

(J. Paul Getty died JUNE 6, 1976)

ESTATE OF JEAN PAUL GETTY, DECEASED

The attached Composite Will is an unofficial compilation of the following documents executed by the above-captioned decedent:

<u>Document</u>	<u>Date of Execution</u>
Will	September 22, 1958
First Codicil	June 18, 1960
Second Codicil	November 4, 1962
Third Codicil	December 20, 1962
Fourth Codicil	January 15, 1963
Fifth Codicil	March 6, 1963
Sixth Codicil	September 16, 1965
Seventh Codicil	March 11, 1966
Eighth Codicil	January 5, 1967
Ninth Codicil	November 3, 1967
Tenth Codicil	February 24, 1969
Eleventh Codicil	March 28, 1969
Twelfth Codicil	June 26, 1970
Thirteenth Codicil	March 8, 1971
Fourteenth Codicil	July 29, 1971
Fifteenth Codicil	March 20, 1973
Sixteenth Codicil	June 14, 1973
Seventeenth Codicil	October 9, 1973
Eighteenth Codicil	July 4, 1974
Nineteenth Codicil	January 21, 1975
Twentieth Codicil	August 27, 1975
Twenty-First Codicil	March 11, 1976

COMPOSITE WILL

OF

JEAN PAUL GETTY

I, JEAN PAUL GETTY, of Santa Monica, California, do hereby make, publish and declare this to be my Last Will and Testament, hereby revoking all other and previous testamentary dispositions at any time heretofore made by me.

FIRST: I hereby direct that all my just debts and funeral expenses be paid as soon as practicable after my death.

SECOND: All my personal wearing apparel, jewelry, ornaments and all other articles of personal use, I give and bequeath unto those who survive me of my sons, GEORGE F. GETTY II and JEAN RONALD GETTY, equally, share and share alike as nearly as may be. I direct that the allotment of such articles to each of my said sons shall be made by my Executors as they in their discretion may elect, and I further direct that any of such articles which are not wanted by any of such persons may be donated to any charitable organization or otherwise disposed of in such manner as my said Executors may in their discretion elect. All references to my articles of personal use shall specifically exclude and be deemed to exclude any such articles that may be physically located in Italy at the time of my death.

THIRD: (a) I give and devise unto my Executors and Trustees, hereinafter named, such portion of my ranch property located at 17985 Pacific Coast Highway, Pacific Palisades, California, not in excess of one (1) acre, as they, in their discretion, may deem appropriate for the erection thereon of a suitable small, marble mausoleum to receive my mortal remains and those of such of my sons and their respective wives and issue as shall choose to be interred

therein, together with a right or easement of access thereto over or through the balance of my said ranch property.

(b) I give and bequeath to my said Executors and Trustees such sum, not in excess of Fifty Thousand Dollars (\$50,000), as they in their discretion shall deem necessary or desirable for the purpose of erecting such mausoleum, and I direct that they cause such mausoleum to be so erected.

(c) I give and bequeath to my said Executors and Trustees the further sum of One Hundred Thousand Dollars (\$100,000), IN TRUST, NEVERTHELESS, to invest and reinvest the proceeds in such investments as, under the laws of California, are permissible for savings banks, and apply the same and so much of the principal thereof as may be necessary to the perpetual maintenance and care of said mausoleum and the land upon which the same is erected.

(d) In the event that my said Executors and Trustees shall in their discretion so elect, my said Executors and Trustees are hereby authorized and directed, together with such other persons as they may select, to cause a cemetery corporation to be formed pursuant to the laws of the State of California, to charge the organization cost thereof as an expense of administering my estate, and to transfer and convey to such corporation, or, if my said Executors and Trustees shall so elect, to any cemetery corporation or association duly organized and existing under the laws of California, the real property and the right or easement of access hereinabove given and devised to my said Executors and Trustees in subdivision (a) of this Article THIRD, together with any such mausoleum erected thereon and the said sum given and bequeathed to my said Executors and Trustees in subdivision (c) hereof and, if such mausoleum be not then erected, the said sum given and bequeathed to my said Executors the Trustees in subdivision (b) hereof,

all for the uses and purposes and upon the trusts set forth in subdivisions (a), (b) and (c) hereof.

