

STATE OF MAINE

PROBATE COURT
CUMBERLAND, ss

PORTLAND
DOCKET: 2001-0028

OGUNQUIT MUSEUM OF)
AMERICAN ART)
and)
FLEET NATIONAL BANK)
AND WILLIAM C. SMITH)
AS TRUSTEES OF MUSEUM)
OF ART OF OGUNQUIT TRUST,)
Plaintiffs)
vs.)
ANDREW KETTERER, ATTORNEY)
GENERAL OF THE STATE OF)
MAINE)
and)
YORK HOSPITAL)
and)
PRINCETON UNIVERSITY,)
Defendants)

PROPOSED ORDER

This action comes on for hearing upon a Complaint filed by Ogunquit Museum of American Art (the "Museum") with respect to the Henry Strater Fund (the "Fund") and Fleet National Bank and William C. Smith as Trustees of Museum of Art of Ogunquit Trust executed by Henry Strater on July 5, 1966 (the "Trust").

Following notice to all persons required to receive notice or, alternatively, upon receipt of a Waiver of Notice and Consent by persons required to receive notice and upon a hearing held on 1/12/01, the Court hereby approves and orders:


1. That compliance by the Museum with the terms of the Fund as described in the Complaint, restricting the Museum's ability to own and exhibit works of art, other than those created by American artists between the years 1910 and 1980, inclusive, will impair the charitable purpose for which the Fund was established to support the activities of the Museum.

2. That the revisions to the terms of the Fund, described in the Complaint, which authorize the Museum to own and display works of art created by North American artists is consistent with the general intentions of the grantor of the Fund and best furthers the grantor's intent.

3. That the Museum is hereby authorized to revise the terms of the Fund in the form attached hereto as the First Amendment to Henry Strater Fund.

4. That the reasonable costs and expenses of this proceeding, including legal fees, be paid equally by the Museum and the Trust.

Dated this 19th day of January, 2001.



Judge William H. Childs
Cumberland County Probate Court

STATE OF MAINE

PROBATE COURT
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PORTLAND
DOCKET: 2001-0028

OGUNQUIT MUSEUM OF
AMERICAN ART

and

FLEET NATIONAL BANK
AND WILLIAM C. SMITH
AS TRUSTEES OF MUSEUM
OF ART OF OGUNQUIT TRUST,

Plaintiffs

vs.

ANDREW KETTERER, ATTORNEY
GENERAL OF THE STATE OF
MAINE

and

YORK HOSPITAL

and

PRINCETON UNIVERSITY,

Defendants

PROPOSED ORDER

This action comes on for hearing upon a Complaint filed by Ogunquit Museum of American Art (the "Museum") with respect to the Henry Strater Fund (the "Fund") and Fleet National Bank and William C. Smith as Trustees of Museum of Art of Ogunquit Trust executed by Henry Strater on July 5, 1966 (the "Trust"). Following notice to all persons required to receive notice or,

alternatively, upon receipt of a Waiver of Notice and Consent by persons required to receive notice and upon a hearing held on 1/12/01, the Court hereby approves and orders:

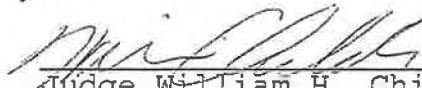
1. That compliance by the Museum with the terms of the Trust Agreement as described in the Complaint, restricting the Museum's ability to own and exhibit works of art, other than those created by American artists between the years 1910 and 1980, inclusive, will impair the charitable purpose for which the Trust was established to support the activities of the Museum.

2. That the Amendment to the Trust Agreement, described in the Complaint and which authorizes the Museum to own and display works of art created by North American artists is consistent with the general intentions of the grantor and best furthers the grantor's intent.

3. That the Trustees of the Trust are hereby authorized to amend the Trust Agreement in the form attached hereto as the First Amendment to Museum of Art of Ogunquit Trust.

4. That the reasonable costs and expenses of this proceeding, including legal fees, be paid equally by the Museum and the Trust and that the Trustees of the Trust are authorized to pay such equal share of costs and expenses from the assets of the Trust.

Dated this 12th day of January, 2001.



Judge William H. Childs
Cumberland County Probate Court

STATE OF MAINE

PROBATE COURT
CUMBERLAND, SS.

PORTLAND
DOCKET NO:

_____)
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)
 YORK HOSPITAL)
)
 and)
)
 PRINCETON UNIVERSITY,)
)
 Defendants)
 _____)

WAIVER OF NOTICE AND
CONSENT TO ORDER

NOW COMES ANDREW M. KETTERER, in his capacity as Attorney General of the State of Maine and replies to the Complaint of Ogunquit Museum of American Art (the "Museum") and Fleet National Bank and William C. Smith as Trustees of the Museum of Art of Ogunquit Trust (the "Trust").

