

Signed
copy of
the Will

THIS IS THE LAST WILL AND TESTAMENT of me, **RAFFI CEYLAN**, of the County of Essex and Province of Ontario.

1. I HEREBY REVOKE all former Wills and other testamentary dispositions of every nature or kind whatsoever by me at any time heretofore made and declare this to be and contain my Last Will and Testament, and I hereby further declare that the within document is the only executed copy of my Last Will and Testament.

2. I NOMINATE, CONSTITUTE AND APPOINT my wife **IVANA CEYLAN**, to be the estate trustee, executrix and trustee of this my Will; PROVIDED that if **IVANA CEYLAN** shall have predeceased me or surviving me shall decline to act as an estate trustee, executor and trustee of this my Will or shall die or resign or become incapable of acting before the administration of my estate is completed, then I APPOINT my sister-in-law, **ELENA O'NEILL**, to be the estate trustee, executrix and trustee of this my Will in the place of **IVANA CEYLAN**; I DECLARE that the expression "my trustee" wherever used throughout this my Will or any codicil hereto shall mean the estate trustee, executrix and trustee for the time being and from time to time of this my Will whether original or substituted.

3. I HEREBY DESIGNATE my wife, **IVANA CEYLAN**, as my beneficiary under any Registered Retirement Savings Plans, Registered Retirement Income Funds, Deferred Profit Sharing Plans, pension plans and annuities purchased therefrom which I may own at the time of my death, to receive all proceeds payable thereunder upon or as a result of my death. I declare that this shall be a designation within the meaning of the Succession Law Reform Act and, to the extent that any such plans and or

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funds are governed by the Insurance Act, that this shall also be a declaration within the meaning of the Insurance Act.

4. I GIVE, DEVISE AND BEQUEATH all my property of every nature and kind and wheresoever situate, including any property over which I may have a general power of appointment, to my Trustee upon the following trusts, namely:

(a) To pay my just debts, funeral and testamentary expenses, and all income taxes, estate, legacy, succession or inheritance duties and taxes whether imposed by or pursuant to the laws of this or any other jurisdiction whatsoever that may be payable in connection with any property forming part of my estate passing on my death (or deemed so to pass or deemed to be property of mine by any governing law) or in connection with any proceeds, payments or distributions with respect to any insurance and/or annuities on my life or any gift or benefit given or conferred by me either during my lifetime or by survivorship or by this my Will or any codicil thereto and whether such duties and taxes be payable in respect of estates or interests which fall into possession at my death or at any subsequent time; and I hereby authorize my Trustee to defer, commute or prepay any such taxes or duties. This direction shall not extend to or include any such taxes that may be payable by a purchaser or transferee in connection with any property transferred to or acquired by such purchaser or transferee upon or after my death pursuant to any agreement with respect to such property.

(b) To pay and transfer the residue of my estate to my wife; **IVANA CEYLAN**, if she survives me for a period of thirty (30) days after my death, for her own use absolutely;

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(c) If my wife, **IVANA CEYLAN**, shall have predeceased me or shall die within thirty (30) days following my death, my Trustee shall divide the residue of my estate then remaining into as many equal shares as there shall be children of mine alive at the death of the survivor of me and my said wife, provided that if any child of mine shall then be dead and if any issue of such deceased child shall then be living, such deceased child of mine shall be considered alive for the purpose of such division.

My Trustee shall set aside one of such equal shares for each of my children then alive, and subject to the terms hereof, shall keep such share invested until such child attains the age of twenty-five (25) years and shall pay to such child or apply to his or her care maintenance, education and benefit so much of the income and capital of such share as my Trustee in the exercise of an absolute discretion considers appropriate from time to time. Any surplus income shall be accumulated and added to the share, provided that upon the expiry of the maximum period during which my Trustee is entitled to accumulate income, my Trustee shall pay the net income from the share to such child. When my child attains the age of twenty-five (25) years, my Trustee shall pay and transfer the remaining part of such share to him or her. If such child should die before becoming entitled to receive the whole of his or her share of my estate, such share or the amount thereof remaining shall be divided, paid and transferred by my Trustee among the issue of such child who survive him or her in equal shares per stirpes, and if such child should leave no issue surviving, such share or the amount thereof remaining shall be divided, paid and transferred by my Trustee among my issue alive at the death of such child in equal shares per stirpes. If however, an interest passes to any child of mine for whom a part of my estate is being held in trust under my Will, that share or the amount thereof remaining shall be subject to the provisions of

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this paragraph as if such equal shares had formed part of the original share of such child.

My Trustee shall set aside one of such equal shares for the issue of each child of mine who has predeceased the survivor of me and my said wife but who has left issue alive at the death of the said survivor of me and my wife, and shall divide, pay and transfer such share among the issue then alive of such deceased child of mine in equal shares per stirpes.

