

WILL

THIS IS THE LAST WILL AND TESTAMENT of me, **WILLIAM JAMES CONNELLY**, presently of the City of Edmonton, in the Province of Alberta.

PART I

INITIAL MATTERS

1. **REVOCATION**

I revoke all former Wills and Codicils.

2. **APPOINTMENT OF EXECUTOR**

(a) I APPOINT **JOSEPHINE CONNELLY, WILLIAM JAMES McKAY HENNING** and **EUGENE C. AUDELL**, jointly, to be the Executors and Trustees of my Will.

(b) If any of **JOSEPHINE CONNELLY, WILLIAM JAMES McKAY HENNING** and **EUGENE C. AUDELL** fails to survive me or is unable or unwilling to act as Executor of my Will, the remaining Executors may appoint a mutually acceptable person to replace such Executor, it being my intention that at all times there should be Three (3) Executors of my estate and I APPOINT them to be the Executors of my Will and Trustee of the trusts created by my Will. I would like such appointed Executor to be acceptable to my son, **GERALD A. CONNELLY**.

(c) I refer to my Executrix or my Executor and Trustee, whether original, substituted or surviving as "my Trustees."

3. **FUNERAL ARRANGEMENTS**

It is my wish that my funeral arrangements and the music to be played thereat should follow as closely as possible the funeral arrangements that were made for my son, Terrance James Connelly, and that the following persons be asked if they would act as pallbearers at my funeral:

CON000141

- Either Richard or Graham Purcell
- Jimmie Jost
- Buck Gregory
- Des O'Connor
- Art O'Hanlon
- Bill Henning

**PART II
DISPOSITION OF ESTATE**

4. **ESTATE TO TRUSTEES**

I give and appoint to my Trustees, all my property wherever located including any property over which I may have general power of appointment upon the following trusts:

(a) **Payment of Debts**

To pay my legally enforceable debts, funeral expenses and all expenses incurred in connection with the administration of my estate.

(d) **Trust of Common Shares of Con-Fam**

I DIRECT my Trustees to hold all common shares and preferred shares of Con-Fam Ltd. in trust for my son, **GERALD A. CONNELLY**, alive at my death on such terms and conditions as I have directed or may direct or my Trustees in their uncontrolled discretion may have determined for the benefit of my son, **GERALD A. CONNELLY**, who is alive at my death and is active in the employ of Connelly-McKinley Limited. I authorize my Trustees to continue to retain such shares in the form which they are at my death even though they are not authorized by law as Trustee investments. In the event of the death of my said son, **GERALD A. CONNELLY**, I direct my Trustees to hold the common shares of Con-Fam in trust for those grandsons of mine who are active in the business operated by Connelly-McKinley Limited for so long as the Trust may be permitted by law.

(e) **Specific Bequests**

- (i) To pay or cause to be paid by Connelly-McKinley Limited as my Executors may in their absolute discretion

Richard Purcell

CON000142

decide the sum of \$10,000.00 to each of the following cemeteries provided each cemetery prepares a suitable plan for the use of the monies which is acceptable to my son, **GERALD A. CONNELLY**;

- Lamoreux Cemetery
- Morinville Cemetery
- Legal Cemetery
- Mearns Cemetery – near Morinville
- Rivierre Que Barre Cemetery
- Villeneuve Cemetery
- Enoch Cemetery
- Alexander Reserve Cemetery
- Lac St. Anne Cemetery
- Roman Catholic Cemetery - at Beaumont
- Holy Trinity Cemetery – at Nisku

- (ii) The sum of \$2,500.00 to provide a marker for the grave of Robert C. Owen, who died on the 23rd day of December, 1930 and is buried at St. Joachims;
- (iii) The sum of \$2,500.00 to provide a suitable marker for the graves of Emilio Picarello and Florence Lesander, who were executed at Fort Saskatchewan, for historical purposes;
- (iv) The sum of \$5,000.00 to provide a suitable marker for the abandoned cemetery at Winterburn, Alberta near 215th Street, for historical purposes;
- (v) The sum of \$5,000.00 to provide a suitable marker for the abandoned cemetery at St. Francis, located at 147th and 148th Avenue and 53rd and 54th Street, Edmonton, for historical purposes;
- (vi) The sum of \$10,000.00 to the Clergy Pension Fund for the Roman Catholic Diocese of Edmonton;
- (vii) The sum of \$25,000.00 to **JANET SHERA**, a good friend of my wife, Phyllis, and myself;
- (viii) The sum of \$25,000.00 to **AVELINA ALVA**;

