. I give Five Thousand Dollars (\$5,000.00) to the BALTIMORE CITY COLLEGE ALUMNI ASSOCIATION.

2.10. I give Ten Thousand Dollars (\$10,000.00) to VERNA HEPBURN, if she survives me.

2.11. I give Ten Thousand Dollars (\$10,000.00) to ANITA KIENZLE, if she survives me; provided that if ANITA KIENZLE does not survive me, I give such Ten Thousand Dollars (\$10,000.00) to her sister, GERALDINE FOWLER (now a resident of Florida), if GERALDINE FOWLER survives me.

2.12. I give One Thousand Dollars (\$1,000.00) to MARTY RESNICK, if he survives me, as a token of my affection.

2.13. I give Two Thousand Dollars (\$2,000.00) to GENE RAYNOR, if he survives me, as a token of my devotion.

2.14. I give Ten Thousand Dollars (\$10,000.00) to KAREN BLAIR, if she survives me, as a token of my devotion.

2.15. I give Five Thousand Dollars (\$5,000.00) to JOANNA MYERS, if she survives me.

2.16. I give One Thousand Five Hundred Dollars (\$1,500.00) to MARK WASSERMAN, if he survives me.

- 2.17. I give Two Thousand Five Hundred Dollars (\$2,500.00) to WILLARD BANKARD, if he survives me, as a token of my friendship.
- 2.18. I give Two Thousand Five Hundred Dollars (\$2,500.00) to NANCY GRASMICK, if she survives me, to use for the educational needs of the children of the State of Maryland, in her sole discretion.
- 2.19. I give Five Thousand Dollars (\$5,000.00) to ELMER HORSEY, if he survives me, as a token of my friendship.
- 2.20. I give Two Thousand Five Hundred Dollars (\$2,500.00) to SALLY MICHAEL, if she survives me, as a token of my friendship.
- 2.21. I give Two Thousand Five Hundred Dollars (\$2,500.00) to BRICE PHILLIPS, if he survives me, as a token of my friendship. He is one of the nicest men I have ever met.
- 2.22. I give One Thousand Dollars (\$1,000.00) to ZELIG ROBINSON, if he survives me, as a token of my friendship.
- 2.23. I give One Thousand Five Hundred Dollars (\$1,500.00) to NELSON SABATINI, if he survives me, as a token of my friendship.
- 2.24. I give One Thousand Five Hundred Dollars (\$1,500.00) to JOHN PATERAKIS, if he survives me, as a token of my friendship.
- 2.25. I give Two Thousand Dollars (\$2,000.00) to LARRY TOLIVER, if he survives me, as a token of my friendship.
- 2.26. I give Two Thousand Five Hundred Dollars (\$2,500.00) to ZION CHURCH, Baltimore, Maryland.

2.27. I give Twenty Five Thousand Dollars (\$25,000.00) to the ST. MARY'S COLLEGE OF MARYLAND INTERN PROGRAM, St. Mary's City, Maryland, or for whatever use on behalf of ST. MARY'S COLLEGE OF MARYLAND the then President of said college deems appropriate in his or her sole and absolute discretion.

2.28. I give Two Thousand Five Hundred Dollars (\$2,500.00) to the UNIVERSITY OF MARYLAND SCHOOL OF PUBLIC AFFAIRS INTERN PROGRAM.

2.29. I give Two Thousand Five Hundred Dollars (\$2,500.00) to LOUISE HEYMAN, if she survives me, as a token of my friendship.

2.30. I give Five Thousand Dollars (\$5,000) to LUTHER STARNES, if he survives me.

2.31. I give Two Thousand Five Hundred Dollars (\$2,500.00) to the MARYLAND ZOO IN BALTIMORE, Baltimore, Maryland.

2.32. I give Two Thousand Five Hundred Dollars (\$2,500.00) to the NATIONAL AQUARIUM, Baltimore, Maryland.

2.33. I give Ten Thousand Dollars (\$10,000.00) to GARY MEMORIAL UNITED METHODIST CHURCH, Ellicott City, Maryland.

2.34. I give Two Thousand Five Hundred Dollars (\$2,500.00) to OLD ST. PAUL'S CHURCH, Charles and Saratoga Streets, Baltimore, Maryland.

