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12 Co-Conservator of the Estate

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14 **SUPERIOR COURT OF THE STATE OF CALIFORNIA**  
15 **COUNTY OF LOS ANGELES, CENTRAL DISTRICT**  
16

17 In re the Conservatorship of the Person and  
Estate of

18 BRITNEY JEAN SPEARS,

19 Conservatee.  
20

Case No. BP 108870

**ORDER GRANTING PETITION FOR  
SUBSTITUTED JUDGMENT**

[Probate Code §2580(a)(5) and (13)]

Date: December 13, 2017

Time: 10:00 a.m.

Dept: 99

Judge: Hon. Brenda J. Penny, Judge *Pro Tem*

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24 [FILED UNDER SEAL IN DEPT. ~~99~~  
PURSUANT TO MINUTE ORDER  
25 DATED 01/24/18. ORDER GRANTING  
MOTION TO SEAL ENTERED ON  
26 04/09/18]

27  
28 3650556.3 26244-330

ORDER GRANTING PETITION FOR SUBSTITUTED JUDGMENT

**FILED**  
Superior Court of California  
County of Los Angeles

MAY 22 2018

Sherri R. Carter, Executive Officer/Clerk

By Joseph Ferevz Deputy

FREEMAN, FREEMAN & SMILEY, LLP  
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1 The Petition for Substituted Judgment [Probate Code §2580(a)(5) and (13)], as  
2 supplemented, filed by ANDREW M. WALLET, Co-Conservator of the Estate and JAMES P.  
3 SPEARS, Conservator of the Person and Co-Conservator of the Estate (collectively "Petitioners")  
4 of BRITNEY JEAN SPEARS, Conservatee ("Ms. Spears"), came on regularly for hearing on  
5 December 13, 2017 at 10:00 a.m. in Department 99 of this Court, the Honorable BRENDA J.  
6 PENNY, Judge, *Pro Tem* presiding. Appearances were made as follows: GERALDINE A.  
7 WYLE and JERYLL S. COHEN of Freeman, Freeman & Smiley, LLP, appeared for JAMES P.  
8 SPEARS, who also appeared; SAMUEL D. INGHAM, III, appeared as the court-appointed  
9 counsel for BRITNEY JEAN SPEARS, the Conservatee; and ANDREW M. WALLET also  
10 appeared.

11 Having considered the record, pleadings, the declarations and hearing the testimony  
12 presented in Court, from proof made to the satisfaction of the Court,

13 THE COURT FINDS THAT:

- 14 A. Notice of hearing has been given as required by law.  
15 B. All of the allegations of the Petition as supplemented are true.  
16 C. The Conservatee is not opposed to the relief requested in the Petition as  
17 supplemented, and has advised her court-appointed counsel that she has consented to each of the  
18 documents.  
19 D. The actions proposed in the Petition as supplemented will have no adverse  
20 effect on the Conservatorship Estate.  
21 E. No objections to the relief requested in the Petition as supplemented have  
22 been made or filed and no one appeared in opposition to said Petition.

23 NOW, THEREFORE, IT IS ORDERED THAT:

- 24 1. The Petition for Substituted Judgment of Andrew M. Wallet and James P.  
25 Spears, as Co-Conservators of the Estate of Britney Jean Spears, Conservatee, as supplemented  
26 by the First, Second and Third Supplements is granted;  
27  
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2. Andrew M. Wallet and James P. Spears, as Co-Conservators of the Estate are authorized to execute on behalf of Britney Jean Spears, Conservatee, the revocable trust in the form of the following Document A;

3. No annual or bi-annual accountings or status reports are required to be filed with this Court unless and until such revocable trust executed by the Co-Conservators is more than nominally funded;

4. Andrew M. Wallet and James P. Spears, as Co-Conservators of the Estate are authorized to execute on behalf of Britney Jean Spears, Conservatee, the Will of Britney Jean Spears in the form of the following Document B;