(e) In the event that the objects hereinabove set forth in this Article THIRD are impossible or impracticable of accomplishment under any applicable law or ordinance, I hereby direct that my said Executors and Trustees purchase with funds of my estate a suitable burial plot in a duly organized and existing cemetery in Los Angeles County and cause to be erected thereon an appropriate mausoleum for the purposes hereinabove set forth in subdivision (a) hereof at an additional cost, over and above the maximum permitted for the erection of such mausoleum under subdivision (b) hereof, not in excess of One Hundred Thousand Dollars (\$100,000), and to pay to said cemetery or to the association or corporation maintaining or operating the same such additional sum, not in excess of One Hundred Thousand Dollars (\$100,000), as may be required for the perpetual maintenance and care of such plot and such mausoleum, and, in such event, I give and devise the portion of my ranch property mentioned in subdivision (a) hereof in the same manner, hereinafter specified, in respect of the balance of said ranch property in Article FOURTH hereof.

FOURTH: (a) I give, devise and bequeath unto the Trustees of THE J. PAUL GETTY MUSEUM, for the purposes of said Museum, the balance of my ranch property, comprising about sixty-five (65) acres, more or less, located at 17985 Pacific Coast Highway, Pacific Palisades, California, remaining after the devise hereinabove made in subdivision (a) of Article THIRD hereof, and subject to the right or easement of access hereinabove reserved in said subdivision (a) of Article THIRD hereof, together with the houses, buildings and other improvements thereon, and the furniture, furnishings, supplies, equipment, growing crops,

livestock, other animals, whether domesticated or undomesticated, and other personal property appurtenant thereto or used thereon or in any of the buildings thereon situate, except as provided pursuant to Article FIFTH hereof.

(b) I give and bequeath unto the Trustees of THE J. PAUL GETTY MUSEUM, for the purposes of said Museum, such of my entire collection, wherever located at the time of my death, of art objects, works of art, antique furniture, rugs, tapestries, hangings and antique silverware which are suitable, in the opinion of the said Trustees of THE J. PAUL GETTY MUSEUM, for exhibition to the public for use in or in connection with said Museum.

(c) I give and bequeath unto the Trustees of THE J. PAUL GETTY MUSEUM my collection of Early Americana and other books which shall be over fifty (50) years old at the time of my death, and my collection of photographs, other than family photographs, to maintain the same in perpetuity as a library in connection with the said THE J. PAUL GETTY MUSEUM in a suitable portion of the main building occupied by said Museum which shall be provided with adequate reading facilities, provided, however, that none of such books shall be read and handled by the public except in such portion of such main building.

(d) Certain property devised or bequeathed in this Article FOURTH may be occupied by or in the possession or custody of the Trustees of THE J. PAUL GETTY MUSEUM or said Museum at the time of my death, and not wishing to disturb such occupancy, possession or custody, and being mindful of the delays attendant upon the settlement of estates, I direct my said Executors to continue to permit such occupancy, possession or custody until such time as title to such property shall vest in the Trustees of THE J. PAUL GETTY MUSEUM.

(e) I give and bequeath unto the Trustees of THE J. PAUL GETTY MUSEUM all of the shares of the common stock, as constituted at the time of my death and registered in my name, of Fine Arts Incorporated, a Delaware corporation.

All references to articles of my collection of art objects, works of art, antique furniture, rugs, tapestries, hangings, antique silverware, Early Americana and books shall specifically exclude and be deemed to exclude any such articles that may be physically located in Italy at the time of my death.

FIFTH: I give and bequeath those of my art objects not in the main dwelling on said real property mentioned and described in Article FOURTH hereof which, in the opinion of the Trustees of THE J. PAUL GETTY MUSEUM, are not suitable for exhibition to the public or for use in or in connection with said Museum, and those items in my collection of antique silverware which, in the opinion of the Trustees of THE J. PAUL GETTY MUSEUM, are not suitable for exhibition to the public or for use in or in connection with said Museum, and the balance of my library and collection of family photographs not bequeathed pursuant to subdivision (c) of Article FOURTH hereof to those of my sons, GEORGE F. GETTY II and JEAN RONALD GETTY, who survive me, equally, share and share alike as nearly as may be. I direct that the allotment of such articles to each of my said sons shall be made by my Executors as they in their discretion may elect. All references to my art objects, antique silverware, books and family photographs shall specifically exclude and be deemed to exclude any such articles that may be physically located in Italy at the time of my death.

SIXTH: (a) I give and bequeath to PENELOPE ANN KITSON, if she shall survive me, Five Thousand (5,000) shares of the common stock, as constituted at July 31, 1975, of Getty Oil Company or of such successor corporation as may result from any merger or consolidation of said Getty Oil Company and any other corporation or corporations or to which said Getty Oil Company may transfer substantially all its assets.

(b) I give and bequeath to MARY TEISSIER, if she shall survive me, Two Thousand Five Hundred (2,500) shares of the common stock, as constituted at July 31, 1975 of Getty Oil Company or of such successor corporation as may result from any merger or consolidation of said Getty Oil Company and any other corporation or corporations or to which said Getty Oil Company may transfer substantially all its assets.