2.35. I give Two Thousand Dollars (\$2,000.00) to ROSCOE HERRING, if he survives me.

SECTION III- RESIDUARY ESTATE

3.1. I give my residuary estate as follows:

A. Twenty-Five percent (25%) to LAINY, if she survives me.

B. The entire balance not otherwise given above to THE WILLIAM DONALD SCHAEFER FOUNDATION, INC., such Foundation having been created with the filing of Articles of Incorporation with the State of Maryland on or about March 14, 2003.

SECTION IV- APPOINTMENT OF FIDUCIARIES

4.1. I appoint my friends, LAINY LEBOW-SACHS, and ZELIG ROBINSON, or the survivor of them, to be the Personal Representative(s) of my estate. If for any reason both of them should be or become unwilling to serve in such capacity, then and in that event, the two of them shall, by unanimous decision, nominate a person or persons to serve as Personal Representative or Personal Representatives of my estate. If for any reason one of them, but not both, should be or become unable to serve in such capacity (due either to death or disability), then and in that event, the other of them shall nominate a person or persons to serve as Personal Representative or Personal Representatives of my estate. Any such nomination shall be in writing (either inter vivos or by Last Will and Testament), executed by the person or persons having such power and delivered to me if executed during my lifetime, and delivered to such Orphans' Court having jurisdiction over the administration of my estate if executed after my death.

4.2. I hereby excuse those persons named in or nominated pursuant to this Will as Personal Representatives and Custodians from the necessity of posting any bond or other security for the faithful performance of their respective duties.

SECTION V- MISCELLANEOUS

5.1. All powers and discretions granted to my Personal Representatives shall be exercisable in their sole and absolute discretion; may be exercised at any time and from time to time; may be exercised without application to or approval by any court; and are intended to be in addition to and not in limitation of any common law or statutory powers.

5.2. I do hereby confer upon my Personal Representatives all powers necessary, proper or convenient for the preservation, management and distribution of my estate, and I do hereby authorize my Personal Representatives to buy, sell, assign, transfer, convey, exchange, divide, invest, reinvest, mortgage, pledge, borrow, lend, lease, release, deed, grant options, compromise, arbitrate, consent to or oppose reorganizations, consolidations, mergers or partitions, deposit shares or securities with, or transfer them to, protective committees or similar bodies, make agreements for the payment of annuities, select depositories for and deposit therein funds, vote stock or any certificate of indebtedness, exercise rights of subscription, give proxies or powers of attorney for voting or acting in respect of shares or securities, which may be discretionary and with power of substitution, and otherwise deal with the whole or any portion of my estate as my Personal Representatives, in their judgment, may deem proper and in the best interests of my estate, and to that end, to make, execute, acknowledge, and deliver deeds, conveyances, mortgages, releases, leases, including leases for ninety-nine years renewable forever and leases extending beyond the duration of my estate, transfers and all other instruments of writing, and to receive payment and to do all other acts and things incident thereto.

5.3. I authorize my Personal Representatives to continue or carry on any business in which my estate has an interest by stock ownership, partnership interest, proprietorship, or otherwise; to incorporate any such business not previously incorporated or to convert any such business previously incorporated into a partnership, tenancy in common, or proprietorship; to acquire any such business interest; to take any action with respect to its management and affairs which an individual could take as the owner of such business; to rely upon the reports of certified public accountants as to the operations and financial condition of the business, without independent investigation; to elect and/or beneficially employ and compensate, as directors, officers, employees, counsel, or agents of such business any person, including any one or more of the individual Personal Representatives (notwithstanding that they are Personal Representatives under my Will) or any agent of a Personal Representative; and to sell or liquidate such business or any part thereof.

5.4. I authorize my Personal Representatives to delay all or part of any distribution to be made in accordance with the provisions of my Will without liability for interest or income as a result of such delay, until six (6) months following the completion of the Federal Estate Tax Audit of my estate without the necessity of obtaining ratification by, approval of, or order of any court.

