

DATED the 8th day of February A.D. 2008

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LAST WILL AND TESTAMENT
OF
LIONEL ANDRE BOUCHARD

Hook & Smith
Barristers and Solicitors
201 - 3111 Portage Avenue
Winnipeg, Manitoba
R3K 0W4

Dennis Alfred Smith

Phone: (204) 885-4520

THIS IS THE LAST WILL AND TESTAMENT of me, LIONEL ANDRE BOUCHARD, of the Town of Elie, in the Province of Manitoba.

REVOCATION

1. I HEREBY REVOKE all former Wills and Testamentary dispositions of every nature and kind whatsoever by me heretofore made.

EXECUTORS

2. I APPOINT my sister, MADELEINE FILLION, to be the sole Executrix and Trustee of this my Will, provided if my sister should die in my lifetime or before the trusts hereof shall have terminated, or should refuse or be unable to act or to continue to act or should resign as my Executrix and Trustee, then I APPOINT my daughter, MARLENE LEGARE, to be the Executrix and Trustee of this my Will in the place and stead of my sister and I declare that the expression of "my Trustees" used throughout this my Will shall include, where the context permits, the Trustee or Trustees for the time being of this my Will, whether original or substituted.

GIFT TO TRUSTEE IN TRUST

3. I GIVE the whole of 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 Trustees upon the following trusts:

- a. I direct my Trustees to pay out of and charge to the capital of my general estate, my just debts, funeral and testamentary expenses and all succession duties and estate, inheritance and death taxes, whether imposed by this or any other jurisdiction whatsoever that may be payable in connection with any property passing on my death (but not including 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) or in connection with any insurance on my life 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 Will or any Codicil hereto, 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 Trustees in their uncontrolled discretion to commute or prepay any such taxes or duties or to defer the payment of any such taxes or duties

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upon any remainder interest in expectancy until such interest shall fall into possession or to pay any such taxes at any intermediate time which my Trustees consider to be in the best interests of my estate. Any duties or taxes so paid shall be treated as an ordinary debt of my estate;

b. TO PAY, TRANSFER AND DELIVER the rest and residue of my estate in equal shares to the following:

- i) My daughter, LEONA BOUCHARD;
- ii) My daughter, HELENE JOHNSON;
- iii) My daughter, LYNDA STAUB;
- iv) My daughter, CLAIRE DEMERY;
- v) My son, JERRY BOUCHARD;
- vi) My daughter, DOREEN BOUCHARD
- vii) The children of my late daughter, BEATRICE CHABOT, (one share divided equally among the three children, namely, NATALIE CHABOT, PAUL CHABOT and RAYMOND CHABOT),

provided that in the event that any of the above-noted individuals shall have predeceased me, leaving issue, the share which such individual would have received is to be divided and paid among his or her issue in equal shares, per stirpes.

c. I hereby declare that I have not included my daughter, MARLENE LEGARE, as a beneficiary of my estate in furtherance of her wishes in that regard;


d. I hereby confirm that I have not included my son, ANDRE BOUCHARD, as a beneficiary of my estate given that he is indebted to me as a result of past dealings.

POWERS

4. FOR THE PURPOSE of carrying out the directions of this my Will, I hereby give to my Trustees the following powers:

- a. TO use their discretion in the realization of my estate with power to my Trustees 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, either for cash or credit as my Trustees in their discretion shall deem advisable with power to my Trustees to postpone any such conversion, until they deem advisable a sale of my estate in its then actual state or investment, so long as they shall see fit, and the income of any property

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remaining unconverted shall from the time of my death be paid and applied in the same manner as the income of the proceeds thereof would have been payable and applicable for the time being if such property had so been converted;

- b. TO invest the whole or any part of my estate in any investment or investments which my Trustees shall in their unfettered discretion determine to be advisable without being limited to investments authorized by law for Trustees and my said Trustees shall not be liable for any loss or losses that may happen to my estate in connection with any investment made by them in good faith;
- c. TO agree and settle accounts with all persons, liable to account to my estate and for that purpose to execute effectual receipts, releases or discharges;
- d. TO compromise and settle in such manner as my Trustees in their discretion may determine any claim against my estate and such compromise and settlement shall be final and binding upon all persons interested in my estate, beneficially or otherwise;
- e. TO initiate any action which may be necessary in order to collect accounts that may be outstanding to the credit of my estate;
- f. My Trustees may 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 Trustees shall in their 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 Trustees shall be final and binding upon all persons concerned notwithstanding that my Trustees may be beneficially interested in the property appropriated or partitioned;
- g. My Trustees may make all such elections as they shall deem in their absolute discretion to be in the best interest of my estate as a whole, and specifically any elections as may be necessary under the *Income Tax Act* of Canada, and the provisions thereof in force from time to time.

5. IF ANY PERSON should become entitled indefeasibly to any share in my estate before attaining the age of 21 years the share of such person and any income derived therefrom shall be held and kept invested by my Trustees, and the income and capital, or so much thereof as my Trustees in their absolute discretion consider necessary or advisable, shall be used for the maintenance, education and advancement of such person until he or she attains the age of 21 years. Provided, that in the event that such person

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should subsequently die before attaining the age of 21 years, such share or the amount thereof remaining shall revert to the residue of my estate and devolve therewith.