5. Andrew M. Wallet and James P. Spears, as Co-Conservators of the Estate are authorized to execute on behalf of Britney Jean Spears, Conservatee, the First Amendment to the SJB Revocable Trust in the form of Document C;

~~6. Andrew M. Wallet and James P. Spears, as Co-Conservators of the Estate are authorized to execute on behalf of Britney Jean Spears, Conservatee, the Appointment of Successor Trustee SJB 2004 Insurance Trust in the form of Document D. (Relief was withdrawn, pursuant to 12/13/17 minute order).~~

PS

[SIGNATURE OF THE HON. COMMISSIONER BRENDA J. PENNY, JUDGE *PRO TEM* FOLLOWS LAST ATTACHMENT]

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Approved as to form: *and content*

*Samuel D. Ingham, III*  
Samuel D. Ingham, III  
Court-appointed counsel for Britney J. Spears

Dated: 4-5-18

Paragraph 6 on page 3 is not granted, as 12/13/17 minute order indicates that the relief requested was withdrawn, pursuant to IT IS SO ORDERED. *counsel's request.*

Dated: 5/2/18

*Brenda J. Penny*  
Brenda J. Penny, Judge Pro Tem

**BRENDA PENNY**

PS

ERETMAN, FURMAN & SMILEY, LLP  
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LOS ANGELES, CALIFORNIA 90057  
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I certify that this is a true and correct copy of the original ORDER on file in this office consisting of 138 pages.

SHERRI R. CARTER, Executive Officer / Clerk of the Superior Court of California, County of Los Angeles

Date: JUN 05 2018 By: [Signature] Deputy

D. WADE

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Exhibit "B"  
First Amendment to SJB Revocable Trust

[See Attached]

**FIRST AMENDMENT TO  
THE SJB REVOCABLE TRUST**

On July 26, 2004, BRITNEY JEAN SPEARS, as Settlor, and BRITNEY JEAN SPEARS, as sole Trustee, executed a declaration of trust creating the SJB REVOCABLE TRUST (the "Trust"). A copy of the declaration of trust creating the Trust is attached hereto as Exhibit "A." In Paragraph 8(c) of the Trust, the Settlor reserved the right to amend the Trust in a written instrument delivered to the then-acting Trustees of the Trust. IVAN TABACK, who had been serving as the sole Trustee of the Trust, resigned as Trustee and appointed JAMIE LYNN SPEARS to serve as successor Trustee in his place and stead.

JAMES P. SPEARS and ANDREW M. WALLET (referred to as the "Conservators") are the presently acting Co-Conservators of the Estate of BRITNEY JEAN SPEARS, Los Angeles Superior Court Case No. BP108870 (the "Conservatorship") pursuant to the Order for Substituted Judgment entered under and pursuant to Probate Code Section 2580(b)(5), on \_\_\_\_\_ (the "Court Order"). Acting on behalf, and in the place and stead, of the Settlor, the Co-Conservators desire to exercise the Settlor's power to amend the Trust to, in addition to other changes, confirm the appointment of JAMIE LYNN SPEARS as sole Trustee of the Trust, to change the disposition of the Trust property, and to modify the Trust in other respects, as follows:

**A. Amendment of Paragraph 1(a).** Paragraph 1(a) of the Trust is hereby amended to read in its entirety as follows:

"(a) The Settlor is unmarried and is a citizen of the United States. Settlor was previously married to KEVIN FEDERLINE ("KEVIN"), which marriage terminated by legal dissolution. Settlor has two (2) children now living, namely, SEAN PRESTON FEDERLINE, born [REDACTED], and JAYDEN JAMES FEDERLINE, born [REDACTED]. The terms "the Settlor's children," "child of the Settlor" and any variation of those terms refer to them and to any other children the Settlor may have in the future. At this time, the Settlor has no other children, living or deceased."