(c) I give and bequeath to GLORIA BIGELOW, if she shall survive me, Six Hundred and Twenty-Five (625) shares of the common stock, as constituted at July 31, 1975, of Getty Oil Company or of such successor corporation as may result from any merger or consolidation of said Getty Oil Company and any other corporation or corporations or to which said Getty Oil Company may transfer substantially all its assets.

(d) I give and bequeath to MARY MAGINNES, if she shall survive me, Six Hundred and Twenty-Five (625) shares of the common stock, as constituted at July 31, 1975, of Getty Oil Company or of such successor corporation as may result from any merger or consolidation of said Getty Oil Company and any other corporation or corporations or to which said Getty Oil Company may transfer substantially all its assets.

(e) I give and bequeath to BELENE CLIFFORD, if she shall survive me, Six Hundred and Twenty-Five (625) shares of the common stock, as constituted at July 31, 1975, of Getty Oil Company or of such successor corporation as may result from any merger or consolidation of said Getty Oil Company and any other corporation or corporations or to which said Getty Oil Company may transfer substantially all its assets.

(f) I give and bequeath to KARIN MANNHARDT, if she shall survive me, Two Hundred and Fifty (250) shares of the common stock, as constituted at July 31, 1975, of Getty Oil Company or of such successor corporation as may result from any merger or consolidation of said Getty Oil Company and any other corporation or corporations or to which said Getty Oil Company may transfer substantially all its assets.

(g) I give and bequeath to LADY URSULA D'ABO now residing at 29 Kensington Square, W8, London, S.W., England, if she shall survive me, One Thousand (1,000) shares of the common stock, as constituted at July 31, 1975, of Getty Oil Company or of such successor corporation as may result from any merger or consolidation of said Getty Oil Company and any other corporation or corporations or to which said Getty Oil Company may transfer substantially all its assets.

(h) I give and bequeath to ROSABELLA BURCH, if she shall survive me, Five Hundred (500) shares of the common stock, as constituted at July 31, 1975, of Getty Oil Company or of such successor corporation as may result from any merger or consolidation of said Getty Oil Company and any other corporation or corporations or to which said Getty Oil Company may transfer substantially all its assets.

(i) The number of shares of common stock of Getty Oil Company or its successors specified in the bequests made by subdivisions (a) through (h) of this Article SIXTH shall be adjusted at the time of my death to reflect proportionately any increase or decrease after July 31, 1975 in such number of shares by reason of any stock dividend, stock split-up, reverse stock split, exchange, combination of shares, any distribution of shares of such common stock to stockholders, merger, consolidation, recapitalization or other corporate reorganization.

(j) I direct my executors to purchase annuities which shall pay

(1) To HILDEGARD KUHN, if she shall survive me, the sum of One Hundred Dollars (\$100) monthly as long as she shall live;

(2) To PENELOPE ANN KITSON, if she shall survive me, the sum of One Thousand One Hundred and Sixty-Seven Dollars (\$1,167) monthly as long as she shall live;

(3) To MARY TEISSIER, if she shall survive me, the sum of Seven Hundred and Fifty Dollars (\$750) monthly as long as she shall live;

(4) To GLORIA BIGELOW, if she shall survive me, the sum of Four Hundred Dollars (\$400) monthly as long as she shall live;

(5) To MARY MAGINNES, if she shall survive me, the sum of Four Hundred Dollars (\$400) monthly as long as she shall live;

(6) To BELENE CLIFFORD, if she shall survive me, the sum of Three Hundred Dollars (\$300) monthly as long as she shall live;

(7) To KARIN MANNHARDT, if she shall survive me, the sum of Two Hundred Dollars (\$200) monthly as long as she shall live.

(8) To ROBINA LUND, if she shall survive me, the sum of Two Hundred and Nine Dollars (\$209) monthly as long as she shall live;

(9) To MARIANNE VON ALVENSLEBEN, if she shall survive me, the sum of One Thousand Dollars (\$1,000) monthly as long as she shall live; and I hereby give and bequeath to my said executors such sums of money as may be necessary for such purpose.