6. I AUTHORIZE my Trustees to make any payments or transfers for any person under the age of majority or otherwise under disability to a parent or guardian or person acting as such of such person, whose receipt shall be a sufficient discharge of my Trustees in respect of such payments. I expressly authorize the parent or guardian or person acting as such of any person under the age of majority or otherwise under a disability to make any election or elections on behalf of such person 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.

IN TESTIMONY whereof I have to this my Last Will and Testament, written upon this and 3 preceding pages of paper, subscribed my name this 8th day of February, 2008.

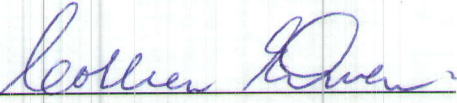
LB *Bob*

SIGNED, PUBLISHED AND DECLARED by)
the said Testator, Lionel Andre Bouchard, as)
and for his Last Will and Testament, in the)
presence of us both present at the same time)
who at his request and in his presence and in)
the presence of each other have hereunto)
subscribed our names as witnesses.)

Lionel Bouchard
Lionel Andre Bouchard

WITNESSES:





201-3111 Portage Avenue
Winnipeg, Manitoba R3K 0W4
ADDRESS

201-3111 Portage Avenue
Winnipeg, Manitoba R3K 0W4
ADDRESS

Barrister and Solicitor
OCCUPATION

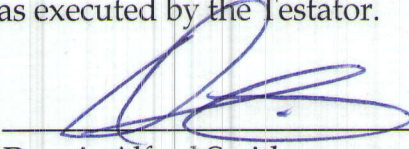
Legal Secretary
OCCUPATION

IN THE MATTER OF THE LAST WILL AND TESTAMENT OF Lionel Andre Bouchard of the Town of Elie, in the Province of Manitoba.


I, DENNIS ALFRED SMITH, of the City of Winnipeg, in the Province of Manitoba, Barrister and Solicitor, make oath and say:

1. THAT I know Lionel Andre Bouchard, of the Town of Elie, in the Province of Manitoba, Retired.
2. THAT on the 8th day of February, 2008, I was personally present and did see the paper writing hereunto annexed and marked as Exhibit "A" to this affidavit, executed by the said Lionel Andre Bouchard, as it now appears as and for his Last Will and Testament, by signing his name at the foot or end thereof and that at the time of the execution of the Will the said Testator was of the full age of 18 years and, in my opinion, the Testator was of sound mind, memory, and understanding at the time of the execution of the said Will.
3. THAT the Will was so executed by the Testator in my presence and in the presence of Colleen Elizabeth Owen of the City of Winnipeg, in the Province of Manitoba, Legal Secretary, who were both present at the same time; whereupon Colleen Elizabeth Owen and I did in the presence of the Testator, attest and subscribe the Will as witnesses.
4. THAT neither I, nor Colleen Elizabeth Owen is a beneficiary, nor the husband or wife of a beneficiary, named in the Will.
5. THAT neither I nor, Colleen Elizabeth Owen is a beneficiary, nor the common-law partner, as defined in subsection 12(1) of *The Wills Act*, of a beneficiary, named in the Will (or the contrary, as the case may be).
6. THAT no other copy of the Will was executed by the Testator.

SWORN before me at City of)
Winnipeg, in the Province of)
Manitoba, this 8th day of)
FEBRUARY A.D. 2008)



Dennis Alfred Smith



A Notary Public in and for the
Province of Manitoba

A Notary Public in and for the
Province of Manitoba

DESIGNATION OF A HEALTH CARE PROXY

1. I, Lionel Andre Bouchard, hereby designate the following persons as my Health Care Proxies:

- a) my sister, Madeleine Fillion,
- b) my daughter, Marlene Legare,
- c) my cousin, Jules Chartrand.

2. I wish my Proxies to act consecutively so that my cousin, Jules Chartrand will only act if my daughter, Marlene Legare, cannot or will not act and that my daughter, Marlene Legare, will only act if my sister, Madeleine Fillion, cannot or will not act.

3. I place no restrictions on the ability of my Health Care Proxy to make medical decisions on my behalf when I lack the capacity to do so for myself.

SIGNED at the City of Winnipeg, in the Province of Manitoba, this 8th day of February, 2008.

Witness

Lionel Bouchard
Lionel Andre Bouchard

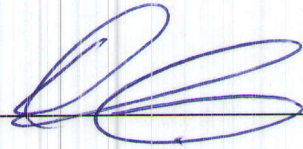
AFFIDAVIT OF EXECUTION

CANADA) I, DENNIS ALFRED SMITH,
PROVINCE OF MANITOBA) of the City of Winnipeg, in the
TO WIT:) Province of Manitoba, Barrister and
) Solicitor

MAKE OATH AND SAY as follows:

- 1. That I know Lionel Andre Bouchard and witnessed his execution of the attached Health Care Proxy on the date indicated thereon.
- 2. That, as of the said date, Lionel Andre Bouchard was of the full age of sixteen (16) years and in my opinion was of sound mind, memory and understanding and was under no duress, fraud or undue influence.
- 3. That I am not related to Lionel Andre Bouchard by blood, marriage or adoption.
- 4. That I have no material interest, financial or otherwise in the health care, or the health care decisions of Lionel Andre Bouchard.

SWORN before me at the City)
of Winnipeg, in the Province)
of Manitoba this 30th day of)
FEBRUARY, 2008.)



A Notary Public in and for the Province
of Manitoba