5.5. I authorize my Personal Representatives to make partial distributions to any one or more estate beneficiaries during administration and to distribute unequal amounts to similar beneficiaries during administration.

5.6. I authorize my Personal Representatives to make interim payments of reasonable Personal Representatives' commissions and/or attorney's fees during the period of administration of my estate, prior to, concurrent with or after any distribution to any one or more estate beneficiaries with or without prior court approval.

5.7. Whenever my Personal Representatives are authorized, directed, or empowered to make any distribution to any person, my Personal Representatives are authorized to expend a portion or all of said distribution for the benefit of said person.

5.8. A. Without limiting the generality of Section 5.7 hereof, if at the time any distribution is to be made by the Personal Representatives, any beneficiary is under the age of twenty-one (21) years (hereinafter referred to in this Section as a "minor"), or is disabled, incompetent, or otherwise incapacitated, the Personal Representatives may, without liability for the application of any property so paid over, and without necessity of obtaining approval of any court, make such distribution either to such beneficiary's parent, parents, spouse, guardian, committee, custodian under the Uniform Gifts to Minors Act or the Uniform Transfers to Minors Act of any state, to the person with whom such beneficiary resides, the person having the care of such beneficiary, any other suitable persons, or to such beneficiary personally.

B. In addition to the provisions of Section 5.8 A, whenever any distribution under my Will may, or is required to, be made to any minor, the Personal Representatives may (i) make any such distribution, in whole or in part, directly to such minor upon such terms, conditions, and provisions, if any, as the Personal Representatives may determine or require, including agreements of indemnity from the parent or parents or guardian of such minor, and/or (ii) name a custodian (who may be one of the Personal Representatives) for such minor under the Uniform Gifts to Minors Act or under the Uniform Transfers to Minors Act of any state, and make any such distribution, in whole or in part, to such custodian to be held for such minor under all the terms of the Uniform Gifts to Minors Act or Uniform Transfers to Minors Act of such state.

5.9. Throughout this Will the words listed in this Section within quotation marks shall be deemed to have the following meanings:

A. "Code" - The Internal Revenue Code of 1986 as hereafter amended and in effect from time to time. References to a Section of the Code shall include any successor provisions to the Section referred to and any corresponding provisions of any subsequent tax laws.

B. "Death Taxes" - All federal, state and foreign inheritance and estate taxes and any interest and penalties thereon, together with any expenses incurred in connection with the determination of the amount thereof.

C. "Give" - Give, grant, convey, assign, transfer, devise and bequeath, absolutely and free of trust, unless followed by the words "in trust."

D. "Heirs" - Those individuals and in such proportions, as would be entitled to a decedent's estate had the decedent died intestate, unmarried, without creditors, and a resident of the State of Maryland on the day the determination of the identity of the heirs becomes relevant.

E. "Including" - Including, by way of illustration and not by way of limitation.

F. "Personal Representatives" - The Personal Representatives originally named in my Will, and any other Personal Representatives who may serve at any time hereunder.

G. "Persons" - Individuals, general or limited partnerships, joint ventures, corporations, unincorporated associations, limited liability companies, trusts, and estates.

H. "Property" - All property of every kind, nature, and description, real, personal and mixed, and wheresoever situated.

I. "Residuary estate" - All property (except as otherwise effectively disposed of under the sections of my Will other than the section disposing of the "residuary estate"), which I have the power to dispose of by Will, including all property over which I may, at the time of my death, have and/or hold any power of testamentary appointment and/or disposition, it being my intent that, unless, and only to the extent that, a contrary intent is expressly stated, my disposition of the "residuary estate" shall constitute an exercise of all such powers which I have at the time of execution of the Will or which I may thereafter acquire; provided, however, that no power of appointment which is a "general power of appointment" as defined in Section 2041(b) of the Code shall be deemed exercised if such power was created on or before October 21, 1942.

