

**Last Will and Testament of  
George Burns**

I, **GEORGE BURNS**, a resident of the County of Los Angeles, State of California, being of sound and disposing mind and memory, and not acting under fraud, duress, menace or undue influence of any person whomsoever, declare this to be my **Last Will and Testament**.

**FIRST:** I hereby revoke all wills, codicils to wills, or other testamentary dispositions at any time heretofore made by me.

**SECOND:** I declare that I am a widower. I was formerly married to **GRACE ALLEN BURNS** ("my wife"), who died many years ago. I have two children, legally adopted by my wife and myself, to-wit: my daughter, **SANDRA JEAN BURNS** ("Sandra"), and

my son, **RONALD JON BURNS** ("Ronald"). Sandra has four children now living, to-wit: **LAURA JEAN WILHOITE WRIGHT**, **MELISSA WILHOITE SOLEAU**, **GRACE ANNE LUCKMAN** and **BROOKE LEE LUCKMAN**. Ronald has three children now living, to-wit: **BRENT JON BURNS**, **BRAD ALLEN BURNS** and **BRYAN GEORGE BURNS**. Except as hereinabove specified, I have not been married and I have had no children.

**THIRD:** It is my intention by this will to dispose of all property over which I have power of disposition by will. I expressly declare that I do not intend by any general language in this will to exercise any power of

appointment which I may have (if any) in the absence of a provision in this will, or any codicil to it, specifically referring to and expressing my intent to exercise such power.

**FOURTH:** I hereby designate **HERMIONE K. BROWN** as executor of my will hereunder. If for any reason whatsoever **Hermione K. Brown** is unable or unwilling to qualify as executor, or having qualified, should for any reason whatsoever be unable or unwilling to continue in such capacity, then **HAROLD ZIVETZ** is designated as alternate executor in her place. If **Harold Zivetz** also is unable or unwilling to act or continue as executor, the then acting executor may designate one or more individuals and/or a bank or trust company duly qualified to carry on a trust business in California to act as a successor executor, such designation to be by notice in writing to such designated fiduciary and filed with the Court having jurisdiction over my estate. Any successor executor may similarly designate his successor. The latest designation of an executor pursuant to this article prior to the actual qualification of such executor, shall be deemed to revoke all prior designations.

I specifically direct that no bond be required of any individual named herein or designated, as hereinabove provided, as an executor.

Subject only to such confirmation or other Court order as may be provided by law, I hereby authorize my executor in his discretion: (i) to sell, lease or mortgage the whole or any part of my estate, whether real or personal, at either public or private sale, with or without notice; (ii) to invest and reinvest any surplus funds or sale proceeds at any time held by my executor in such investments, as my executor deems advisable; (iii) to continue to hold, manage or operate any property, business or enterprise that may be held or owned by me at the time of my death; and (iv) to continue as a general or limited partner in any partnership in which I was a partner at the date of my death; the profits or losses from all of the foregoing to inure to or be chargeable to my estate and not to my executor. Moreover, I authorize my executor to act as a so-called "independent executor" to the fullest extent permitted by law, and if my executor so acts, I expressly exonerate him from any

liability by reason of his actions as such, as fully as though such actions had been taken with the approval or authorization of the Probate Court.

I further give to my executor full power to make all decisions and elections (including tax decisions and elections) which are available to my estate, including, but not by way of limitation, the power to treat expenses of administration, taxes, and other items as deductions from my federal estate tax return or from the income tax returns of the executor, whichever the executor, in his discretion, shall deem most advantageous, and the power to allocate the generation-skipping tax exemption. The decision of my executor made in good faith shall be conclusive and not subject to attack by any beneficiary or other person. Notwithstanding any claimed or actual conflict of interest, my executor shall not be liable to any beneficiary or other person by reason of the effects of any such decision; and my executor may, but shall not be required to, prorate or adjust any charges or savings therefrom as among any of the beneficiaries.

My executor may engage such attorneys, custodians, accountants, investment advisors, agents, personal managers and other personnel as my executor deems advisable to assist in the performance of his duties hereunder, the costs thereof to be a charge against my estate and not to diminish the fees to which my executor may otherwise be entitled; and my executor may rely upon the advice of such experts.

