

DE-111

ATTORNEY OR PARTY WITHOUT ATTORNEY (Name, state bar number, and address)
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 ATTORNEY FOR (Name): Larry J. Dressler

FOR COURT USE ONLY
FILED
 LOS ANGELES SUPERIOR COURT
 JUL 09 2004
 JOHN A. GLARKE, CLERK
 BY STEPHANIE SIANEZ, DEPUTY

SUPERIOR COURT OF CALIFORNIA, COUNTY OF Los Angeles
 STREET ADDRESS: 111 North Hill Street
 MAILING ADDRESS: 111 North Hill Street
 CITY AND ZIP CODE: Los Angeles, CA 90012
 BRANCH NAME: Central

ESTATE OF (Name): **MARLON BRANDO** DECEDENT

PETITION FOR Probate of Will and for Letters Testamentary
 Probate of Will and for Letters of Administration with Will Annexed
 Letters of Administration
 Letters of Special Administration with general powers
 Authorization to Administer Under the Independent Administration of Estates Act with limited authority

CASE NUMBER: **BP086759**
 HEARING DATE: **8/5/04**
 DEPT: **5** TIME: **9:15**

- Publication will be in (specify name of newspaper): **Metropolitan News**
 - Publication requested. b. Publication to be arranged.
- Petitioner (name of each): **Larry J. Dressler**
 - decedent's will and codicils, if any, be admitted to probate.
 - (name): **Larry J. Dressler, Morris M. Medavoy, Ayra Douglas** be appointed (1) executor (3) administrator (2) administrator with will annexed (4) special administrator with general powers and Letters issue upon qualification.
 - that full limited authority be granted to administer under the Independent Administration of Estates Act.
 - (1) bond not be required for the reasons stated in item 4d.
 (2) \$ **21.6 million** bond be fixed. It will be furnished by an admitted surety insurer or as otherwise provided by law. (Specify reasons in Attachment 2 if the amount is different from the maximum required by Prob. Code § 8482.)
 (3) \$ _____ in deposits in a blocked account be allowed. Receipts will be filed. (Specify institution and location):
- a. **Estimated value of the estate for filing fee purposes** (Complete in all cases. The estimated value of the estate is the fair market value of the real and personal property of the estate at the date of the decedent's death, without reduction for encumbrances. See Gov. Code, § 26827.):

| | |
|---|---|
| (1) <input type="checkbox"/> Less than \$250,000 | (6) <input type="checkbox"/> At least \$1.5 million and less than \$2 million |
| (2) <input type="checkbox"/> At least \$250,000 and less than \$500,000 | (7) <input type="checkbox"/> At least \$2 million and less than \$2.5 million |
| (3) <input type="checkbox"/> At least \$500,000 and less than \$750,000 | (8) <input type="checkbox"/> At least \$2.5 million and less than \$3.5 million |
| (4) <input type="checkbox"/> At least \$750,000 and less than \$1 million | (9) <input checked="" type="checkbox"/> \$ 21.6 million |
| (5) <input type="checkbox"/> At least \$1 million and less than \$1.5 million | |

 * (Specify total estimated value of estate.)
 b. This petition is not the first petition for appointment of a personal representative with general powers filed in this proceeding. The first petition was filed on (date):
- a. Decedent died on (date): **July 1, 2004** at (place): **Los Angeles, CA**
 - a resident of the county named above.
 - a nonresident of California and left an estate in the county named above located at (specify location permitting publication in the newspaper named in item 1):
- Street address, city, and county of decedent's residence at time of death (specify):
12900 Mulholland Drive, Beverly Hills, Los Angeles County, CA 90210

will requests

RECEIVED
 PROBATE DEPARTMENT
 JUL 10 2004
 10:27 AM
 10700 MULHOLLAND DRIVE
 BEVERLY HILLS, CA 90210

(Continued on reverse)

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| ESTATE OF (Name): MARLON BRANDO | CASE NUMBER: |
| DECEDENT | |

4. c. Character and estimated value of the property of the estate for bond purposes:

(1) Personal property: \$ 3,000,000

(2) Annual gross income from
 (a) real property: \$ 0
 (b) personal property: \$ 500,000
Total: \$ 500,000

(3) Real property: \$ 18,600,000 (If full authority under the Independent Administration of Estates Act is requested, state the fair market value of the real property less encumbrances.)