1. Pursuant to the powers vested in him by the law of Maine (5 M.R.S.A. 194), which governs said Trust Agreement, and the Henry Strater Fund administered by the Museum, and by the Trust Agreement itself, which states that in the event the named contingent charitable beneficiaries cease to exist, the Governor of Maine shall name a substitute charitable beneficiary, the Maine Attorney General is a party in interest in this matter.

2. The Attorney General has received the Complaint in this matter, waives further service of process in this matter and submits to the jurisdiction of this Court.

3. The Attorney General has reviewed the Complaint and all attachments thereto and has no objection to the granting of the relief requested in the Complaint.

Dated this ^{7th} day of December, 2000.

Respectfully submitted,
Andrew M. Ketterer,
ATTORNEY GENERAL

By: *Andrew M. Ketterer*
Its: *Attorney General*

STATE OF MAINE

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)
 Defendants)

COMPLAINT

NOW COMES the Plaintiffs, Ogunquit Museum of American Art ("Museum") and Fleet National Bank and William C. Smith as Trustees of Museum of Art of Ogunquit Trust (the "Trust") and, based on information and belief, complains of Defendants as follows:

PARTIES IN INTEREST

1. Ogunquit Museum of American Art is a non-profit corporation organized and operated in the State of Maine with a place of business in Ogunquit, Maine. The Museum holds certain assets in the Henry Strater Fund which was established by Henry Strater (the "Fund"). Mr. Strater died on December 22, 1987 as a

resident of Ogunquit, Maine. During his lifetime, Mr. Strater established, and transferred assets to, the Fund. He also left assets by bequest to the Fund at his death.

2. The Trustees of the Trust are Fleet National Bank, a banking organization with a place of business of Portland, Maine and William C. Smith, with a place of business and place of residence in Portland, Maine. The principal place of administration of the Trust is located in Portland, Maine.

3. Andrew Ketterer is the duly elected, qualified and acting Attorney General of the State of Maine, and is a party in interest empowered by common law and directed by 5 M.R.S.A. §194 to enforce due application of funds given or appropriated to public charities within the State and to prevent breaches of trust in the administration thereof.

4. York Hospital, located in York, Maine, and Princeton University, located in Princeton, New Jersey, hold reversionary interests in the Trust and in the Fund.

NATURE AND PURPOSE OF THIS PROCEEDING

5. This proceeding is brought to permit and authorize a deviation from the terms of the Trust and from the terms of the Fund held by the Museum in order to relieve the Museum of certain restrictions with regard to its operations and thereby to enable the Museum and the Trust to better accomplish their charitable purposes.

FACTS AND ALLEGATIONS

6. On July 5, 1966, Henry Strater entered into an Indenture of Trust, creating the Museum of Art of Ogunquit Trust, a copy of which is attached hereto as Exhibit A.

7. From time to time, Henry Strater contributed assets to the Trust. As of October 31, 2000 the assets held by the Trust consisted of investments worth approximately \$445,000.

8. The Trust Agreement provides that the net income of the Trust shall be paid not less frequently than annually to the Museum provided the following conditions are met:

- "(a) That the income shall be expended by said Museum for the general upkeep, repair and maintenance of its physical properties and salaries of employees.
- (b) That if, in the discretion of the Trustees herein, the annual income of said Museum is greater than is necessary for the general upkeep, repair and maintenance of the said Museum to enable it to remain open to the general public 65 days during each summer, then the Trustees shall direct that the Museum shall purchase with such surplus income received from this trust, **paintings, sculpture and drawings by American artists in the period from 1910-1980 inclusive, for its permanent collection.** (Emphasis added).
- (c) That the said Museum shall accept, from time to time, as gifts to its permanent collection **only paintings, sculpture and drawings made by American artists in the period from 1910-1980 inclusive,** and only of a quality acceptable to a committee designated by the Trustees of the said Museum. (Emphasis added).
- (d) That after the death of the Grantor, the Northwest, or Square Gallery, of the said Museum be reserved exclusively for the display of paintings by the Grantor, in perpetuity.
- (e) That the said Museum and its grounds be used **solely for the exhibition of paintings, sculpture and drawings made by American and Canadian artists, and that at all times when the Museum is open to the public, at least 80% of the display space shall be occupied by the works of American artists made in the period from 1910-1980 inclusive.** (Emphasis added).

(f) That the long range purpose of the said Museum shall be the presentation to the public of a permanent exhibition of *American works of art made in the period from 1910-1980 inclusive*. (Emphasis added)."