The word "executor", though used herein with the masculine singular pronoun, shall be deemed to refer to the individual or individuals (irrespective of gender) and/or corporate fiduciary from time to time qualified and functioning in such capacity.

All income of my estate during administration (other than income from property specifically devised) less only such taxes and other expenses of administration as my executor shall elect to treat as charges against said income rather than against principal of my estate shall constitute net income and shall be allocated to the residue of my estate. No interest shall be payable on any gift or legacy under this will or any codicil to it, whether outright or in trust. Notwithstanding the foregoing, if any gift is satisfied in whole or in part with property other than cash, such property shall be

value at the value thereof at the date or dates of distribution; and all pecuniary gifts and payments which are not paid or funded within 15 months of decedent's death shall bear interest thereafter at the rate as provided in § 12091 of the California Probate Code.

**FIFTH:** I authorize my executor to pay, or reimburse any person who shall have paid on my behalf, my just debts, last illness and funeral expenses. I direct that all federal estate taxes and all other estate, inheritance, succession and transfer taxes (all collectively "death taxes") including without limitation any generation skipping transfer taxes ("GST taxes") payable upon, resulting from, or by reason of my death attributable to property passing under this will shall be paid without apportionment out of the residue of my probate estate. Any non-probate property which is included in my estate for death tax purposes shall bear its proportionate share of all death taxes, and my executor shall recover from the recipients of such property their respective shares of all such taxes, to the extent and in the manner provided by law. In this connection I declare that I have earlier this day completely restated my living trust, pursuant to a Declaration of Trust identified as the "**George Burns Living Trust (1995 Restatement)**". I direct that all death taxes imposed by reason of my death attributable to property which is included in the **George Burns Living Trust (1995 Restatement)**, including without limitation any GST taxes, shall be paid out of said trust and (except as said trust may otherwise provide) shall be charged against the trust balance thereof in the manner provided in said **George Burns Living Trust (1995 Restatement)**.

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**SIXTH:** Upon my death, all of the rest, residue and remainder of my estate of every kind and character whatsoever and wheresoever situate ("residue") is given, devised and bequeathed to the Trustee designated in the **George Burns Living Trust (1995 Restatement)** to be held, administered and disposed of as therein provided (including any changes therein or amendments thereto made before my death regardless of whether made before or after the execution of this will) as contemplated and permitted under California Probate Code § 6300.

If for any reason the disposition set forth in the preceding paragraph shall not be operative or shall be invalid or the **George Burns Living Trust (1995 Restatement)** shall have failed or been revoked prior to my death, in such event I give, devise and bequeath the residue of my estate hereunder to the Trustee designated in the **George Burns Living Trust (1995 Restatement)**, as a testamentary trustee and I hereby incorporate the **George Burns Living Trust (1995 Restatement)** into this will as this place as if it were set forth herein in full and adopt its terms as part of this will, to govern the disposition of my estate hereunder, it being my intent and my direction that in such event my estate shall be distributed as testamentary dispositions under the provisions set forth in said **George Burns Living Trust (1995 Restatement)**. To the extent permitted by law, it is my intention that each reference to the **George Burns Living Trust (1995 Restatement)** in this will shall also include any future amendments to said trust (except, of course, for an amendment revoking said trust in its entirety). However, if amendments to the **George Burns Living Trust (1995 Restatement)** made after the execution of this will may not be given effect under applicable law existing at the date of my death with respect to incorporation by reference into a testamentary instrument, then I direct that each reference to the **George Burns Living Trust (1995 Restatement)** as contained in this will shall be to said trust as it exists at the date of execution of this will.

**SEVENTH:** If my executor is a member of a law firm, accounting firm or business management firm which renders professional services to my estate, my executor,

accounting firm or business management firm which renders professional services to my estate, my executor shall be entitled to regular compensation for his services hereunder; and the law firm, accounting or business management firm with which such executor is associated shall, in addition, be entitled to reasonable fees for the professional services rendered.

**EIGHTH:** This document shall be construed and interpreted according to the laws of the State of California where this will is executed and its validity and the validity of any of its provisions shall be determined by and in accordance with the laws of said state.