- d. (1) Will waives bond. Special administrator is the named executor and the will waives bond.
 (2) All beneficiaries are adults and have waived bond, and the will does not require a bond. (Affix waiver as Attachment 4a(2).)
 (3) All heirs at law are adults and have waived bond. (Affix waiver as Attachment 4d(3).)
 (4) Sole personal representative is a corporate fiduciary or an exempt government agency.
- e. (1) Decedent died intestate.
 (2) Copy of decedent's will dated: 8/28/02 codicils dated: 6/18/04 are affixed as Attachment 4e(2). (Include in Attachment 4e(2) a typed copy of a handwritten will and a translation of a foreign language will.)
 The will and all codicils are self-proving (Prob. Code, § 8220).

f. Appointment of personal representative (check all applicable boxes):

(1) Appointment of executor or administrator with will annexed:

- (a) Proposed executor is named as executor in the will and consents to act.
 (b) No executor is named in the will.
 (c) Proposed personal representative is a nominee of a person entitled to Letters. (Affix nomination as Attachment 4f(1)(c).)
 (d) Other named executors will not act because of death declination other reasons (specify in Attachment 4f(1)(d)).

(2) Appointment of administrator:

- (a) Petitioner is a person entitled to Letters. (If necessary, explain priority in Attachment 4f(2)(a).)
 (b) Petitioner is a nominee of a person entitled to Letters. (Affix nomination as Attachment 4f(2)(b).)
 (c) Petitioner is related to the decedent as (specify):

(3) Appointment of special administrator requested. (Specify grounds and requested powers in Attachment 4f(3).)

g. Proposed personal representative is a resident of California nonresident of California (affix statement of permanent address as Attachment 4g). resident of the United States nonresident of the United States.

5. Decedent's will does not preclude administration of this estate under the Independent Administration of Estates Act.

6. a. The decedent is survived by (check at least one box in each of items (1)-(4)).

- (1) spouse no spouse as follows: divorced or never married spouse deceased
 (2) domestic partner no domestic partner (See Prob. Code, §§ 37(b), 6401(c), and 6402.)
 (3) child as follows: natural or adopted natural adopted by a third party no child
 (4) issue of a predeceased child no issue of a predeceased child

b. Decedent is is not survived by a stepchild or foster child or children who would have been adopted by decedent but for a legal barrier. (See Prob. Code, § 6454.)

7. (Complete, if decedent was survived by (1) a spouse or domestic partner but no issue (only a or b apply), or (2) no spouse, domestic partner, or issue. Check the first box that applies):

- a. Decedent is survived by a parent or parents who are listed in Item 9.
 b. Decedent is survived by issue of deceased parents, all of whom are listed in item 9.
 c. Decedent is survived by a grandparent or grandparents who are listed in Item 9.
 d. Decedent is survived by issue of grandparents, all of whom are listed in item 9.
 e. Decedent is survived by issue of a predeceased spouse, all of whom are listed in item 9.
 f. Decedent is survived by next of kin, all of whom are listed in item 9.
 g. Decedent is survived by parents of a predeceased spouse or issue of those parents, if both are predeceased, all of whom are listed in Item 9.
 h. Decedent is survived by no known next of kin.

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| ESTATE OF (Name): MARLON BRANDO | CASE NUMBER: |
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8. (Complete only if no spouse or issue survived decedent.) Decedent had no predeceased spouse had a predeceased spouse who (1) died not more than 15 years before decedent owning an interest in **real property** that passed to decedent, (2) died not more than five years before decedent owning **personal property** valued at \$10,000 or more that passed to decedent, (3) neither (1) nor (2) apply. (If you checked (1) or (2), check only the first box that applies):
- a. Decedent is survived by issue of a predeceased spouse, all of whom are listed in item 9.
 - b. Decedent is survived by a parent or parents of the predeceased spouse who are listed in item 9.
 - c. Decedent is survived by issue of a parent of the predeceased spouse, all of whom are listed in item 9.
 - d. Decedent is survived by next of kin of the decedent, all of whom are listed in item 9.
 - e. Decedent is survived by next of kin of the predeceased spouse, all of whom are listed in item 9.
9. Listed below are the names, relationships, ages, and addresses, so far as known to or reasonably ascertainable by petitioner, of (1) all persons named in decedent's will and codicils, whether living or deceased; (2) all persons named or checked in items 2, 6, 7, and 8; and (3) all beneficiaries of a devisee trust in which the trustee and personal representative are the same person.