9. In the event all the conditions described immediately above at Paragraph 8 are not met, the Trust shall terminate and the Trustees are directed to distribute the Trust assets to York Hospital, located in York, Maine. If York Hospital is not then in existence, the Trust assets would be distributed to the Princeton University Art Museum located in Princeton, New Jersey. If the Princeton University Art Museum is not then in existence, the Trust assets would be distributed to any "medical or educational institution designated by the then Governor of the State of Maine, which is listed with the United States Bureau of Internal Revenue as a tax exempt institution." (Article II, Paragraph (g) of the Trust Agreement).

10. From time to time Henry Strater also contributed assets to the Museum to be held in the Henry Strater Fund. At his death, Henry Strater made a bequest to the Henry Strater Fund of the Museum of Art of Ogunquit Maine under Article SECOND and Article SIXTH of his Will, a copy of which is attached hereto as Exhibit B. The bequest included certain art objects, paintings done by Mr. Strater and the sum of Two Hundred Thousand Dollars (\$200,000) or six percent (6%) of Mr. Strater's gross estate before taxes, whichever was greater. The fair market value of the investment assets held in the Fund was approximately \$1,015,000 on October 31, 2000.

11. The terms of the Henry Strater Fund have been summarized as follows by the firm of accountants then engaged by the Museum and are substantially similar to those imposed by the Trust:

- "1. All funds and investments shall be kept separate from other funds or investments of the Museum and shall be known as the "Henry Strater Fund" from which only the income may be expended for the general operation, upkeep, repair and maintenance of the Art Museum at Ogunquit at least sixty-five (65) days in the summer, open free to the public.
2. In the event that the annual income of this fund should ever be greater than necessary for the operation, upkeep, repair and maintenance of the Museum, the Museum may use the surplus income to purchase *paintings, sculpture and drawings by North American artists as defined below in the period 1910-1980*, all of said purchases to be held by the Museum as part of the "Henry Strater Fund". (Emphasis added).
3. That the Trustees accept as gifts to the permanent collection of the Museum, *only paintings, sculpture and drawings executed by American artists in the period from 1910-1980*; and of a quality acceptable to a committee designated by the Trustees. (Emphasis added).
4. That after the decease of Henry Strater, the northwest or "Square Gallery" of the Museum be reserved exclusively for the display of works by Henry Strater, in perpetuity.
5. That the Museum and its grounds be used solely for the exhibition of *paintings, sculpture and drawings by North American artists, i.e., U.S.A., Canadian and Mexican artists*; and that, at all times when the Museum is open to the public, at least eighty (80) percent of the display space shall be occupied by works of North American artists, as defined, executed in the period 1910-1980. (Emphasis Added).
6. That the long-range purpose of the Museum shall be the presentation to the public of a permanent exhibition of *North American works of the period 1910-1980.*" (Emphasis Added).

12. In the event all the conditions described immediately above at Paragraph 11 are not met, the accountants' summary of

the Fund's terms states that the assets held in the Henry Strater Fund shall be distributed to the York Hospital of York, Maine. In the event that the York Hospital is not then in existence, such assets would be distributed to the Princeton University Art Museum located in Princeton, New Jersey. In the event the Princeton Art Museum is not then in existence, the Fund assets would be distributed "to any medical or educational institution designated by the Governor of the State of Maine, and which is listed with the United States Department of Internal Revenue as a tax-exempt institution."

13. The limitation imposed by the terms of both the Trust and the Fund upon the Museum's ability to own or display art made prior to 1910 or after 1980 is a substantial restriction on the activities of the Museum. Because of these restrictions the Museum is increasingly limited in the art which it may own or display with the consequence that its exhibits and educational activities are, and will continue to be, of increasingly less interest to the public. Plaintiffs believe that this material restriction on the Museum's activities results, and will continue to result in decreasing attendance, membership, financial support and contributions of art by others as compared to the level of support which the Museum would be able to attract if it were operating without these restrictions. Plaintiffs believe that continuing compliance with this restriction is impairing, and increasingly will continue to impair, the charitable purposes for which the Museum was organized.

JURISDICTION AND VENUE

14. This Court has concurrent jurisdiction with the Superior Court with respect to this proceeding pursuant to 4 M.R.S.A. § 252 and 18 M.R.S.A. § 7-201.

