

AGREEMENT REGARDING ORPHANS' COURT PETITION

This Agreement Regarding Orphans' Court Petition ("Agreement") is entered this 12 day of September, 2003, between The Barnes Foundation ("The Foundation") and Lincoln University – of the Commonwealth System of Higher Education ("Lincoln University"). The Agreement is executed by the parties' duly authorized representatives in order to resolve all outstanding differences between the parties regarding The Foundation's petition originally filed in the Orphans' Court for Montgomery County on September 24, 2002 and amended on June 5, 2003 ("the Petition").

The Barnes Foundation filed the Petition seeking to make certain changes to its governing documents, including, *inter alia*, the portion of its Indenture and Bylaws establishing the structure and size of its Board of Trustees. Article V of The Foundation's proposed new Bylaws (Exhibit "D" to The Foundation's petition and amended petition) outlines the new structure and size of the Board of Trustees. Under Section 5.3 of those proposed Bylaws, upon approval of the Petition, the current, five0member Board of Trustees would immediately elect three additional At Large Trustees to the Board of Trustees. The eight trustees (the five original trustees and the three new trustees) would then elect the remaining seven. Lincoln University intervened in the Orphans' Court proceedings and filed an answer to the Petition, opposing the proposed changes to the governing documents regarding the structure of The Foundation's Board of Trustees.

As outlined below, pursuant to this Agreement, The Foundation agrees to amend that portion of its proposed Bylaws that addresses the structure of its Board of Directors. In return, as outlined below, Lincoln University agrees to withdraw its appearance from the proceedings regarding the Petition and to cease all opposition to the Petition.

The parties hereby agree as follows:

1. The Foundation will amend Section 5.3 of its proposed Bylaws to provide that, in addition to the three (3) At Large Trustees who shall be elected by the Board of Trustees

immediately after approval of the Petition, three (3) Designated Trustees (i.e., those nominated by Lincoln University) also shall be elected immediately after approval of the Petition pursuant to the procedure outlined in Section 5.4 of the proposed Bylaws. The election of all persons nominated by Lincoln University shall not be unreasonably withheld.

2. The Foundation will amend Section 5.4 of its proposed Bylaws to provide that there will be five (5) Designated Trustees (i.e., those nominated by Lincoln University) and ten (1) At Large Trustees.
3. Lincoln University will formally withdraw from the proceedings regarding The Foundation's Petition, which withdrawal shall include, but not be limited to, the formal withdrawal of Lincoln University as a party to the proceedings regarding The Foundation's Petition; the withdrawal of appearance of any counsel for Lincoln University; the withdrawal by Lincoln University of its answer to The Foundation's original Petition and its answer to The Foundation's amended Petition; and withdrawal of any outstanding discovery requests or pleadings served or filed by Lincoln University. Lincoln University will not oppose, and will publicly declare its support for The Foundation's Petition, including those aspects of the Petition related to the size and structure of The Foundation's Board of Trustees.

Agreed to the 12 day of September, 2003.

Signed by Dr. Bernard C. Watson, President, The Barnes Foundation Board of Trustees

Frank C. Gihan, Chairman, Lincoln University Board of Trustees on behalf of the Executive Committee

Lawrence Barth, Senior Deputy Attorney General (signing on behalf of D. Michael Fisher, Attorney General, Commonwealth of Pennsylvania)