5. I DECLARE that no gift, or the income therefrom, under this my Will shall be assigned or anticipated, or fall into any community of property, partnership or other form of sharing or division of property which may exist between any beneficiary and his or her spouse or partner, and every gift together with the income therefrom shall remain the separate property of a beneficiary hereunder, free from all property rights or controls by his or her spouse or partner. Without limiting the generality of the foregoing, I direct that all of the gifts and other benefits granted by me under this my Will and all the income derived therefrom shall be excluded from net family property of a beneficiary and the value thereof shall not be subject to division between a beneficiary and his or her spouse or partner pursuant to the Ontario Family Law Act or any successor legislation thereto. All references to income contained in this paragraph of this my Will are intended by me and shall be deemed to include capital gains as well as any other accretions to capital arising from a gift or benefit hereunder.

6. Subject to the provisions contained in paragraph 4 (c) of this my Will, if any beneficiary shall acquire a vested interest in any share, portion, part or parts of my estate before attaining the age of majority, the interest of such beneficiary shall be held and kept invested by my Trustee and, the

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Income and capital, or so much thereof as my Trustee shall in her unfettered discretion determine necessary or advisable, shall be paid, applied or used for the benefit of such beneficiary until he or she attains the age of majority. IN MAKING from time to time and at any time or times any payment or transfer to, or in applying any amounts to or for the benefit of, any beneficiary under the age of majority in accordance with the provisions of this my Will, my Trustee is hereby authorized and empowered to make such payment or transfer, or apply such amounts, to any one or more of the following persons:

- (i) such beneficiary;
- (ii) any parent of such beneficiary;
- (iii) the legal guardian of such beneficiary; and
- (iv) any other person or persons, whether or not the legal guardian of such beneficiary, who in the sole and unfettered opinion of my Trustee, shall have the care and custody of such beneficiary;

and my Trustee shall not be under any obligation to see to the application of any funds so paid, transferred or applied and the receipt of the recipient thereof shall be a good and sufficient discharge to my Trustee.

7. I AUTHORIZE my Trustee to use her unfettered discretion in the realization of my estate, with power to my Trustee to sell, call in and convert into money any part of my estate not consisting of money, at such time or times, in such manner and upon such terms and either for cash or credit or for part cash and part credit as my Trustee shall in her unfettered discretion decide, with power and discretion to decide against such conversion in connection with all or any part of my estate or to postpone such conversion of my estate or any part or parts thereof for such length of time as my Trustee may think best, and I hereby authorize and empower my Trustee to

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retain any portion of my estate in the form in which it may be at my death (notwithstanding that the same may not be in the form of an investment or investments in which trustees are by law authorized to invest trust funds and whether or not there may be any liability attached thereto) for such length of time as my Trustee may in her unfettered discretion deem to be in the best interests of my estate.

8. IN ADDITION to all other powers vested in trustees by law or otherwise and without in any way restricting the general powers, discretions and authorities in this my Will given to my Trustee, my Trustee without the interposition of any person entitled hereunder shall have from time to time and at any time or times power, discretion and authority as follows:

(a) whenever it becomes necessary for my Trustee to invest any moneys held in connection with my estate I will and declare that my Trustee in making such investment shall not be required to diversify and shall not otherwise be restricted by the provisions of section 27 of the Ontario Trustee Act, as amended from time to time, but may invest in any investment that in her uncontrolled discretion she considers advisable and my Trustee shall not be held responsible for any loss that may be occasioned by any such investment made by my Trustee in good faith. Without limiting the generality of the foregoing, my Trustee shall be specifically authorized to invest in mutual fund and pooled fund investments notwithstanding any rule of law that prohibits a trustee from delegating powers or duties.

(b) without limiting the generality of the foregoing, I expressly authorize my Trustee to engage the services of one or more investment counsel managers, mutual fund managers, and/or investment advisors as my Trustee from time to time in her absolute discretion considers advisable

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(the "investment counsel") to advise my Trustee in respect of the investment and reinvestment of my estate, with power to my Trustee to delegate to such investment counsel discretion to manage all or any part of the assets of my estate as may be directed by my Trustee. She is further authorized to fix the remuneration to be paid to any such investment counsel and such remuneration is to be charged upon my estate and payable out of the capital or income thereof in such proportions as my said Trustee from time to time considers advisable. In making any such arrangement as aforesaid, I authorize my Trustee to place estate investments in the custody of such investment counsel, to transfer such investments or any of them into the name of such investment counsel, or any nominee thereof and to delegate to such investment counsel any or all discretionary powers respecting investments. My Trustee shall incur no liability for any action taken in good faith as a consequence of following the advice of the investment counsel however communicated or for any loss resulting from the delegation of discretion to the investment counsel, provided that my Trustee has acted in good faith;