(k) I give and bequeath the following cash legacies:

(1) To each of the following named persons who, having been employed during my lifetime at Sutton Place, Guildford, England, have reached normal retirement age and retired and who shall survive me, an amount equal to the base wages or salary paid to each such person respectively during the year preceding the date of such person's retirement: HUCHINA BANNERMAN, ERNEST E. GRAFTON, SIDNEY J. FULLER, and GERTRUDE R. MUNSON, notwithstanding that the wages or salaries paid before retirement or pensions or retirement benefits paid after retirement may have been paid during my lifetime to such persons by Sutton Place Property Company, Limited or Getty Oil Company, or any of its subsidiaries or related companies;

(2) To each of the following named persons provided that each such person is employed at the time of my death at Sutton Place, Guildford, England or, having been employed at Sutton Place, Guildford, England during my lifetime, has retired at normal retirement age and survives me, an amount equal to the base wages or salary paid to each

such person respectively during the year preceding the date of my death in the case of those then employed at Sutton Place or during the year preceding the date of such person's retirement in the case of those who have retired during my lifetime: CHARLES H. LEE, FRANCIS E. BULLIMORE, KATHRINE AEPLI, FRANK PARKES, ALBERT S. NEWMAN, BARBARA M. COLLINGS, ALBERT J. THURGOOD, RONALD A. LEGG, ELAINE MELLISH, MARY JOYCE and T.W. LOWE, notwithstanding that the wages or salaries or pensions or retirement benefits of any of those included in this bequest may have been paid during my lifetime by Sutton Place Property Company, Limited or Getty Oil Company, or any of its subsidiaries or related companies;

(3) An amount equal to six months' base salary to NORRIS BRAMLETT provided that he shall have been continuously employed at the time of my death by Getty Oil Company or by me and notwithstanding that such base salary may have been paid by Getty Oil Company or any of its subsidiaries or related companies.

SEVENTH: I give and bequeath to such of my sons, GEORGE F. GETTY II and JEAN RONALD GETTY, as shall survive me, each, two thousand (2,000) shares of the common stock, as constituted at the time of my death, of Getty Oil Company or of such corporation as may result from the merger or consolidation of said Getty Oil Company and any other corporation or corporations, or to which said Getty Oil Company may transfer substantially all its assets; and I give and bequeath to such of my sons, GORDON PETER GETTY and J. PAUL GETTY, JR. (also known as EUGENE PAUL GETTY), as shall survive me, each, the sum of Five Hundred Dollars (\$500) and nothing else; and if any of my said sons shall fail to survive me, such bequest to such son shall lapse and become part of my residuary estate.

EIGHTH: LOUISE LYNCH GETTY and I have entered into an amended separation agreement under date of January 3, 1956, and an interlocutory judgment of divorce relating to our marriage was issued by the Superior Court of the State of California in and for the County of Los Angeles under date of January 26, 1956, and a final judgment of divorce was issued by said court under date of May 29, 1958. In full and complete discharge of all obligations upon my estate under the terms of said amended separation agreement and said interlocutory and said final judgments, and pursuant to the provisions thereof, I hereby direct that, if said LOUISE LYNCH GETTY shall survive me, my Executors, hereinafter named, shall upon my death, pay to said LOUISE LYNCH GETTY such lump sum as shall be sufficient to enable said LOUISE LYNCH GETTY to purchase an annuity or annuities from any recognized insurance company or companies, or any other company or companies which shall be in the business of issuing such annuities and which may be designated by my said Executors, to yield to said LOUISE LYNCH GETTY Fifty-Five Thousand (\$55,000) Dollars per year during the term of her natural life which shall then remain, and I further direct that, during the period between the time of my death and the receipt by said LOUISE LYNCH GETTY of said lump sum payment, my said Executors shall continue to pay from my estate to said LOUISE LYNCH GETTY monthly payments equal to the monthly payments she shall have been receiving from me at the time of my death, either pursuant to a separation agreement between said LOUISE LYNCH GETTY and me or a judgment or decree of separation or divorce of a court of competent jurisdiction, provided, however, that, anything in this Article EIGHTH to the contrary notwithstanding, the amount to be paid to said LOUISE LYNCH GETTY pursuant to this Article EIGHTH shall in no event exceed twenty-five per cent (25%) of my net estate computed without deduction of any amount payable in

respect of estate or inheritance taxes, and if the amount required to purchase such annuity or annuities, as hereinabove set forth, shall exceed such twenty-five per cent (25%) of my net estate so computed, the amount to be paid to said LOUISE LYNCH GETTY by my said Executors shall be reduced to such amount as shall be equal to twenty-five per cent (25%) of my net estate as so computed, and such lesser sum shall be paid to said LOUISE LYNCH GETTY, in order to enable her to purchase an annuity or annuities, in lieu of any greater amount required to enable her to purchase an annuity or annuities which would yield said LOUISE LYNCH GETTY Fifty-Five Thousand Dollars (\$55,000) per year as hereinabove set forth.