| | | |
|------------------------------|------------|----------------|
| Name and Relationship | Age | Address |
|------------------------------|------------|----------------|

SEE ATTACHMENT NO. 9

Continued on Attachment 9.

10. Number of pages attached: 10

Date: July 7, 2004

* (Signatures of all petitioners also required. (Prob. Code, § 1020, California Rules of Court, rule 7.03).)



 (SIGNATURE OF ATTORNEY*)

I declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct.

Date: 7/6/2004

 LARRY J DRESSMAN
 (TYPE OR PRINT NAME)



 (SIGNATURE OF PETITIONER)

 (TYPE OR PRINT NAME)



 (SIGNATURE OF PETITIONER)

WILL
OF
MARLON BRANDO

I, **MARLON BRANDO**, a resident of Los Angeles County, California, declare that this is my will. I hereby revoke all wills and codicils previously made by me.

ARTICLE 1
DECLARATIONS CONCERNING FAMILY

I am not married. I have the following ten (10) children who are now living:

Christian Brando, born May 11, 1958
Miko Brando, born February 26, 1961
Teihotu Brando, born May 30, 1963
Rebecca Brando Kotlinzky, born June 17, 1966
Petra Brando-Corval, born January 14, 1972
Maimiti Brando, born April 19, 1976
Raiatua Brando, born April 1, 1981
Nina Priscilla Brando, born May 13, 1989
Myles Jonathan Brando, born January 16, 1992
Timothy Gahan Brando, born January 6, 1994

I acknowledge that I have one (1) deceased child, Cheyenne Brando, born February 20, 1971, and one adopted daughter, Petra Brando-Corval. I intentionally and with full knowledge of the consequences do not provide in my will or in my Living Trust for Cheyenne's issue or for Petra Brando-Corval, or for any of Petra's issue. All provisions of my will shall be interpreted as though Petra had predeceased me without issue.

All references in this will to "my children," or any similar term, refer to not only my children named above, but also to any child or children hereafter born to or adopted by me. For all purposes under this will, adoption shall be deemed the equivalent of a blood relationship.

ARTICLE 2
GUARDIANS OF MY CHILDREN

2.1 Guardians of My Children

As of the date of this will, three of my children, Nina Priscilla Brando, Myles Jonathan Brando and Timothy Gahan Brando, are minors. The mother of these children is Maria Christina Ruiz. If any such child is a minor at my death, then I nominate Maria Christina Ruiz to serve as his or her guardian.

2.2 Authorization of Parental Authority

I give the guardian of the person of my child the same authority over the person of my child as a parent having legal custody of a child and authorize the guardian to exercise the power without the need for notice, hearing, court authorization, instructions, approval, or confirmation in the same manner as if the authority were exercised by a parent having legal custody of a child. I request that no additional bond be required because of the grant of these independent powers.

ARTICLE 3 POUR OVER PROVISIONS

3.1 Benefits for Alice Marchak and Blanche Hall

In my Living Trust I have provided that certain monthly payments shall be made to Alice Marchak and Blanche Hall from the assets of the trust. I expect and direct that to the extent such payments cannot be made from my Living Trust, the same shall be made by my Executor from the assets of my estate.

3.2 Residue of Probate Estate Pours Over Into Trust

I give the residue of my estate to the trustee of my Living Trust, to be added to, administered and distributed as part of such Trust according to its terms, including any amendments made to it before my death. To the extent permitted by law, it is not my intent to create a separate trust by this gift or to subject my Living Trust or the property added to it by this gift to the jurisdiction of the probate court, except to the extent provided for in my Living Trust or in California Probate Code Section 17200.