15. The Trust has not been registered; however, venue for

this proceeding is proper in this Court because the principal place of administration of the Trust is in Cumberland County, and the Trust under the Trust Agreement could properly be registered in this Court. 18-A M.R.S.A. § 7-202. The Museum holds the Fund subject to restrictions which are substantially identical to the terms of the Trust. If the terms of the Trust or the Fund are violated, the assets held under each arrangement revert to the same remainder beneficiary. Accordingly, because both the Trust issues and the Fund issues raised by this Complaint concern the same parties and involve the same facts and similar questions of law, the consolidation of these actions with respect to the Fund the Trust is both necessary and appropriate. Rule 42(a) of the Maine Rules of Probate Procedure.

PRAYER FOR RELIEF

WHEREFORE, the Museum prays that this Court issue the Order, a draft of which is attached hereto as Exhibit C and thereby:

1. Find that compliance by the Museum with certain restrictions imposed by the Fund would, in light of the facts and circumstances herein presented, defeat or substantially impair the accomplishment of the charitable purpose of the Fund.

2. Find that the restrictions to which the assets in the Fund are subject, in light of the facts and circumstances herein presented, are modified in the manner described in such Order.

3. Find that the reasonable costs and expenses of this proceeding, including legal fees, be paid equally by the Museum and the Trust.

WHEREFORE, the Trustees of the Trust pray that this Court issue the Order, a draft of which is attached hereto as Exhibit D and thereby:

1. Find that compliance by the Museum with certain restrictions imposed by the Trust would, in light of the facts and circumstances herein presented, defeat or substantially impair the accomplishment of the purposes of the Trust.

2. Find that the terms of the Trust, in light of the facts and circumstances herein presented, shall hereby be amended as more fully provided in such Order.

3. Find that the reasonable costs and expenses of this proceeding, including legal fees, be paid equally by the Museum and the Trust and that the Trustees of the Trust are authorized to pay such equal share of costs and expenses from the assets of the Trust.

WHEREFORE, the Museum and the Trustees of the Trust pray that this Court grant the Trust and the Museum such other and further relief as the Court may deem appropriate.

Dated this 7 day of *Nov*, 2000.

Respectfully submitted,



Judith M. Coburn, Esq.

Attorney for:

Ogunquit Museum of American Art and
Fleet National Bank and William C.
Smith as Trustees of the Museum of
Art of Ogunquit Trust
Verrill & Dana, LLP
One Portland Square
Portland, Maine 04112-0586
(207) 774-7499

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MEMORANDUM OF LAW

INTRODUCTION

Plaintiffs, OGUNQUIT MUSEUM OF AMERICAN ART (the "Museum") and FLEET NATIONAL BANK and WILLIAM C. SMITH in their capacities as Trustees of the Museum of Art of Ogunquit Trust (the "Trust") submit this Memorandum in support of their Complaint for approval by this Court to modify certain restrictions imposed upon the operation of the Museum by the terms of the Trust and the terms of the Fund.

The Museum and the Trust have determined that the restrictions imposed both by the Trust and the Fund which prohibit the Museum from owning and displaying works of art other than those made by American artists in the years 1910 through 1980 are now so impracticable as to hinder the Museum's ability to display art of continuing interest to the public. The Museum and the Trust seek to modify these restrictions to allow the Museum to own and display works of art created by North American artists during any period.

The Museum and the Trust seek this Court's approval of such modifications under the common law doctrine of equitable deviation. The doctrine of equitable deviation provides that where, due to circumstances unforeseen by the donor or testator, strict compliance with the terms of a trust will defeat or substantially impair accomplishment of the trust's purposes, a court may in its equitable discretion permit a deviation from the manner in which the trust is executed.

ARGUMENT

THE COURT SHOULD APPROVE THE PROPOSED MODIFICATION TO THE TERMS OF THE TRUST AND FUND BECAUSE STRICT COMPLIANCE WITH SUCH RESTRICTIONS WILL SUBSTANTIALLY IMPAIR AND EVENTUALLY DEFEAT THE ABILITY OF THE MUSEUM AND THE TRUST TO ACCOMPLISH THEIR CHARITABLE PURPOSES.

The Court should approve the proposed modifications because, due to circumstances unforeseen by Henry Strater, certain restrictions imposed by the Trust and the Fund now substantially impair and will eventually defeat the charitable purposes for

which the Trust and the Fund were established. See, e.g., In Re Estate of Burdon-Muller, 456 A.2d 1266, 1271 (Me. 1983); Canal National Bank, 347 A.2d at 436 n. 7; Manufacturers National Bank v. Woodward, 38 A.2d 657, 658 (Me. 1944); Porter v. Porter, 20 A.2d 465, 466-67 (Me. 1941); Restatement (Second) of Trusts, §399, cmt. a (1959, App. 1987, Supp. 1996); 15 Am. Jur. 2d Charities, §§164-65 (1976 & Supp. 1996). In circumstances such as this, courts in their general powers of equity permit deviation from the precise terms of a trust, and modify the methods and means of carrying out the trust so as to best accomplish the purposes of the grantor in light of the changed circumstances.