In the determination of my net estate for the purposes of this Article EIGHTH, I direct that there shall be included in such net estate an amount equal to the amount of any and all gifts made by me, subsequent to January 3, 1956, during my lifetime in excess of One Million Dollars (\$1,000,000) in any calendar year, provided, however, that any payments made by me to said LOUISE LYNCH GETTY pursuant to any separation agreement between us or the provisions of any judgment or decree of divorce or separation shall not be deemed to constitute gifts.

NINTH: I give, devise and bequeath all of the rest, residue and remainder of my estate, of every kind, character and description, of which I may die seized or possessed and wheresoever situated, including all lapsed devises and bequests (referred to in this my Will as my "residuary estate"), to the Trustees of THE J. PAUL GETTY MUSEUM, to be added to the Endowment Fund of said Museum; but if such devise and bequest shall be deemed by any court of competent jurisdiction to be invalid, in whole or in part, or to be in excess of the amount permitted by law, or shall be set aside, in whole or in part, by any such court, or if the value of such devise and bequest, as determined for the purposes of the Federal estate

tax, shall be held not to be deductible in computing the value of my net estate for the purposes of the Federal estate tax, then I give, devise and bequeath so much thereof as is so determined to be invalid, or to be in excess of the amount permitted by law, or so set aside, or so held not to be so deductible, to my Trustees, hereinafter named, IN TRUST, NEVERTHELESS, and I direct my Trustees to pay the entire net income to and for the use and benefit of the UNIVERSITY OF SOUTHERN CALIFORNIA, provided it shall agree to establish an institute to be known as The J. Paul Getty Institute of Fine Arts, the purpose of which shall be the advancement, by means of regular courses of instruction and otherwise, of knowledge and appreciation of the fine arts, to hold the same in perpetuity, and to invest and reinvest the same, and collect and receive the income therefrom, and to pay over the net income to such University for the purposes of such Institute; but if the said UNIVERSITY OF SOUTHERN CALIFORNIA shall not so agree, then I direct my Trustees to pay the entire net income to and for the use and benefit of the UNIVERSITY OF CALIFORNIA, provided it shall agree to establish an institute to be known as The J. Paul Getty Institute of Fine Arts, the purpose of which shall be the advancement, by means of regular courses of instruction and otherwise, of knowledge and appreciation of the fine arts, to hold the same in perpetuity, and to invest and reinvest the same, and collect and receive the income therefrom, and to pay over the net amount of such income to such University for the purposes of such Institute; but, if the said UNIVERSITY OF CALIFORNIA (and the said UNIVERSITY OF SOUTHERN CALIFORNIA) shall not so agree, then I direct my Trustees to pay the entire net income to and for the use and benefit of LELAND STANFORD JUNIOR UNIVERSITY, provided it shall agree to establish an institute to be known as The J. Paul Getty Institute of Fine Arts, the purpose of which shall be the

advancement, by means of regular courses of instruction and otherwise, of knowledge and appreciation of the fine arts, to hold the same in perpetuity, and to invest and reinvest the same, and collect and receive the income therefrom, and to pay over the net amount of such income to such University for the purposes of such Institute; but if none of said three named Universities shall so agree to establish such Institute and continue it, my said Trustees shall hold the property so devised and bequeathed to them, IN TRUST, NEVERTHELESS, in perpetuity for the use and benefit of the said UNIVERSITY OF SOUTHERN CALIFORNIA and the said UNIVERSITY OF CALIFORNIA and the said LELAND STANFORD JUNIOR UNIVERSITY in such proportions, equally or otherwise, as a majority of my said Trustees shall from time to time determine, and shall invest and reinvest the same, and collect and receive the income therefrom, and pay over the net amount of such income to said Universities in such proportions as shall from time to time be so determined. By way of limitation on so much of the bequest pursuant to this article "NINTH" as shall take the form of, or be satisfied by the transfer of, shares of the common stock of Getty Oil Company or any corporation resulting from the merger or consolidation of said Getty Oil Company with any other corporation or corporations or to which substantially all of the assets of said Getty Oil Company shall have been transferred, I direct that none of such shares shall be sold or otherwise disposed of, except as hereinafter permitted or required by law, unless my Trustees, hereinafter named, shall affirmatively determine that such sale or disposition is required in order to prevent or minimize the risk of substantial loss of the corpus of the trust held by them; provided, however, that under no circumstances shall my said Trustees be required to sell or dispose of any of such shares or be subject to any liability by reason of any failure to sell or dispose

of the same; and provided, further, that nothing herein contained shall be deemed to limit the power and authority of my said Trustees to surrender the said shares or any of them, in exchange for voting shares in any corporation resulting from the merger or consolidation of any corporation (including but not limited to said Getty Oil Company) the shares of which are held by my said Trustees, and another corporation or corporations, or in exchange for voting shares of a corporation to which substantially all of the assets of any corporation (including but not limited to said Getty Oil Company), the shares of which are held by my said Trustees, shall be transferred; and provided, further that if any court of competent jurisdiction shall determine the foregoing limitation to be invalid, such determination shall not affect the validity of the foregoing devises and bequests, in whole or in part, but the same shall be deemed valid and not subject to such limitation.