CON000143

- (ix) The sum of \$10,000.00 to **WINNIE BURCE**;
- (x) The sum of \$10,000.00 to provide a suitable monument at the family plot in St. Albert that would provide for the members of the Connelly family who are buried there.

RL
[Handwritten signatures]

(xi) To pay or transfer the sum of Three Hundred Thousand (\$300,000.00) Dollars to each of my daughters, **PATRICIA ~~BREWER~~ LORI SCOZZAFAVA** and **JOSEPHINE (JODI) CONNELLY** and my son, **GERALD A. CONNELLY**, who may be alive at the date of my death. In the event that any of my said daughters or my said son fails to survive me, the share which such daughter or son would have been entitled to in my estate, had he or she survived me, shall be paid to the children of such deceased child (my grandchildren) then alive in equal share per capita, subject to the trusts hereinafter set out.

(xii) To pay or transfer the sum of Three Hundred Thousand (\$300,000.00) Dollars to my son **WILLIAM J. CONNELLY, JR.** provided he enters into a termination agreement as an employee of Connelly-McKinley Limited on terms satisfactory to my Trustees which provides, *inter alia*, a retirement allowance not to exceed the sum of Thirty Thousand (\$30,000.00) Dollars per year.

(d) **Disposition of Residue Other Than Preferred Shares And Common Shares of Con-Fam**

RL
[Handwritten signatures]

To divide any remaining assets of my estate other than Preferred and Common Shares of Con-Fam, which are to be held in trust as hereinbefore provided, among my children, **PATRICIAL ~~BREWER~~ LORI SCOZZAFAVA, JOSEPHINE (JODI) CONNELLY, and GERALD A. CONNELLY**, alive at my death.

5. **TRUSTS FOR CHILDREN AND MINORS**

To hold and keep invested the share of any person interested in my estate under the age of Thirty (30) years, subject to the following trusts:

CON000144

[Handwritten signatures]

(a) **Capital Distribution**

Each person is to receive the capital of his or her share subject to encroachments when he or she attains the age of Thirty (30) years.

(b) **Income Distribution**

The income from his or her invested share shall be invested or disbursed on behalf of such person in the discretion of my Trustees, subject to encroachments until he or she attains the age of Thirty (30) years.

(c) **Trustees to Encroach**

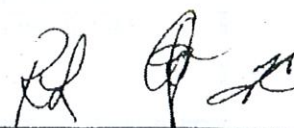
While my Trustees hold any share of my estate in trust for any person entitled to share in my estate, they shall have the power to pay or transfer from that person's share, either to or on behalf of that person the income or capital or so much of either or both as my Trustees may from time to time in their discretion consider advisable.

PART III**ADMINISTRATION OF ESTATE**6. **POWERS OF TRUSTEES**

To carry out the terms of my Will and the trusts created by my Will, I give to my Trustees the following powers:

(a) **Payment of Taxes**

To prepay or commute all or any part of those income taxes for which my estate is or may become liable, or to postpone the payment of all or any part of those taxes and to make any election or allocation under the *Income Tax Act (Canada)* which my Trustees consider from time to time to be in the best interests of my estate or the beneficiaries of my estate.



CON000145

(b) Administration of Business Interests

- (i) I authorize my Trustees to continue, discontinue, wind-up or sell any proprietorship, partnership, joint venture or other business interest owned by me at the time of my death. My Trustees shall have authority to continue or terminate any contract or other general commercial obligation or transaction to which I was a party at the time of my death. My Trustees shall also have authority to take any action necessary to participate in the amalgamation, reorganization or recapitalization of any firm or corporation in which I held any interest at the time of my death.
- (ii) My Trustees shall have the authority to deal generally with any and all business interests, corporate shares and commercial securities owned by me at the time of my death and to exercise any and all rights, powers and privileges which may at any time exist or arise in connection with any such business interests to the same extent and as fully as I could if I were alive and the sole owner of such investment. My Trustees may act as an employee or officer of any such corporation or business interest and may receive remuneration for so acting in addition to any remuneration to which he is entitled for acting as my Trustees.