3.3 Savings Clause When Pour-Over Is Invalid

If the disposition in paragraph 3.2 above is inoperative or is invalid for any reason, or if my Living Trust fails or has been revoked, then I incorporate by reference the terms of my Living Trust as it exists on the date of this will, and I give the residue of my estate to the trustee named in that trust as trustee, to be held, administered and distributed as provided in the trust instrument incorporated in this will.

ARTICLE 4 NOMINATION OF EXECUTOR AND POWERS

4.1 Designation of Executor

I nominate the persons listed below, in the order and priority indicated, as executor and alternate or successor executor of my will:

First: JoAn Corrales

Second: Alice Marchak

A successor appointee named above shall act only if the immediate predecessor fails to qualify or ceases to act. In the event there is no nominated successor or alternate executor who is willing or able to serve, JoAn, or if she is unable or unwilling to act, Alice, shall have the power to name a successor executor in writing, which writing shall be filed with the court. The phrase "my executor" as used in this will shall refer to and include any personal representative of my estate.

4.2 Independent Administration of Estates Act Applicable

My executor may administer my estate under the California Independent Administration of Estates Act (Probate Code sections 10400-10600).

4.3 Retention of Property

My executor may retain any asset of my estate (including unproductive, speculative, or fluctuating assets) for as long as the executor considers proper. My executor shall not be liable for any resulting losses unless the executor acts in bad faith, is grossly negligent or engages in willful misconduct.

4.4 Unlimited Power of Sale

My executor may sell, with or without notice, by either public or private sale, for cash or terms, any property of my estate that my executor considers necessary for the proper administration and distribution of my estate.

4.5 Power to Lease

My executor may lease all or any part of the real or personal property of my estate on terms that my executor considers proper.

4.6 Power to Distribute Property

In distributing my estate or in selecting the property to be distributed in satisfaction of any bequest provided by this will, my executor shall have absolute discretion to determine which property of my estate shall be allocated to the shares, parts, or bequests to be distributed.

4.7 Power to Pay Bequests for Benefit of Minors or Incompetents

If at the date of distribution of any property from my estate, the beneficiary of the property under my will is a minor, or under any other Legal disability, or unable, in the executor's opinion, to administer the property properly by reason of mental or physical illness or disability, the executor is empowered to distribute the property, in the executor's sole discretion, to any one or more of the following persons for the benefit of the beneficiary: (a) a legally appointed guardian or conservator of the estate of the beneficiary; or (b) if the beneficiary is a minor, his or her parent or custodian under the California Uniform Transfers To Minors Act, provided that if no custodian is then in existence, the executor is empowered to designate a

custodian for this purpose from among those persons qualified to serve. I authorize the executor to accept the receipt of any distributee in full satisfaction and discharge of the distribution of such property.

My executor may purchase, or exchange assets for, assets of my estate or any fractional interests in it for adequate consideration.

ARTICLE 5 PAYMENT OF DEATH TAXES FROM LIVING TRUST

My executor shall pay all death taxes from the assets of my estate; provided, however, that if such assets are inadequate, or if my executor believes it would be appropriate to place the assets of my estate in the hands of the trustee of my Living Trust before such taxes are paid, then my executor shall request a distribution from the trustee of the trust to satisfy such obligation, all as provided for in my Living Trust. "Death taxes" includes all estate and inheritance taxes, generation-skipping transfer taxes, Internal Revenue Code section 2032A recapture taxes, and taxes attributable to excess retirement accumulations, if applicable, and interest and penalties on such taxes. Those terms are incorporated in this paragraph by reference.

ARTICLE 6 OTHER PROVISIONS

6.1 Disinheritance of Omitted Heirs

Except as otherwise provided in this will, I have intentionally and with full knowledge omitted to provide for my heirs.

6.2 No-Contest Clause

If any beneficiary under my will in any manner, directly or indirectly, contests my will or any of its provisions in any legal proceeding that is designed to thwart my wishes as expressed in my will, any share or interest in my estate given to that contesting beneficiary under my will is revoked and shall be disposed of under the terms of my will as if that contesting beneficiary had predeceased me without issue.