Any other provisions of this Article "NINTH" notwithstanding, my said Trustees shall distribute the income of the trust for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

Any other provisions of this Article "NINTH" notwithstanding, my said Trustees shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws; nor retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws; nor make any investments in such manner as to incur tax liability under Section 4944 of the Internal Revenue Code of 1954, or

corresponding provisions of any subsequent Federal tax laws; nor make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954; or corresponding provisions of any subsequent Federal tax laws.

If the disposition set forth above to The J. Paul Getty Museum or to my Trustees in trust for charitable and educational uses cannot take effect in whole or in part because of the provisions of law restricting, limiting or invalidating gifts to charity, then I give, devise and bequeath all the property, or portion thereof, affected by such provision, to the UNIVERSITY OF SOUTHERN CALIFORNIA.

TENTH: No person shall be entitled to assign, encumber or anticipate any interest which such person may have in either the corpus or the income of any trust established pursuant to this my Will, and the same shall not be liable for the debts of any such person, except to the extent specifically provided by law.

ELEVENTH: I am not now married, and I have no children other than my said sons, EUGENE PAUL GETTY, GORDON PETER GETTY, GEORGE F. GETTY II and JEAN RONALD GETTY. Should any other person at any time be held by any court of competent jurisdiction to be a wife or child of mine, I hereby bequeath such person the sum of Ten Dollars (\$10) and no more.

TWELFTH: I direct that all estate and inheritance taxes of any and every kind, including any interest and penalties thereon, payable by reason of my death with respect to or measured by the value of any property passing under this my Will or any Codicil or Codicils thereto, or passing under any foreign Will I may make or may have made, or payable by reason of any transfers made by me during my lifetime to any person or persons in their individual capacity, shall be paid from my residuary estate; but all such taxes, together with any interest and penalties thereon, that may be payable by reason of my death with respect to any other

transfers made by me during my lifetime, or payable with respect to any insurance on my life, or payable by reason of the exercise or non-exercise of any power of appointment that I may now or hereafter have, or payable with respect to or measured by the value of any other property passing outside of this my Will or any Codicil or Codicils thereto, shall be apportioned in accordance with the laws of the State of California in effect at the time of my death and shall be payable proportionately by the respective beneficiary or beneficiaries or donee or donees of said property or properties."

THIRTEENTH: Whenever in this my Will any gift, devise or bequest is made to depend upon whether one person shall survive another or shall be living at the death of another, and both of such persons shall die in, or as a result of, a common accident or disaster or under circumstances which render it impossible or difficult to determine which person survived the other, then and in that event neither of such persons shall be deemed to have survived the other person or to have been living at the death of the other, and both of such persons shall be deemed to have died simultaneously.

FOURTEENTH: In addition to the powers which my Executors and Trustees would otherwise have by law and the powers which are herein elsewhere given to them, I give and grant unto my Executors and Trustees, respectively, the following powers and authority, except as hereinabove specifically limited:

To continue and retain any and all investments and other property which may at any time constitute a part of my estate or of the trusts hereby established, as the case may be, and to change such investments and reinvest the same or any property constituting part of my estate or of said trusts, as the case may be, as they, respectively, in their sole discretion shall

deem advisable, regardless of whether such investments would otherwise be authorized for the investment of trust funds by the laws of any jurisdiction whatsoever; in their discretion to commingle as common investments or common trust funds or to keep separate and apart the assets constituting the principal or corpus of any of the separate trusts hereby established; to continue, operate and manage any business I may be interested in at the time of my death; to sell lease beyond the term of any trust hereby established or otherwise, exchange, mortgage, loan, pledge or otherwise deal with any such investments, reinvestments and property upon such terms as they may deem advisable; generally, as to them, respectively, shall seem best, to manage and improve and to invest or reinvest and control the same; to borrow any and all sums of money; to consent to, join in or become parties to any disposition of any of such property, or to any reorganization or adjustment, consolidation, merger, dissolution or other action or agreement affecting or concerning any security or other investment at any time constituting a part of my estate or the trusts hereby established, as the case may be; to deposit any such security or investment pursuant to any agreement affecting or relating to any of the foregoing and to exchange any such security or investment for such other securities or investments as may be issued in connection therewith; to pay all assessments, subscriptions and other sums of money; to exercise any option for the conversion of any security or other investment into other securities or investments; to exercise or dispose of any rights to subscribe to new or additional securities and to make all necessary payments therefor, charging the principal of my estate or the trusts hereby established, as the case may be, with any sums which may be required therefor; to execute and deliver any proxies, powers of attorney, consents and other instruments; to determine, in