The Trust was created in 1966 to support the Museum's purpose to own and display contemporary American art. The Fund was also established during Mr. Strater's lifetime to support the Museum's activities in owning and displaying contemporary North American art. In both cases, Mr. Strater limited the works of art which may be owned or displayed to those created between 1910 and 1980. With the passage of time, the Museum's collection and range of exhibitions is becoming "frozen" within the narrow time constraints imposed by Mr. Strater. The Museum is unable offer exhibitions which reflect and comment upon art created in more recent years and is unable to accept into its collection gifts and acquisitions of art created outside of the 1910-1980 time period. These restrictions make it increasingly difficult for the Museum to mount varied exhibitions of its own work, to take

advantage of traveling exhibitions, to accept gifts of art and ultimately to retain and increase its membership and attendance at the Museum. This limitation in the activities of the Museum will inevitably result in a reduction in the financial resources available to the Museum with a resulting diminution in the Museum's offerings and activities.

The Museum and the Trustees of the Trust have determined that removing this time period restriction and reconciling the terms of the Trust and the Fund to refer consistently to owning and displaying art created by North American artists will allow the Museum and the Trust to better carry out Mr. Strater's intent to support the Museum's mission to own and display contemporary art created by North American artists.

The proposal of the Museum and the Trust is reasonable and resembles those which courts have allowed under the doctrine of equitable deviation. See, e.g., Manufacturers National Bank v. Woodward, 38 A.2d at 659. In Woodward, the Court considered a bequest of a house and lot for use as a public library, with the income from certain funds restricted to keeping the buildings in repair and purchasing suitable books. Id. at 657. The issue presented in this case was whether the trustees could use the income for other related expenses for which the testator had not provided, such as paying a janitor and librarian, purchasing fire insurance, and paying heat and light bills. The Law Court found that "if the court may, to prevent a failure of a charitable trust, apply the gift to a different object of a similar

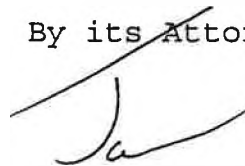
character, it may modify the method prescribed by the testator for carrying out the specific object." Id. Thus, the Court held that the trustees could use the trust income for the additional purposes they proposed, because such use was necessary to achieve the testator's broader goal of furthering a public library.

The Museum and the Trustees believe they have identified a modest means for allowing the Museum to continue to thrive and provide an opportunity to the public to view and learn about contemporary art including, but not limited to, art created between the years 1910 and 1980. This proposed modification in the terms of the Trust and the Fund will best achieve Mr. Strater's stated objectives with the least change to the restrictions imposed by the terms of the Trust and the Fund. Therefore, this Court should approve the proposed amendments to the Trust Agreement and the terms of the Fund.

Respectfully submitted,

OGUNQUIT MUSEUM OF AMERICAN
ART AND FLEET NATIONAL BANK
and WILLIAM C. SMITH, as
Trustees of the Museum of Art
of Ogunquit Trust

By its ~~Attorney~~,



Judith M. Coburn, Esq.

STATE OF MAINE

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 PRINCETON UNIVERSITY,)
)
 Defendants)
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WAIVER OF NOTICE AND
CONSENT TO ORDER

NOW COMES the York Hospital and states as follows:


1. The York Hospital has received a copy of the Complaint in this matter including the attachments thereto.
2. The York Hospital hereby waives further service of process in this matter.
3. The York Hospital submits to the jurisdiction of this Court and hereby appears in this action and waives notice with respect to the proceeding.
4. The York Hospital has reviewed the Complaint and all

attachments thereto and consents to the granting of the relief requested in the Complaint.

DATED:

November 30, 2000

York Hospital

By: 
Its: _____
Chairman, Board of Trustees

STATE OF MAINE

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GENERAL OF THE STATE OF
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YORK HOSPITAL

and

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Defendants

WAIVER OF NOTICE AND
CONSENT TO ORDER

NOW COMES the Princeton University and states as follows:

1. Princeton University has received a copy of the Complaint in this matter including the attachments thereto.
2. Princeton University hereby waives further service of process in this matter.
3. Princeton University submits to the jurisdiction of this Court and hereby appears in this action and waives notice with respect to the proceeding.
4. Princeton University has reviewed the Complaint and all

attachments thereto and consents to the granting of the relief requested in the Complaint.

DATED: **November 16, 2000**

Princeton University
Raymond J. Clark

By: 
Its: Treasurer