**B. Amendment of Paragraphs 3, 4 and 5.** Paragraphs 3, 4 and 5 of the Trust are hereby deleted, and replaced with the following new Paragraphs 3, 4 and 5 to read in their entirety as follows:

"3. Upon the Settlor's death, the entire principal of the Trust, including all accrued but undistributed and unrealized income, together with any insurance on the Settlor's life or other assets payable to the Trust as a result of the Settlor's death, shall be promptly distributed by the Trustee to the trustee or co-trustees of the BJS

KIDS & FAMILY TRUST (the “Kids & Family Trust”), to be held, administered and distributed in accordance with its terms as it may have been amended from time to time before the Settlor’s death. If for any reason the Kids & Family Trust is not in existence on the date of the Settlor’s death, or this gift to the Kids & Family Trust fails for any reason, the Trustee shall hold the Trust assets in trust, the terms of which shall be identical to the terms of the declaration of trust establishing the Kids & Family Trust, a copy of which is attached hereto as Exhibit A and the terms of which are hereby incorporated herein by this reference. The Trustee shall have no liability for promptly distributing the Trust assets to the trustee or co-trustees of the Kids & Family Trust, and the trustee or co-trustees of the Kids & Family Trust shall indemnify the Trustee for any liabilities arising from obligations of the Settlor or estate tax attributable to the Settlor’s death.

4. [reserved].

5. [reserved].”

**C. Amendment of Paragraph 6.** Paragraph 6 of the Trust is hereby amended to read in its entirety as follows:

“6. (a) During the Settlor’s lifetime, the sole Trustee of the Trust shall be JAMIE LYNN SPEARS (“JAMIE LYNN”). However, JAMIE LYNN shall at all times have the authority, but not the obligation, (i) to appoint, to serve with JAMIE LYNN as Co-Trustee or to serve as a custodian or agent, an institutional trustee that is qualified to act as such in the State of California and that has capital, undivided profits and surplus aggregating at least \$50,000,000; (ii) to remove any such institutional trustee and serve again as sole Trustee; or (iii) to remove such institutional trustee and appoint an institutional trustee as successor Co-Trustee in its place. Upon the death or resignation of JAMIE LYNN, any institutional trustee so appointed shall also cease to serve as Co-Trustee, agent or custodian unless specifically retained by the designated successor Trustee or Co-Trustee, or unless such institutional trustee is the successor Trustee designated either by JAMIE LYNN or otherwise pursuant to this instrument. It is the Settlor’s intent that during the Settlor’s lifetime and if JAMIE LYNN is no longer serving as sole Trustee, there shall always be an institutional trustee serving either as sole Trustee or as Co-Trustee with an individual successor Trustee. Notwithstanding the foregoing, while the Settlor is living and under a conservatorship of her estate, no successor Trustee or Co-Trustee designated by JAMIE LYNN, whether an individual or institution, may serve unless and until such successor is approved by a court of competent jurisdiction (referred to herein as the “Court”).



(b) After the Settlor's death, the Co-Trustees shall be (i) JAMIE LYNN, and (ii) an institutional trustee selected by JAMIE LYNN that is qualified to act as such in the State of California and that has capital, undistributed profits and surplus aggregating at least \$50,000,000. JAMIE LYNN is required to appoint the institutional Co-Trustee within 30 days of the Settlor's date of death. It is the Settlor's intent that following her death, there shall always be an institutional trustee serving as sole Trustee or as Co-Trustee with JAMIE LYNN or with one of JAMIE LYNN's successor Trustees.

(c) If at any time, including during the Settlor's lifetime, JAMIE LYNN is unable or unwilling to continue to serve as Trustee, then the person designated by JAMIE LYNN as a successor individual Co-Trustee shall replace her, provided that, if there is no successor individual Co-Trustee designated by JAMIE LYNN willing and able to serve as Trustee in her place, then the institutional Co-Trustee then serving, if any, or its successor in interest, shall serve as sole Trustee. If the institutional Co-Trustee then serving is unable or unwilling to continue to serve as a Trustee, or if no institutional Co-Trustee is then serving, then the institutional trustee designated by JAMIE LYNN to serve as institutional Co-Trustee shall replace it, and if there is no institutional trustee designated by JAMIE LYNN that is willing and able to serve as Trustee, then the Court shall appoint a successor institutional trustee to fill the vacancy. JAMIE LYNN shall prepare and maintain with the Trust records a written instrument, signed and dated by JAMIE LYNN, identifying by name and order of succession the individuals and institutional trustees who will serve as successor individual and institutional Co-Trustees in the event JAMIE LYNN ceases to serve as Trustee for any reason. JAMIE LYNN may change her designations, and the most recently executed designation shall control. Notwithstanding the foregoing, while the Settlor is living and under a conservatorship of her estate, no successor Trustee or Co-Trustee designated by JAMIE LYNN may serve unless and until such successor is approved by a court of competent jurisdiction.