their discretion, what shall constitute principal and what shall constitute income of my estate or any of said trusts; to determine the mode in which any and all expenses and outlays incidental to or connected with the administration of my estate or said trusts, as the case may be, shall be apportioned as between principal and income; to settle and determine all questions which may arise in the administration of my estate or said trusts, as the case may be, and to settle, adjust and compromise any and all claims in favor of or against them, respectively, as such Executors or Trustees; in their discretion, to maintain any and all securities in the name or names of a nominee or nominees; to make distribution in kind; and to value the property so distributed; and, generally, to exercise all privileges, rights and powers with reference or incident to or accruing out of any of the securities or other property which at any time may constitute a part of my estate or said trusts, as the case may be.

FIFTEENTH: Subject and subordinate to the discretion hereinabove vested in my Executors and Trustees, pursuant to Article "FOURTEENTH" hereof, to determine what is principal and what is income, all stock dividends which shall be received by my said Executors or Trustees upon shares of stock at any time constituting a part of my estate or of the trusts hereby established shall be deemed to be principal. Subject and subordinate to the discretion hereinabove vested in my Executors and Trustees, pursuant to Article "FOURTEENTH" hereof, to determine what is principal and what is income, all cash dividends, whether ordinary or extraordinary, shall be deemed to be income except liquidating dividends which, whether in cash or other property, shall be deemed to be principal, and my Executors and Trustees are hereby given full power and authority to determine whether any dividend is a liquidating dividend.

SIXTEENTH: None of my said Executors or Trustees shall be in any way responsible for the acts, omissions or defaults of any other of my said Executors or Trustees.

SEVENTEENTH: Wherever the words "Executors" or "Trustees" are herein used, they shall be deemed to apply to and include, and all of the powers and authority herein granted to my Executors or Trustees shall vest in; my Executors and Trustees respectively, herein named, or such of them as qualify, and the respective survivor or survivors of them and their respective successors.

EIGHTEENTH: I nominate and appoint my sons, JEAN RONALD GETTY, GORDON PETER GETTY, and TITLE INSURANCE AND TRUST COMPANY (hereinafter referred to as the "Bank") at its office in Los Angeles, California (and any successor of the Bank, whether through sale or transfer of its business or its Trust department, conversion, consolidation, merger or otherwise) as Executors of this my Last Will and Testament and the Trustees of each and all of the trusts created hereunder.

When my sons, JEAN RONALD GETTY and GORDON PETER GETTY or the survivor of them shall cease to act as Executor and/or Trustee, either because of death or otherwise, I nominate and appoint as the successor Executors and/or Trustees hereunder, as the case may be, to serve in the place and stead of my said sons, JEAN RONALD GETTY and GORDON PETER GETTY, my then two oldest lineal descendants, other than J. PAUL GETTY II and J. PAUL GETTY III, who shall be over the age of twenty-one years. If, at that time, or at any time thereafter, there shall be fewer than two of my said lineal adult descendants acting as Executors and/or Trustees hereunder, I nominate and appoint as successor co-Executor and/or co-Trustee my next then oldest living descendant who shall be over the age of

twenty-one years, to the end that at no time after the death or ceasing to act as a fiduciary hereunder of my said sons, JEAN RONALD GETTY and GORDON PETER GETTY shall there be less than two of my lineal adult descendants and the Bank acting as Executors and/or Trustees hereunder.

If at any time after the death or ceasing to act of my said sons, JEAN RONALD GETTY and GORDON PETER GETTY, as fiduciaries hereunder there shall be no qualified lineal adult descendants of mine to act as fiduciaries hereunder then the Bank shall act as sole Executor and sole Trustee hereunder until such time as a lineal descendant of mine shall qualify as fiduciary, and then to act as co-fiduciary with such lineal descendant or descendants of mine, up to two in number, and when and if the time shall ever come when there shall be no lineal descendants of mine that can or will qualify to act as fiduciary hereunder, then said Bank shall continue as sole fiduciary hereunder.

I direct that the Executors and Trustees hereunder shall serve for the statutory commissions provided by the applicable laws of the State of California without claim or demand for any commissions, allowances or further compensations for serving as such Executors and Trustees claimed to be extraordinary.

I further direct that no Executor or no Trustee hereunder shall be required to file or post any bond or other security in any jurisdiction for the faithful performance of his, her or its duties hereunder.

I further direct that in all matters hereunder the Executors and Trustees, as the case may be, shall act respectively by majority vote.