6.3 Gender and Number

Except when the context in this will requires otherwise, the singular includes the plural, and the masculine gender includes the feminine and neuter when referring to executors, trustees, guardians, or custodians.

6.4 Definition of "Issue," "Child," "Children" (Includes Those Born Out of Wedlock)

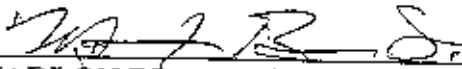
The terms "issue," "child," and "children" include a person born out of wedlock if a parent-child relationship, as defined under the California Uniform Parentage Act, exists between

this person and one through whom this person claims benefits under this will. These terms do not include persons who are adults at the time of adoption.

6.5 Severability Clause

If any provision of this will is unenforceable, the remaining provisions shall remain in full effect.

Signed on August 28, 2002, at Beverly Hills, California.



MARLON BRANDO

ATTESTATION CLAUSE

On the date written below, the testator, **MARLON BRANDO**, declared to us that this instrument was his will and asked us to witness it. The testator then signed this will in our presence, all of us being present at the same time. At the testator's request, in the testator's presence, and in the presence of one another, we subscribe our names as witnesses.

We believe that the testator is over age 18, is of sound mind, and is under no constraint or undue influence.

Joseph Brutsmann
[Signature of Witness]

Joan A. Petrone
[Signature of Witness]

We declare under penalty of perjury that the foregoing is true and correct and that this declaration was executed on August 28, 2002, at Los Angeles, California.

Joseph Brutsmann
[Signature of Witness]

Joan A. Petrone
[Signature of Witness]

Name and Address:

JOSEPH BRUTSMANN
[Print Name]

7219 ROSEWOOD AVE.
[Address]

L. A. CA 90036
[City, State, ZIP Code]

Name and Address:

JOAN A. PETRONE
[Print Name]

9031 Wonderland Ave.
[Address]

Hollywood, Ca 90046
[City, State, ZIP Code]

Brando First Codicil

FIRST CODICIL TO LAST WILL DATED AUGUST 28, 2002
OF
MARLON BRANDO

I, MARLON BRANDO, a resident of the County of Los Angeles, State of California, declare this to be the First Codicil to my Last Will dated August 28, 2002.

ARTICLE I.

I delete Section 4.1 of Article 4 of my said Last Will in its entirety, and I substitute in lieu thereof the following:

" DESIGNATION OF EXECUTORS: I appoint MORRIS M. MEDAVOY, LARRY J. DRESSLER and AVRA DOUGLAS, or such of them as are able and willing to act, as Co-Executors of this Will (or as sole Executor as the case may be). Should none of them be able or willing so to act, or to continue so to act, then I appoint NORTHERN TRUST BANK OF CALIFORNIA as Executor. If at any time there are multiple Executors acting hereunder, the decision of a majority of them shall control in the event of disagreement."

ARTICLE II.

I hereby reaffirm and republish my said Last Will dated August 28, 2002, as modified by this Codicil.

IN WITNESS WHEREOF, I have hereunto set my hand this 18 day of June, 2004.


MARLON BRANDO

On this date written below, MARLON BRANDO declared to us, the undersigned, that this instrument, consisting of two (2) pages including the page signed by us as witnesses, was a Codicil to his Will and requested us to act as witnesses to it. He thereupon signed, this instrument, which we understand to be a Codicil to his Will, in our presence, all of us being present at the same time.

At this time MARLON BRANDO is over eighteen years of age and appears to be of sound mind. We have no knowledge of any facts indicating that this instrument, or any part of it, was procured by duress, menace, fraud or undue influence. Each of us is now over eighteen years of age. We now, in his presence and in the presence of each other, subscribe our names as witnesses.

Executed on JUNE 18, 2004, at Los Angeles, California.

We declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct.

Residing at

2332 S. DUNSMUIR AVE
LOS ANGELES, CA 90016

Residing at

10536 KUNNINGHAM AVE
LOS ANGELES, CA 90024