(d) An individual Trustee shall cease to act as Trustee hereunder if he or she is under a legal disability or if by reason of illness or mental or physical disability, in the written opinion of two doctors then practicing medicine, he or she is unable to manage his or her affairs. Each Trustee acting hereunder hereby waives any doctor-patient privilege that may exist and authorizes said doctors to release all medical information that may be requested by the Trustees acting hereunder.

(e) In lieu of bond, the Trustee shall at all times maintain the assets of the Trust at a California trust company or financial institution in one or more blocked accounts that comply fully with the requirements of Probate Code sections 2328 and 2453 through 2456, inclusive. All blocked accounts must be held on the express condition that the property, including any earnings thereon, will not be withdrawn except on prior authorization of the Court. All assets held in blocked accounts may be invested and reinvested within such accounts in compliance with the provisions of this Trust and applicable law so long as no funds are withdrawn. A receipt and a written agreement not to permit withdrawals unless specifically authorized by the Court must be executed by the depository and filed with the Court exercising jurisdiction over this Trust for each blocked account. All such receipts and agreements may be sealed on the basis that they are confidential financial information and no less restrictive basis exists to protect the privacy interests of the beneficiaries of this Trust.”

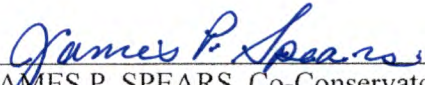
**D. Amendment of Paragraph 8(t).** Paragraph 8(t) of the Trust is hereby deleted and amended to read in its entirety as follows:


“(t) [reserved]”

**F. Ratification of Trust.** Except as amended by this instrument, in all other respects the provisions of this Trust remain in full force and effect.

IN WITNESS WHEREOF, the undersigned have hereunto set their hand and seal the day and year first above written.

BRITNEY JEAN SPEARS, Settlor, by and through

  
\_\_\_\_\_  
JAMES P. SPEARS, Co-Conservator of the Estate of BRITNEY JEAN SPEARS, pursuant to the Order of the Los Angeles Superior Court in the Conservatorship Estate of BRITNEY JEAN SPEARS, Case Number BP108870, entered on

  
\_\_\_\_\_  
ANDREW M. WALLET, Co-Conservator of the Estate of BRITNEY JEAN SPEARS, pursuant to the Order of the Los Angeles Superior Court in the Conservatorship Estate of BRITNEY JEAN SPEARS, Case Number BP108870, entered on



ACKNOWLEDGMENT

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

Tennessee  
STATE OF ~~CALIFORNIA~~ )  
 ) ss.  
COUNTY OF Davidson )

On July 6<sup>th</sup>, 2018 before me, Erica Lynn Meyer, Notary Public  
(insert name and title of the officer)

personally appeared James Spears, who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument, the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of ~~California~~ Tennessee that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature *Erica Lynn Meyer* (SEAL)  
Notary Public

My Commission Expires  
June 22, 2020



**ACKNOWLEDGMENT**

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

STATE OF CALIFORNIA )  
 ) ss.  
COUNTY OF VENTURA )

On July 2nd, 2018 before me, SAMANTHA SYTKO, Notary Public  
(insert name and title of the officer)

personally appeared Andrew M. Wallet, who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument, the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature [Handwritten Signature] (SEAL)  
Notary Public