J. "Tangible personal property" - All household goods, furniture, books, works of art, china, linen, bric-a-brac, ornaments, silverware, jewelry, automobiles and all other similar items of tangible property held for personal use, together with all transferable insurance coverage, but excluding any tangible personal property used in a business, profession or farming operation.

K. "Will" - The Last Will and Testament of the designated individual, as modified by any Codicil thereto.

5.10. I direct my Personal Representatives to pay from my residuary estate the following expenses and taxes, insofar as the same is possible, so that the other bequests and devises made pursuant to this Will, as well as all property which may pass by reason of my death (except as specifically hereinafter provided) independently of this Will, shall be free from any such expenses and taxes:

A. My funeral expenses;

B. All expenses of administration, including the expenses of ancillary administration, if any, and the costs of delivering bequests and insuring any property that may constitute any part of my estate;

C. All death taxes, including the generation-skipping transfer tax on direct skips; but not including any additional tax imposed by Section 2032A of the Code or the generation-skipping transfer tax except as hereinabove provided.

5.11. I authorize my Personal Representatives, in their sole and absolute discretion, to allocate any portion of my generation-skipping transfer tax exemption under Section 2631(a) of the Code that remains unused and available at the time of my death, in whole or in part, to any one or more transfers I may have made during my lifetime or that may become effective upon my death, under the provisions of this Will or otherwise.

5.12. No purchaser or mortgagee from, or other person dealing with, my Personal Representatives shall be responsible for the application of any purchase money, loan, or other thing of value paid or delivered to my Personal Representatives. The receipt of my Personal Representatives shall be a full discharge and no purchaser from or other person dealing with my Personal Representatives, and no issuer, registrar, or transfer agent or other agent of any issuer, of any securities shall be under any obligation to ascertain or inquire into the power of my Personal Representatives.

5.13. No Personal Representative shall be personally liable for the action or lack of action of any other Personal Representative or of any agent appointed by the Personal Representatives.

5.14. Subject to the provisions of Sections 5.7 and 5.8 hereof, all distributions, whether of income or of principal, shall be given to the respective beneficiary entitled thereto, into such beneficiary's hands, and not into the hands of another, whether claiming by such beneficiary's authority or otherwise, and without the power of anticipation, so that no such payments shall be subject to anticipation or assignment, or a contract to anticipate or assign, or liable to be taken by attachment or otherwise for any debt or liability of any such beneficiary, provided, however, that this Section shall not prevent (a) the deposit of funds payable to any beneficiary to such beneficiary's credit in any bank or other financial institution, or (b) the renunciation or disclaimer of any interest in any property if the renunciation or disclaimer is made within the time prescribed by law.

5.15. All rights, duties, powers, discretions, privileges, and immunities given to my Personal Representatives shall be construed to be appurtenant to the fiduciary office and shall pass to and be exercisable by my Personal Representatives acting at any time.

5.16. Whenever and so often as the Personal Representatives are directed or empowered, or find it necessary, desirable or advisable, to divide, distribute, or partition my estate into separate parts, to make such division, distribution, or partition. In making such division, distribution, or partition, the Personal Representatives may do so in cash or kind, or partly in cash and partly in kind, or in undivided shares in property different in kind from any other share and without regard to the basis of such property for income tax purposes, and the valuation made in good faith by the Personal Representatives in making any such division shall be absolutely binding on any and all parties having any interest therein.

5.17. Throughout this Will the masculine gender shall be deemed to include the feminine and neuter, and the singular shall be deemed to include the plural, and vice versa,

where such meaning would be appropriate.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal this

10 day of June, 2009.

William Donald Schaefer (SEAL)
WILLIAM DONALD SCHAEFER

SIGNED, SEALED, PUBLISHED and DECLARED by WILLIAM DONALD SCHAEFER, the above-named Testator, 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.

Pauline F. Sturtevant
Signature

PAULINE F. STURTEVANT
(Print Name)

233 E. Redwood Street
Address

Baltimore, MD 21202

Lisa B. Mohan
Signature

Lisa B. Mohan
(Print Name)

233 E. Redwood Street
Address

Baltimore, MD 21202