(c) If at any time my Trustee holds in my estate any investment in or in connection with any company or corporation or partnership or limited partnership, to join in or take any action in connection with such investment or to exercise any rights, powers and privileges which at any time may exist or arise in connection with any such investment to the same extent and as fully as I could if I were alive and the sole owner of such investment and to retain as an investment of my estate for such length of time as in her discretion my Trustee deems advisable any asset or other interest whatsoever acquired by my Trustee through the exercise of the powers hereinbefore given to them;

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(d) to make any division of my estate or set aside or pay any share or interest therein, either wholly or in part, in the assets forming my estate at the time of my death or at the time of such division, setting aside or payment, and I expressly will and declare that my Trustee shall in her absolute discretion fix the value of my estate or any part thereof for the purpose of making any such division, setting aside or payment and the decision of my Trustee shall be final and binding on all persons concerned;

(e) I authorize my Trustee to sell, partition, exchange or otherwise dispose of the whole or any part of my real property in such manner at such time and upon such terms as to credit or otherwise as my Trustee in her discretion considers advisable, with power to accept purchase money mortgage or mortgages for any part of the purchase or exchange price. My Trustee shall also have the power to mortgage or to lease for any term the real or leasehold property forming part of my estate, subject to such covenants and conditions as my Trustee shall think fit, to accept surrenders of leases and tenancies, to expend money in repairs, alterations, rebuilding and improvements and generally to manage any such property. My Trustee shall also have the right to renew and keep renewed any mortgage or mortgages upon any real estate forming part of my estate or any part thereof, to borrow money on any such real estate upon the security of any mortgage or mortgages and to pay off any mortgage or mortgages which may be in existence at any time forming part of my estate. I also give to my Trustee power to execute and deliver such deeds, mortgages, leases or other instruments as may be necessary to effect such a sale, mortgage, lease or other disposition. The power of sale herein is discretionary and not mandatory;

(f) at any time and from time to time upon such terms and subject to such conditions as my Trustee sees fit to borrow on behalf of my

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deem advisable and to refer to arbitration all such claims if my Trustee deems same advisable;

(j) if at the time of my death I am liable as endorser, guarantor, surety or otherwise for any liability of any person or persons, to renew from time to time in the absolute discretion of my Trustee the bills, notes, guarantees or other securities or contracts evidencing such liability and for that purpose to enter into, execute or issue new bills, notes, guarantees or other securities or contracts for or on behalf of my estate; my intention in conferring upon my Trustee the powers and discretions herein contained is to give her such powers and authorities as will enable her to assist in the gradual liquidation of the liabilities which I may be under in order that the person or persons for whom I may be liable as aforesaid may not be unduly embarrassed.

(k) at any time and from time to time to make or not to make any election or elections, determinations, distributions and/or allocations for the purposes of the Income Tax Act (Canada) or any similar legislation of any province or other jurisdiction in force from time to time as she in her absolute discretion deems to be in the best interests of my estate and/or the beneficiaries, whether or not such election or elections, determinations, distributions and/or allocations may or would have the effect of conferring an advantage on any one or more of the beneficiaries or could otherwise be considered but for the foregoing as not being an impartial exercise by my Trustee of her duties hereunder or as not being the maintaining of an even hand among the beneficiaries. I specifically exonerate my Trustee from any responsibility with respect to any such elections, determinations, distributions and/or allocations made by her through a bona fide exercise of such power; and

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(l) I authorize my Trustee to take and transfer at reasonable intervals from the income and/or capital of my estate such amounts on account of my Trustee's compensation that my Trustee reasonably anticipates will be requested at the end of the accounting period in progress, either upon the audit of the estate accounts or on approval by the beneficiaries of my estate. If the amount subsequently awarded on Court audit or agreed to by the beneficiaries is less than the amount so taken, the excess shall be repaid to my estate without interest.

9. If my wife, **IVANA CEYLAN**, does not survive me, I appoint my sister-in-law, **ELENA O'NEILL**, to be the custodian of my minor children and the guardian of my children's property during their minority. **ELENA O'NEILL** shall not be required to furnish security for acting as custodian and guardian.

In the event that **ELENA O'NEILL** does not survive me or become unwilling or unable to act as the custodian of my minor children and the guardian of their property during their minority, I appoint my mother-in-law, **LYDIA ANNA HRVATIN**, to be the custodian of my minor children and the guardian of my children's property during their minority. **LYDIA ANNA HRVATIN** shall not be required to furnish security for acting as custodian and guardian.

In the event that **ELENA O'NEILL** or **LYDIA ANNA HRVATIN**, as the case may be, consent to have custody of any such minor child, I request her to apply to a court of competent jurisdiction within ninety (90) days of my death for appointment as the custodian and the guardian of the property of such child. I wish to emphasize that I consider it very important that liberal payments be made to the custodian of my children in order that a very happy home life should be created for my children while they are growing up. I desire my Trustee to place emphasis on the financial needs of my minor children

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