NINETEENTH: If any person who, under the provisions of this my Will, would otherwise be entitled to any gift, bequest or devise or to any interest in the principal or income of any portion of my estate or of any trust established hereunder shall file any objection to the probate of this my Will or should in any way contest such probate or initiate any litigation the purpose of which to prevent the probate of this my Will or to set aside the probate of this my Will, then such person shall, in such event, forfeit any and all such gift, devise, bequest and interest and the same shall be disposed of as if such person had predeceased me.

TWENTIETH: I hereby direct my Executors, as soon as practicable after my death, to sell all my right, title and interest in and to the Getty Building, located at 3810 Wilshire Boulevard, Los Angeles, California, at the fair market value of said building at the time of such sale.

ADDENDUM TO WILL

ADDED BY EIGHTH CODICIL DATED JANUARY 5, 1967

If at the time of my death I shall be the owner of any property of any kind physically located outside of the continental limits of the United States of America (other than any property that may be located in the territory of the Republic of Italy which I have disposed of by the Italian will hereinbefore referred to), I specifically direct that my Executors shall abandon such property, regardless of the value thereof, and shall take no steps to reduce the same to possession for administration as part of my disposable estate, unless my Executors shall unanimously agree in their sole and absolute discretion that it is to the

best interests of my estate to reduce to their possession any part or the whole thereof, in which event my Executors shall take and are authorized to take such steps as may be necessary and appropriate in connection therewith.

If at the time of my death I shall be the owner of that certain property located in the territory of Palo, Commune of Cerveteri (Province of Rome), Italy, which I purchased from Prince Ladislao Odescalchi by deed dated March 21, 1966, consisting of a building known as "Case Nuove" or "Poste Vecchia" and of the adjoining land as described in said deed, and of which I have made testamentary disposition by the Italian will hereinbefore referred to in Article FIRST of this Codicil, I give, devise and bequeath the sum of Five Hundred Thousand Dollars (\$500,000) to the Trustees under my said Will of September 22, 1958, and the seven (7) Codicils thereto but IN TRUST, NEVERTHELESS, for the following uses and purposes:

To invest and reinvest the same, collect the income therefrom, and use and apply the net income therefrom exclusively for the upkeep and maintenance of the property hereinbefore described in this Article, including the payment of taxes thereon, insurance, repairs, rates and wages and living costs of the staff, which shall consist of not more than one caretaker couple, one daily helper, one gardener, and the part-time services of a superintendent to be selected by the life tenants (usufructuaries) of such property.

In the event there is any surplus of income from said trust in any given year, the same shall, if in the judgment of my said Trustees it is not required as a maintenance reserve, be used exclusively for improvements, repairs and maintenance or additional staff in the following year for the said property.

Such trust shall terminate upon the happening of either of the two following events: (a) the death of the last survivor of my sons, GEORGE F. GETTY II and JEAN RONALD GETTY, being the life tenants (usufructuaries) of said property under my Italian will hereinbefore referred to, or (b) upon the extinction of all of said life interests by sale or otherwise prior thereto, and the principal as it shall then consist, together with all income then accrued thereon but not then collectible, shall be paid over in equal shares, per capita, free of all conditions and restrictions, to such of my lawful male grandchildren, born or yet unborn, sons of my sons, GEORGE F. GETTY II, JEAN RONALD GETTY, EUGENE PAUL GETTY and GORDON PETER GETTY, who shall be living at the time of my death and at the time of the termination of the trust.

The above "Composit Will" is an unofficial compilation of the Last Will and Testament of JEAN PAUL GETTY dated September 22, 1958 as modified by a Codicil dated June 18, 1960; a Codicil dated November 4, 1962; a Third Codicil dated December 20, 1962, a Fourth Codicil dated January 15, 1963; a Fifth Codicil dated March 6, 1963, a Sixth Codicil dated September 16, 1965; a Seventh Codicil dated March 11, 1966; an Eighth Codicil dated January 5, 1967; a Ninth Codicil dated November 3, 1967; a Tenth Codicil dated February 24, 1969; an Eleventh Codicil dated March 28, 1969; a Twelfth Codicil dated June 26, 1970; a Thirteenth Codicil dated March 8, 1971; a Fourteenth Codicil dated July 29, 1971; a Fifteenth Codicil dated March 20, 1973; a Sixteenth Codicil dated June 14, 1973; a Seventeenth Codicil dated October 9, 1973; an Eighteenth Codicil dated July 4, 1974; a Nineteenth Codicil dated January 21, 1975; a Twentieth Codicil dated August 27, 1975 and a Twenty-first Codicil dated March 11, 1976.