(c) Compensation to Trustees

My Trustees may estimate and may pretake any compensation to which they may be entitled, notwithstanding that the same has not been approved by the beneficiaries of my estate or by a Court of competent jurisdiction.

- (d) My Trustees may redeem any or all the Preferred Shares of Con-Fam that I may hold for the purposes of carrying out any bequests that I have made in this my Will as well as to pay any taxes or other charges that may require payment.

7. I authorize my Trustees to make any payment that they may deem reasonable to my son, **WILLIAM J. CONNELLY, JR.**, or my son, **GERALD A. CONNELLY**, as severance payment when either leaves the employ of Connelly-McKinley Limited.

CON000146

8. SURVIVORS

Any person named in this Will as a beneficiary who does not survive me for twenty (20) full days shall be deemed to have predeceased me.

9. HEADINGS

The headings of this Will are for convenience only and do not form part of this Will.

IN TESTIMONY WHEREOF I, WILLIAM JAMES CONNELLY, have to this my Last Will and Testament, contained on this and the preceding Eight (8) pages of paper, initialled by me, set my hand this 20 day of March, 2006.

SIGNED, PUBLISHED AND DECLARED by the said Testator, WILLIAM JAMES CONNELLY, 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 of each other have hereunto subscribed our names as witnesses.

[Handwritten signature]

[Handwritten signature]
WILLIAM JAMES CONNELLY

[Handwritten signature]
(Signature of Witness)

4120 - Whitemore Rd
(Street Address)

Edmonton, Alberta T6H5S3
(City) (Postal Code)

[Handwritten signature]
(Occupation)

E. FAYE CARTER
(Printed Name of Witness)

[Handwritten signature]
(Signature of Witness)

11535 - 122 st
(Street Address)

Edmonton, Alberta AB T5M 0B6
(City) (Postal Code)

[Handwritten signature]
(Occupation)

Robert Letourneau
(Printed Name of Witness)

CON000147

[Handwritten initials]

TESTATOR NAME **WILLIAM JAMES CONNELLY**

DOCUMENT **Affidavit of witness to a will**

DEPONENT'S NAME **Roben Letourneau**

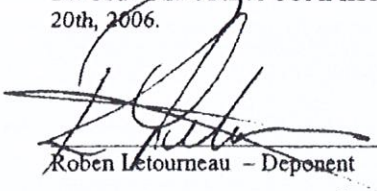
DATE OF AFFIDAVIT **March 20, 2006**

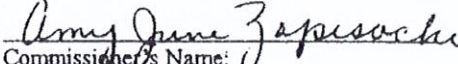
EXHIBIT ATTACHED **A: Original will dated March 20th, 2006**

THE DEPONENT SWEARS UNDER OATH THAT THE INFORMATION IN THIS AFFIDAVIT IS WITHIN THE DEPONENT'S KNOWLEDGE AND IS TRUE.

1. I am one of the subscribing witnesses to the last will of William James Connelly.
2. The will is dated March 20th, 2006 and is marked as Exhibit A to this affidavit.
3. When William James Connelly signed the will, I believe he
 - 3.1 was 18 years of age or more,
 - 3.2 understood that the document being signed was his will, and
 - 3.3 was competent to sign the will.
4. William James Connelly, myself, and the other witness to the will, E. Faye Carter, were all present together when the witnesses and William James Connelly signed the will.
5. Before William James Connelly signed the will, he made the following changes to it:
 - 5.1 None.

SWORN BEFORE A COMMISSIONER FOR OATHS AT EDMONTON, ALBERTA ON MARCH 20th, 2006.


 Roben Letourneau - Deponent


 Commissioner's Name:

AMY JUNE ZAPISOCKI
 COMMISSIONER FOR OATHS
 EXPIRES DECEMBER 23, 2007

CON000148