

LAST WILL OF HENRY J. FONDA

I, HENRY J. FONDA, a resident of Los Angeles County, California, declare this to be my Last Will and revoke all former Wills and Codicils thereto.

FIRST: I declare that I am married to Shirlee Adams Fonda, and that we have no issue. I further declare that I have three children by previous marriages: My daughter Jane Fonda Hayden and Amy Fonda Fishman, and my son Peter Henry Fonda.

SECOND: It is my wish that there be no funeral or memorial service at the time of my death, and that my remains be promptly cremated and disposed of without ceremony of any kind.

THIRD: I AM PROVIDING PRIMARILY FOR MY WIFE Shirlee and my daughter Amy because they are dependent upon me for their support. I have made no provision in this Will for Jane or Peter, or for their families, solely because in my opinion they are financially independent, and my decision is not in any sense a measure of my deep affection for them.

FOURTH: I give to my wife Shirlee, if she is living 30 days after the date of my death, all of my personal effects, clothing and automobiles, together with any interest I may have in our furniture, furnishings and objects of art. Should Shirlee not be living 30 days after the date of my death then I give my personal effects and clothing to my son Peter to be disposed of as he deems best, and the balance of this gift shall lapse.

FIFTH: I give \$200,000.00 to my daughter Amy, if she is living 90 days after the date of my death. If Amy is not living at the time then this gift shall lapse.

SIXTH: I give the residue of my estate, of whatsoever kind and nature, and wheresoever situated, to Shirlee Adams Fonda, if she is living 90 days after the date of my death.

SEVENTH: If Shirlee is not living 90 days after the date of my death, then I give the aforesaid residue of my estate to the Omaha Community Playhouse, at Omaha, Nebraska, to be used for such capital improvements, and for the maintenance and operation thereof, as the governing body of said Playhouse deems proper, this gift to be known as "The Henry and Shirlee Fonda Bequest."

EIGHT: I direct that all Federal and state estate, inheritance and succession taxes payable by reason of my death, and whether or not attributable to properties subject to probate administration, be charged to and paid from the residue of my probate estate as a whole, without allocation to or apportionment among the residuary beneficiaries.

NINTH: Except as otherwise provided herein, I have intentionally and with full knowledge omitted to provide for my heirs, including any persons who may claim to be my issue. If any beneficiary under this Will, or any legal heir of mine, or any person claiming under any of them, shall contest this Will or attack or seek to impair or invalidate this Will, or any part or provision hereof, or conspire with or voluntarily assist anyone attempting to do any of those things, in that event I specifically disinherit each such person and all legacies, bequests, devises and interests given under this Will to that person shall lapse and be forfeited, and shall be disposed of as if such person (together with anyone claiming through such person (together with anyone claiming through such person under nay anti-lapse law) had predeceased me without issue.

TENTH: I appoint Shirlee Adams Fonda, Peter Henry Fonda and Richard M. Rosenthal as Executors of this Will, and should any one or more thereof be dead or unable or unwilling so to act, or should any one or more of them fail to complete the administration of my estate, then I appoint the remaining persons or person as Executors or Executor.

No bond shall be required of any Executor acting hereunder, and the Executors or Executor acting hereunder shall have full power and authority to lease, sell, exchange or encumber the whole or any part of my estate, at public or private sale, with or without notice, subject only to such confirmation of court as may be required by law; shall have full power and authority to continue to operate any business or other enterprise in which my estate has an interest, the profits and losses therefrom to inure to and be chargeable against my estate as a whole; and shall have full power and authority to distribute the assets of my estate in cash or in kind, allocating assets among the beneficiaries and following such procedure as said Executor deems reasonable.

The Executors or Executor acting hereunder are further empowered to invest and reinvest surplus moneys of this estate in such types of investments, both real and personal, as may be selected in the discretion of such Executors or Executor including corporate obligations of every kind, preferred or common stocks and common trust funds, subject only to such authorization of court as may be required by law.

IN WITNESS WHEREOF, I have hereunto set my hand this 22 day of ___January , 1981.

Date ___Sep 13, 1982

Attest: Los Angeles County Clerk

Henry J. Fonda

By: _____Deputy

On the date written below, HENRY J. FONDA, declared to us, the undersigned, that this instrument, consisting of 3 pages including the page signed by us as witnesses, was his Will and requested us to act as witnesses to it. He thereupon signed this Will in our presence, all of us being present at the same time.

At this time HENRY J. FONDA 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 ___ January 22, 1981, at ___ Los Angeles, California.

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

_____ Residing at _____
_____ Residing at _____
_____ Residing at _____